

Fiduciary

(N) In law, a person in a position of authority whom the law obligates to act solely on behalf of the party he/she represents in good faith.

Mission

To help clients and their families plan, implement, and successfully manage every phase of pre and post retirement life.

About Us

Caitlin John, LLC is a private wealth management firm based in Brighton, Michigan. As a Registered Investment Advisory firm, we work with both individual and institutional investors. Our holistic wealth management services enable clients to enjoy the many benefits of our decades of experience, white glove service, industry leading solutions, and fiduciary obligation. At Caitlin John, each relationship begins with an understanding of your unique circumstances today and vision for the future. Building upon this foundation of mutual understanding, you and your Advisor can begin to map the path towards your successful retirement.

Caitlin John Private Wealth Management provides each of our clients our best thinking for them utilizing transparent premier solutions. As fiduciaries, we are bound to always act exclusively in your best interests and this commitment permeates everything we do.

Your Caitlin John Advisor will work with you, as both architect and engineer, to design your holistic wealth solutions to confidently address specific objectives spanning investments, cash-flow, planning, preservation, tax efficiency, and advanced wealth transfer.



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Brochure Updated On
March 30, 2017

This brochure provides information about the qualifications and business practices of Caitlin John, LLC also referred to as "Caitlin John Private Wealth Management", "Caitlin John" or "CJ". If you have any questions about the contents of this brochure, please contact us at 1-810-355-1325 or 1-877-238-1680 or rbriggs@cjadvisor.com.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Using the term "Registered Investment Advisor" does not imply a certain level of skill or training.

Additional information about Caitlin John, LLC also is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 154494.

Item 2 - Material Changes

This Firm Brochure, dated March 30, 2017, is our disclosure document prepared according to the SEC's requirements and rules.

This Item will be used to provide our clients with a summary of new and/or updated information. We will inform you of the revision(s) based on the nature of the updated information.

Consistent with the rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. Furthermore, we will provide you with other interim disclosures about material changes as necessary.

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Item 4 - Advisory Business

A. Advisory Firm

With currently over 33 years of financial services experience, Ronald J. Briggs Jr. FIC, CRPC launched Caitlin John, LLC also referred to as “Caitlin John Private Wealth Management” or “CJ” and was approved as a Registered Investment Advisory Firm with the state of

Michigan on January 01, 2011. The owner, Ronald J. Briggs Jr., created Caitlin John Private Wealth Management to allow our advisors to offer fiduciary based personalized wealth management services to clients based on their individual needs, goals and objectives, utilizing various asset allocation strategies, financial vehicles, and dynamic investment models.

B. Advisory Services

CJ manages client's personal investment assets, both non-IRA and IRA plans, 401K, 403B plans, pension and profit sharing plans, trusts and estates. CJ may also manage investment assets held by charitable organizations, corporations and other business entities as Clients. CJ's advisory services may utilize investment management, financial planning, and insurance products to deliver services in accordance with its fiduciary obligation to each client goals, objectives and risk tolerance.

NOTE: The IAR will verify if the Client(s) have access email or the internet for all correspondences. If a Client discloses that they do not have access to an email or internet, all correspondences will be mailed.

C. Individual Services

CJ is able to provide individual clients tailored holistic financial planning and wealth management solutions. Before investing, CJ Advisors will establish with each client an understanding of their investment goals, risk tolerance, and any other pertinent factors by having the client complete an Asset Allocation Questionnaire (AAQ), Investment Policy Statement (IPS), and Investment Advisory Agreement (IAA). CJ may also utilize risk analysis and financial planning software to assist in determining a client's risk tolerance or investment goals and objectives. CJ clients may impose reasonable restrictions on the management of their account, including the designation of specific securities or a specific category of securities that should not be purchased for the account or that should be sold if held in the account, and may reasonably modify such restrictions from time to time. CJ reserves the right to decline to accept an account if it determines, in its sole discretion, that the restrictions imposed by the client are not reasonable. The client understands and acknowledges that any restrictions placed on the management of the account imposed by the client or particular requirements of the account may cause account performance to deviate from the performance of the client's chosen core portfolio. The client acknowledges and agrees that where the client restricts a category of securities that may be purchased for the account due to social screening or other restrictions.

CJ offers seminars on general investment strategies, retirement planning principles, or to highlight particular services such as financial planning or investment management to foster greater financial literacy and to educate the general public. Seminars are open to any type of client and attendance is free of charge. The materials, if any, provided during such seminars and educational services are intended to be exclusively educational in nature and to provide seminar participants with information regarding certain investment-related and retirement planning topics. The information contained in the seminar materials is not intended as specific

investment advice and does not purport to meet the investment objectives or needs of specific individuals or accounts.

An individual who attends a seminar will be considered CJ's client for the purpose of seminar participation; however, such classification shall be limited to the duration of the seminar. Such seminar attendees do not continue to be CJ's client following completion of the seminar unless CJ subsequently provides formalized investment advisory services to the attendees.

D. Investment Account Management

CJ makes available and suggests a variety of investment management services to best meet clients' diverse specific investment needs. Each client may utilize tailored portfolios spanning various strategies including Wrapped separately managed accounts (SMA) and an Unwrapped fee program (also referred to as "Advisor Managed Portfolios") to best match their goals and risk tolerance.

Separately Managed Accounts

Separately Managed Accounts are made available to clients within the Wrap Fee Program to provide clients access to dynamic strategies offered by Third-Party Portfolio Managers. Each SMA has a unique investment strategy and will be considered for investment on a per client basis based on specific individual factors. CJ has the ability to access additional SMAs, as appropriate, to best meet clients' needs.

CJ Wrap Fee Program

CJ receives a portion of the fees charged from the Wrap Fee Program. CJ charges a single transparent fee for investment management, custodial and financial advisory services and Third Party Money Management. Fees are paid from the CJ Wrap Fee Program to each Third-Party Portfolio Manager for sub-advisory services provided to the client. These fees vary from firm to firm, based on factors such as strategy type, complexity, trading frequency, and total assets managed by each Third-Party Portfolio Manager acting as sub-advisors for CJ clients. If these services were rendered separately the client may be able to secure a lower total cost or higher total cost, depending on the sub-advisory services being used. CJ believes the nature of our Wrap Fee Program is consistent with the Fiduciary obligation owed to each client because CJ Advisors are able to select from the suite of Third-Party Portfolio Managers made available on the firm's custodial platforms without such decisions adversely affecting clients' total wealth management costs and because CJ is incentivized to control investment management expense to within the pricing of our Wrap Fee Program.

Sub-advisors who have agreements with CJ will be properly registered where the clients reside.

Unwrapped Fee Program

CJ clients may authorize their advisor to manage all or a portion of their investment portfolio using an Unwrapped Fee Program, also referred to as Advisor Managed Portfolios, where the portfolio is managed solely by the Advisor and normally does not involve any other Third-Party Portfolio Managers but may blend individual securities along with models managed by Third Party Portfolio Managers. Each client's Advisor may utilize 1, 2, 3 times leveraged and sector based exchange-traded funds (ETFs), common stock, preferred stock, convertible stocks, mutual funds, warrants, rights, corporate bonds, municipal bonds, government bonds, notes, options, or bills when authorized and in accordance with each clients' risk tolerance, goals and objectives. Clients participating in the Unwrapped Fee Program may also incur additional charges such as trading fees, custodial fees, ETFs and mutual fund expenses, and/or other fees charged directly by the custodian.

E. Assets Under Management

As of May 25, 2017, the total amount of assets under management is approximately \$103,000,000. All assets managed will be on a discretionary or non-discretionary basis. Currently, there is approximately \$103,000,000 in discretionary assets under management and \$0.00 in non-discretionary assets under management.

Item 5 - Fees and Compensation

A&B. Advisory Services Compensation & Fee Deduction

Acting as the Client's agent, the Custodians calculate the amount of the quarterly CJ Management Fee applicable for the quarter based on the fees and formulas detailed herein and agreed upon in each client's Investment Advisory Agreement. The Custodians then notify each Client as described herein; once the fee dispute period passes deduct the amount so calculated from the Client's custodial account and pay it directly to CJ.

If a client wishes to dispute a fee amount, the formula used for calculation, or any other issues relating to the CJ quarterly billing before fees are deducted for a given quarter, they may do so within five (5) days of receiving the notice of billing from their Custodian. Once the dispute has been confirmed, corrections will be made to the current quarterly billing cycle. If the fee amount is disputed after the 5-day period, a manual correction will be made accordingly to the client's account.

CJ's Management Fees are calculated as a per annum fee equal to the following applicable percentages of the

Client's assets under management, which shall be billed in advance for the quarter based on the prior quarter's ending account balance. For Clients electing TD Ameritrade as their custodian, the management fees are calculated by the CJ accounting team. For Clients electing Folio Institutional as their custodian, the management fees are calculated by Folio Institutional's billing team. Such billing shall occur within 15 days of the quarter beginning either by direct payment from the Custodian from the Client's Custodial Account or from another personal account of the client paid to CJ in accordance with the payment schedule described below. CJ has two (2) fee schedules, wrapped accounts using Third-Party Portfolio Managers indicated in "Table 1 Wrap Fee Program", and an unwrapped advisor managed portfolios indicated in "Table 2 Unwrapped Fee Program". The Client can select either method of management or a combination of both. Note: If the quarterly Advisory fee results in a lesser dollar amount than \$75.00, a \$75.00 minimum quarterly fee will be assessed.

Wrap Fee Program

CJ acts as sponsor and advisor for the CJ Wrap Fee Program.

Table 1 Wrap Fee Program	
Managed Assets	Percentage of Assets
Assets under \$250,000.99	2.48%
Assets between \$250,001 - \$500,000.99	2.38%
Assets between \$500,001 - \$750,000.99	2.28%
Assets between \$750,001 - \$1,000,000.99	2.18%
Assets between \$1,000,001 - \$1,500,000.99	2.08%
Assets between \$1,500,001 - \$2,000,000.99	1.98%
Assets between \$2,000,001 - \$3,000,000.99	1.88%
\$3,000,001 and above	1.78%

CJ reserves the right to negotiated fees to clients. Clients may also choose to have their portfolio blended between a wrapped and unwrapped fee structure based upon their goals, objectives, and risk tolerance. They may choose to blend specific models, individual holdings, and third-party money manager making up their total portfolio. This program may cost the client more or less than purchasing securities or advisory services separately. The factors that bear upon the relative cost of the program may include some or all of the following:

- Trading activity on behalf of the clients account
- Window trading fees
- Record keeping services
- Administrative services
- Advisory and financial plan services
- Proprietary portfolio management services
- Custodial fees

Comparable services vary, and lower fees for comparable services may be available from other sources. CJ is compensated from the fees paid through the Wrap Fee Program. CJs compensation is the remainder of the fees paid after all included costs and expenses are paid for. Portfolio Managers of sub accounts within the Wrap Fee Program are compensated between 40-100 basis points for providing portfolio management services. Folio custodial fees are inclusive of window trading fees, record keeping, and administrative services. Clients wishing to place a non-window individual securities trade will have a separate cost. An additional step out fee will be charged outside of the Wrap Fee Program of \$3.95 per security transaction for non-window individual securities held outside of the models. CJ receives no compensation from these trading costs. IRA accounts held through Folio Institutional and Kingdom Trust are also subject to a \$25 annual IRA fee. CJ receives no compensation for the IRA fees levied by Kingdom Trust. On the TD Ameritrade platform, there are no such annual IRA fees or transactional charges for non-window securities trades.

Folio Institutional, Kingdom Trust and/or TD Ameritrade are the only custodians utilized for clients in the Wrap Fee Program.

Wrap fees withdrawn from the client's account by Folio Institutional will be calculated by the Folio Institutional's Billing Department. While Wrap Fees withdrawn from TD Ameritrade will be calculated by CJ's Accounting Department. The fee calculation is as follows:

Total amount of assets per client account at end of calendar quarter x annual percentage of assets charged to client ÷ 4 quarters = quarterly amount deducted from client's account.

For example, assume the ending total amount of a client's account in a calendar quarter was \$100,000 which puts the client in the 2.48% managed asset range. In this case, the amount of the deducted quarterly client fee would be \$620.00. $((\$100,000 \times 2.48\%) = \$2,480.00 \div 4 \text{ quarters} = \$620.00)$.

The Advisor recommending the Wrap Fee Program to the client receives compensation as a result of the clients' participation in the program. The portion of the compensation maybe more than what the person would

receive if the client participated in other programs or paid separately for other advice or services, therefore the person may have a financial incentive to recommend the Wrap Fee Program over other programs or services.

The minimum amount required to open an account is \$250,000 for asset management services. However, in its sole discretion, the CJ Advisor may waive or lower this minimum. Advisors that elect to lower the required minimum amount to open account for clients will specify that a minimum quarterly fee of \$75.00 will take precedence over the Caitlin John, LLC Management Fee should the result be a greater dollar amount than that provided for in Table 1. Further explanation:

Where as a client account is less than \$12,100.00 (ie $\$12,100.00 \times 2.48\% = \300.00 annually / 4 = \$75.00/quarter) a minimum quarterly fee of \$75.00 will be assessed to meet the minimum custodial quarterly charge of \$50.00 and CJ management fee of \$25.00/quarter.

Unwrapped Fee Program

CJ offers an Unwrapped Fee Program considered to be Advisor managed and customarily do not use Third-Party Money Managers. Instead, the CJ Advisor manages a portfolio of individual stocks, ETFs, or mutual funds themselves on behalf of their clients. There are some instances where a low cost Third-Party Money Manager or SMA maybe recommended by the advisor as part of the overall client's portfolio.

Table 2 Unwrapped Fee Program	
Managed Assets	Percentage of Assets
Assets Under \$2,500,000.99	1.5%
Assets Between \$2,500,001 - \$5,000,000.99	1.25%
Assets Over \$5,000,001	1.00%

CJ reserves the right to negotiated fees to clients. Clients may also choose to have their portfolio blended between a wrapped and unwrapped fee structure based upon their goals, objectives, and risk tolerance. They may choose to blend specific models, individual holdings, and third-party money manager making up their total portfolio. This program may cost the client more or less than purchasing securities or advisory services separately.

The Unwrapped Fee Program (referred to as "Advisor Managed Portfolios") will be calculated as follows:

Total amount of assets per client account at end of calendar quarter x annual percentage of assets

charged to client \div 4 quarters = quarterly amount deducted from client's account.

For example, assume the ending total amount of a client's account in a calendar quarter was \$1,000,000 which puts the client in the 1.5% managed asset range. In this case, the amount of the deducted quarterly client fee would be \$3,750.00. $((\$1,000,000 \times 1.50\%) = \$15,000.00 \div 4 \text{ quarters} = \$3,750.00)$.

CJ Advisors reserve the right to offer negotiated fees to clients based on the complexity of the clients' needs and services provided. Clients also have the option to have the advisory fees deducted from their assets or billed as per the fee schedule listed in Wrap and Unwrapped Fee Program.

Clients of CJ located in the state of Wisconsin shall receive a quarterly invoice from CJ ten (10) business days prior to any fees being debited, which specifies the client's assets under management, annual fee level, the formula used to calculate fees, dollar amount to be SRO/SEC Fees are listed on the Folio Institutional statement of invoice. These fees are paid by all CJ Client(s), but are only listed distinctly on the Folio Institutional platform. The entire nominal fee is paid to the relevant SRO/SEC organization; none of these fees are paid to CJ or the Custodian. Self-Regulatory Organization (SRO) is a non-governmental organization that has the power to create and enforce industry regulations and standards. The priority is to protect investors through the establishment of rules that promote ethics and equality.

Comparable services vary, and lower fees for comparable services may be available from other sources. In order to comply with the California Code of Regulations (CCR Section 260.238(j)), we are disclosing that lower fees for comparable services may be available from other sources.

C. Other Types of Fees/Expenses

Clients may incur some or all of the under the Unwrapped Fee Program: SRO/SEC, custodial fees, IRA fees, transactional fees and ETF or mutual fund expenses for underlying holdings incidental to rendered Advisory service fees listed in Table 2 above. CJ is not compensated in any way by either one of the non-inclusive fees described above. These fees are incidental to rendered Advisory service fees listed in Table 2.

CJ will not charge any account opening fee, set up, or closing fee.

When Clients elect to use TD Ameritrade as their custodian, there are no IRA account opening fees, annual fees, or separate trading fees for assets held with TD Ameritrade.

If the Client chooses to completely transfer their account to another custodian, a \$100 transfer (closing) fee will be

assessed by Folio Institutional or TD Ameritrade. This administrative fee is to assist with and completing the asset transfer process by Folio Institutional and TD Ameritrade.

For brokerage details, please refer to "Item 12 Brokerage Practices" in this brochure.

D. Advanced Fee Payment & Refund Structure

CJ's Management Fees are calculated as a per annum fee equal to the following applicable percentages of the Client's assets under management, calculated the last day of each quarter. CJ shall bill quarterly in advance for the new quarter based on the prior quarter's ending account balance on last day of the quarter. After a notification has been sent to the client, billing shall occur within 15 days of the quarter beginning by direct debit by the Custodian from the Client's Custodial Account to CJ in accordance with the payment protocols described below. Clients also have the option to have the advisory fees deducted from their assets or billed separately per the fee schedule listed in the Wrap and or the Unwrapped Fee Program.

The Investment Advisory Agreement between CJ and the Client may be modified upon such terms as may be mutually agreed upon in writing. The Investment Advisory Agreement is terminable within five (5) business days, without penalty, from the date of acceptance. Either party may terminate the Investment Advisory Agreement by written notice to the other, and any such termination will be effective five (5) business days after receipt of such written notice. CJ will notify the applicable Custodian about the termination.

Once a Client account has been transferred (closed), the Client will be contacted by CJ to facilitate a pro rata fee refund. CJ will refund the pro rata fees to the Client's custodial account to be swept to Client's chosen financial institution. The pro-rata refund amount owed to Clients will be calculated as follows:

$$\text{Fees paid to CJ during the calendar quarter} \div 90 \text{ days} \\ \times \text{number of days remaining until the end of calendar quarter} = \text{amount to be refunded.}$$

For example, assume the amount paid to CJ in a calendar quarter was \$2,500 and the Agreement is terminated with 45 days remaining in the quarter. In that case, the amount of the refund would be \$1,250 $(\$2,500 \div 90 \text{ days} = \$27.78 \text{ per day} \times 45 \text{ days} = \$1,250)$.

***NOTE:** TD Ameritrade or Folio Institutional charges the Client(s) an account transfer (closing) fee of \$100.00. Notice of termination by Client(s) should be sent to the Firm at 1024 E Grand River Ave, Brighton, MI 48116 or email to info@cjadvisor.com.

E. Other Compensation

CJ and its Advisors do not receive any commissions or additional compensation for mutual fund or variable annuity 12b-1 fees or any other securities related transactions.

CJ may work with a custodian/broker dealer that can receive and reimburse/credit to the client for the variable annuity 12b-1 fees. In this instance only, CJ would charge the client an appropriate advisory fee for the oversight, advisory services and sub account management of the variable annuity as part of the client's total managed portfolio.

The Advisors of CJ may have a current relationship with Elite Advisors Edge, Inc. which is closely held entity by owner, Ronald J. Briggs Jr. for the purpose of shopping and placing their fixed life, fixed annuity, and long term care insurance business. "Investment Advisor Representative" also referred to as "IAR", "Investment Advisor", or "Advisor" of CJ in most all cases must place all fixed insurance business through Elite Advisors Edge, Inc. for the purposes of fiduciary oversight and client suitability. A conflict may arise due to the fact that Advisors of CJ are compensated for the sale of such insurance products by commissions paid directly from the insurance carrier to the Advisor, as well as an override commission that Elite Advisors Edge, Inc. receives. These commissions are in addition to fees paid by the client for assets under management with CJ. CJ does not receive any commission compensation for the sale of insurance products by its Advisors. Pennsylvania clients will not be offered insurance products unless the IAR is appropriately licensed to sell insurance products in Pennsylvania.

Advisors of CJ acting in a fiduciary capacity may recommend the use of fixed life insurance or annuity products based on the specific circumstances, goals, objectives, and risk tolerance of each Client. Clients are under no obligation to act on the Advisors insurance recommendations. If a Client elects to act on any recommendation, the Client is under no obligation to affect the transactions through their CJ Advisor or Elite Advisors Edge, Inc.

Financial Planning and Consulting Services

CJ is able to provide clients financial plans to efficiently quantify clients' long term financial needs and objectives.

For each client, the financial planning process begins by defining the client's current overall financial circumstance and their long-term financial goals, objectives, and needs. Once this firm understanding has been established between CJ's Advisor and their client, CJ's Advisor will design and propose a custom financial plan using eMoney™ financial planning software for their client.

The Advisor will explain to each Client their position, research, and recommendations within each proposal to maximize the value and understanding of CJ's proposed services. CJ Advisors will also work with clients' other accredited financial professionals where applicable and desired by the client to further maximize the value of each financial plan.

Each Plan will be based on the information the Client supplies, along with the complexity and number of planning modules (see below) needed to generate a thorough financial plan for the client. During the Advisor's initial information gathering process, which may include but not limited to:

- Asset Allocation Review
- Asset Allocation Recommendations (i.e. Investment advice)
- Benefits Planning
- Budgeting
- Cash Management
- Cash Flow Analysis
- College Savings Planning
- Estate Planning
- Funding Plans, Liquidity, and Major Expense Assistance
- General Financial Planning
- Insurance Review
- Legacy Planning
- Long-Term Care Review
- Miscellaneous Services
- Retirement Planning
- Risk Management and Insurance Analysis
- Tax-Efficiency Evaluation
- Tax Planning

In some cases, CJ may refer the Client to other vetted independent professionals, such as attorneys or accountants for their non-conflicted expertise. CJ will work and communicate with such independent professionals, only with the Client's specific written authorization.

A conflict of interest exists between the interests of the CJ and the interests of the client because CJ receives compensation for financial plans. The client is under no obligation to act upon the Advisor's recommendations. If the client elects to act on any of the recommendations, the client is under no obligation to affect any transactions through CJ. It is ultimately the responsibility of the Client to implement the components of each Financial Plan. CJ Advisors will only recommend financial planning services in accordance with their fiduciary obligation to clients.

If a Client wishes to engage a CJ Advisor for financial planning services, the Client will compensate CJ based upon an agreed fee schedule that is on an hourly fee, fixed

fee, or ongoing financial planning fee. The fee structure is decided by the Client and is finalized by signing the “Financial Planning and Consulting Services Agreement” or the “Ongoing Financial Planning and Consulting Services Agreement”, whichever service they choose.

a) Fixed Fee

Financial Planning Services are offered based on a negotiable fixed fee ranging between \$750 and \$5,000 based on complexity and unique needs for each client. The complete financial plan consists of the number of modules chosen by the client. Example of modules can be found listed on this page. If the clients choose 10 modules at \$250 each, the price to complete the plan would be \$2,500. As a rule of thumb, each planning module ranges in cost of \$250 and \$500. Total cost for the financial plan is not solely based on the client’s total asset under management and is only used as a consideration to determine complexity of module choices. The Advisor will also take into consideration the number of meetings required to complete the plan, along with the client’s request for number of face to face meetings per year with the advisor (Unlimited phone calls are always welcomed). Additional consideration for the cost of the plan is due to the robust capability of the software which can include all outside investment assets, banking, insurance, and annuities along with a private document vault tailored for each client. All of this can all be incorporated into the software’s algorithm along with advisor oversight of the client’s total financial plan once completed.

Once the financial planning and consulting services agreement has been reviewed and signed by the client, payments are received in two installments: one-half at the commencement of the planning process with the balance of the final payment due upon delivery of the completed plan. The Client may terminate the Financial Planning and Consulting Services Agreement for a full refund within five (5) business days of signing the agreement. A pro rata refund is available at any time before delivery of the financial plan with payment due only for work completed prior to termination. Financial plans will be completed and delivered within thirty (30) days of signing the agreement.

b) Hourly Fee

Financial Planning Services are offered based on a maximum hourly fee of \$225 per hour, the number of hours estimated will be based on complexity and unique client needs. For clients engaging financial planning services on an hourly basis, the initial payment will provide for half of the estimated hours required to complete the plan. The final payment will reflect the total amount of hours worked, less the initial payment. The Client may terminate the Financial Planning and Consulting Services Agreement for a full refund within five (5) business days of signing the agreement. A pro rata refund is available at any

time before delivery of the financial plan with payment due only for work completed prior to termination. Financial plans will be completed and delivered within thirty (30) days of signing the agreement.

Ongoing Financial Planning and Consulting Services

Once the financial plan is completed, the client may choose to open and maintain a dynamic real-time encrypted port hole to access their financial plan using the eMoney™ software program. This is considered to be part of our ongoing financial planning software service that is offered to clients that complete a financial plan with CJ. The Ongoing Financial Planning and Consulting Services Agreement is based on the complexity, level of service, unlimited changes/updates, client specific factors and general ongoing financial planning support/consultation by their advisor. Clients will be invoiced on the first business day of each month to maintain this ongoing financial planning service. As a rule of thumb, lower cost plans i.e. \$750 (see fixed fee plan above) will pay \$40/month and it ranges up to a maximum of \$210/month for higher cost plans.

The client is under no obligation to initiate the Ongoing Financial Planning and Consulting Services.

If the client chooses, ongoing financial planning services, the initial financial plan and access to the client portal will be delivered within thirty (30) days of signing the Ongoing Financial Planning and Consulting Services Agreement.

The Client may terminate the Ongoing Financial Planning and Consulting Services Agreement for a full refund within five (5) business days of signing the Ongoing Financial Planning and Consulting Services Agreement. If the Client terminates their subscription, such termination will become effective at the end of the current monthly billing period, at this time the portal for access to their plan shall also close.

Independent Advisor Rewards

CJ may offer an Independent Advisor Rewards program. This program recognizes holistic financial planning and independent fiduciary client service across Life Insurance, Annuities, and Assets Under Management without predicated specific products, services, or business activity. The client does not pay indirectly or directly for the advisor rewards program. The rewards program is an expense to the firm. This rewards program represents a form of compensation and creates a conflict of interest which CJ mitigates as follows. First, each Advisor of CJ is bound to each of their clients as fiduciaries. Second, the Advisor rewards are equal across each line of business and do not distinguish between specific services or products within each category of Life Insurance, Annuities, and Investments. Finally, the rewards program crediting system minimizes the importance of volume of business activity in

each specific channel and any underlying products or services. CJ believes that Independent Advisor Rewards is an extension of CJ's fiduciary obligation to each client because Independent Advisor Rewards extends across services, cultivates familiarity with a broad suite of capabilities, and incentivizes excellence in client service as a fiduciary Advisor rather than incentivizing specific services, products, or sales.

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

CJ does not accept or charge performance based or side by side management fees at this time.

Item 7 - Types of Clients

The minimum amount required to open an account is \$250,000 for asset management services. However, in its sole discretion, the CJ Advisor may waive or lower this minimum. CJ Advisors provides investment advice to individuals, trusts, pension plans, estates, and corporations.

CJ management fees are assessed quarterly based on the amount of assets under management. If the quarterly Advisory fee results in a lesser dollar amount than \$75.00, a \$75.00 minimum quarterly fee will be assessed. Further details regarding the fee structure per assets under management can be found under Item 5 - Fee & Compensation in this brochure.

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

A. Methods of Analysis / Investment Strategies

Investing in securities involves risk of loss which our Clients should be prepared to bare. No amount of analysis or diversification can wholly account for or eliminate market volatility and systematic risk. Investment accounts will be subject to methods of analysis by the Third-Party Portfolio Manager, Advisor and the Firm as described herein.

CJ and its Advisors methods of analysis include at least the following criteria: analysis pertaining to the selection of Third-Party Portfolio Managers to be made available within the Wrapped Fee Program, as well as the following criteria: income, risk tolerance, sector, market capitalization, long term needs and objectives.

Investment Strategy:

We analyze the type of investment strategy each Third-Party Portfolio Manager provides, if that strategy is an effective vehicle to achieve particular investment objectives, if the strategy is within the broad risk tolerances of our clients, and does this strategy correlate closely with the strategies already employed by CJ Advisors working

with other Third-Party Portfolio Manager advisors.

Performance History:

CJ evaluates the relative and absolute performance history of each prospective Third-Party Portfolio Manager to examine performance during various market conditions. CJ will only work with Third-Party Portfolio Managers that have at least 3 years of portfolio management experience.

Investment Cost:

CJ examines the cost of underlying holdings, where applicable, in order to determine if a given Third-Party Portfolio Manager has any conflicts of interest or if a Third-Party Portfolio Manager has an excessively expensive strategy. Because our managed fees are wrapped, CJ looks to minimize any expense which cannot be reimbursed such as ETF and mutual fund expenses. Third-Party Portfolio Managers using 1X's, 2X's, 3X's times leveraged and sector based exchange-traded funds (ETFs) will be evaluated to ensure they are seeking to minimize excessive costs or have the reasonable expectation of delivering alpha over time to offset such costs.

Total Assets Under Management:

CJ will evaluate the level of assets managed by each Third-Party Portfolio Manager and within each strategy offered by each Third-Party portfolio manager. This is to determine the long term viability and limitations of each strategy which may arise from either insufficient capital or excess capital being associated with each strategy.

MAR Ratio:

CJ may examine each Third-Party Portfolio Manager's MAR ratio to determine the relative value of annual performance realized against the largest drawdown each strategy has had over a specific period of time.

Third-Party Portfolio Manager Review:

Third- Party Portfolio managers providing sub-advisory services to CJ clients are reviewed at least annually in accordance with the criteria described above in order to determine their ongoing utility to CJ Advisors and Clients. In particular, CJ will emphasize in its review the criteria relating to underlying expenses, relative performance, limitations of strategies, and correlations to other Third-Party Portfolio Managers. CJ will continually seek to provide its clients with a suite of tactically and sector diverse Third-Party portfolio managers.

Each Third-Party Portfolio Manager employs their own methods of analysis in providing sub advisory services; each Third-Party Portfolio Manager's specific methods of analysis may be found in their Form ADV 2 Brochure or Prospectus which is made available to our clients via our website www.caitlinjohn.com or in a paper version if requested.

B. Strategies/Risk

CJ's Clients along with their advisor may choose to participate in a variety of models and allocations managed internally through our portfolio management team or sub-advisor relationships made available through CJ. These various investment options generally fall into either or both of the following two categories: an active or passive investment management style.

Active management allows for the portfolio manager or the advisor to alter the investment profile such as the, securities, models, or allocations of a given client's account to reduce market risk and volatility at any given time. This may be done at a model level by changing the securities within the model or the weightings of the securities within the model. Another way to reduce market risk and volatility may be accomplished at the allocation level by over- or under-weighting certain models in accordance with client investment objectives and market outlook. All changes are determined by various investment algorithms and economic indicators used by the Firm's portfolio manager. *For instance, if an active fund manager believes a particular sector, security or asset class maybe heading for a decline in value, he or she might reduce that fund's exposure accordingly.* This approach also comes with risk which may include, over concentrations of stocks, systemic risk and buying at too high of a valuation.

In comparison, passive management involves buying and holding a security(s) without regard or use of tools and technology to identify probabilities of potential forward looking changes that may affect various sectors, economic conditions, the market as a whole, or until your investment objective changes. In short, the benefits and risks with this approach may include; clients may get all of the market upside when a particular index is on the upswing and all the downside when that index falls. With the passive management style, there is little to no manager or management team actively picking stocks or making buy and sell decisions for the client's portfolio.

Investment Risk

An investor should consider the investment objective, risks, charges, and expenses carefully before investing. Investing, including into the strategies and analyses detailed above, involves exposure to risks. These include the following:

- Interest Rate Risk
- Geopolitical Risk
- Political Risk
- Default Risk
- Regulatory Risk
- Civil or Criminal Action Risk
- Liquidity Risk
- Manager Error

- Business Cycle Risk
- Macroeconomic Risk
- Systematic Risk
- Risk of Loss of Principal
- Other Nonsystematic Risks

Any and all performance data quoted represents past performance from actual accounts selected on the basis of longest holding period. Past performance is not a guarantee, or an implied guarantee, of future results. Current performance may vary from the performance quoted. Investment returns and principal value will fluctuate. There is no guarantee that any investment model will achieve its stated investment objectives. An investment is subject to the risks listed above, including the possible loss of the principal amount invested. Investments are not FDIC insured, may lose value, and have no bank guarantees.

C. Material Risk

CJ does not primarily recommend a particular type of security that involves significant or unusual risks unless it aligns with the client's risk tolerance evaluation

Item 9 - Disciplinary Information

No disciplinary, judgement, criminal, regulatory, or civil action or event has been taken against CJ, or any owner, partner, Advisor or employee. There have been no complaints, barring or suspension from investment related services. CJ performs due diligence by conducting a background check on all associated owners, partners, and employees. Each individual licensed advisor is responsible for accurately and truthfully completing a Form U-4 and prompt disclosure to the firm of any and all disciplinary or legal actions taken against them. CJ will also update the Form ADV2A and 2B Brochures to reflect this material change.

Item 10 - Other Financial Industry Activities and Affiliations**A. Broker-Dealer Affiliation**

CJ does not have anyone registered or pending to register as a broker-dealer or a registered representative of a broker-dealer.

B. Commodity Affiliation

CJ does not have anyone registered or pending to register as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

C. Relationships/Conflicts

Advisors of CJ may be licensed and appointed to sell insurance products through various insurance companies. These insurance products whether it is life insurance,

disability insurance or fixed or indexed annuities, will be offered through Elite Advisors Edge, Inc. These Advisors will receive commissions and incentives paid directly from the insurance carrier. These commissions are in addition to and separate from the advisory fee.

Ronald J. Briggs Jr. is the Chief Executive Officer of Elite Advisors Edge, Inc. which has a common ownership interest. Elite Advisors Edge, Inc. is a national distributor of both fixed life insurance and fixed annuities products base in Brighton, Michigan with licensed agents around the country.

Advisors of CJ may be licensed and appointed to sell insurance products through various independent insurance carriers. These insurance products whether it is life insurance, disability insurance or fixed annuities, may be offered through Elite Advisors Edge, Inc. These individuals will receive normal and customary commissions as a result of selling insurance products and paid directly from the insurance carrier. These commissions are in addition to and separate from the advisory fees charged to clients for asset management and financial planning services. Elite Advisors Edge, Inc. Advisors will be paid an override on commissionable business directly from the carrier which may represent a conflict of interest from its affiliation with CJ through common ownership and control.

Ronald J. Briggs, Jr. is the Founder, Chief Executive Officer, Chief Compliance Officer, & Chief Investment Strategist of A Smarter Way To Invest, Inc. (ASWTI). A Smarter Way to Invest, Inc. is a registered investment advisory firm which offers asset management services to outside Registered Investment Advisory Firms, and grants such firms access to A Smarter Way To Invest, Inc.'s various proprietary and non-proprietary asset allocation strategies and portfolio investment models. CJ and their Advisors may also utilize ASWTI for third-party asset management services for their clients. This may create a conflict due to the fact he is also the owner of CJ and will financially benefit from AUM placed with ASWTI. CJ, Advisors and their clients have numerous third-party money manager/sub advisor options available via the 2 custodial platforms (Folio Institutional & TD Ameritrade) that the client may choose from which therefore mitigates this conflict.

CJ will not refer clients to A Smarter Way to Invest, Inc. or any other Sub- Advisor or Third Party Money Manager that is not appropriately registered as required in accordance with each state's individual regulations.

Ronald J. Briggs Jr. is CIO, CCO and Co-Founder of Guardian Pointe Private Wealth Management, LLC ("GP") which is not affiliated to CJ. GP is a SEC Registered Investment Advisor Firm.

D. Advisor Recommendations

CJ does not recommend, select or receive compensation directly or indirectly from outside advisors.

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

A. Code of Ethics

Employees and Advisors shall conduct themselves in a manner consistent with the highest ethical and fiduciary standards as referenced in SEC rule 204A-1 or similar state rules. A copy of the Code of Ethics will be provided to a Client or a prospective Client upon request.

CJ and its employees and Advisors shall not disclose any non- public information relating to a Client account portfolios or transactions of CJ. Nor shall any employee or Advisors disclose any non-public information relating to the business or operations of CJ unless properly authorized to do so.

At no time, will CJ or any associated person of CJ, transact in any security to the detriment of any Client. In every situation, Clients' needs are considered first and the securities are widely held and publicly traded.

B. Material Financial Interest and Conflict of Interest

CJ, its advisors and employees currently have no material financial interest in any publicly traded securities. Advisors shall avoid any action, whether for personal profit or otherwise, that results in a conflict of interest with CJ or its Client accounts, or which may be otherwise detrimental to the interests of Clients of CJ. They will not attempt to improperly use influence for their personal benefit.

C. Same Securities Purchase and Conflicts of Interest

CJ and its employees may buy or sell securities that are also held by clients. In order to mitigate conflicts of interest such as front running, employees are required to disclose all reportable securities transactions as well as provide CJ with copies of their brokerage statements.

D. Client Securities/Trades and Concurrent Firm Securities Transactions - Conflicts of Interest

CJ does not maintain a firm proprietary trading account and does not have a material financial interest in any securities being recommended and therefore no conflicts of interest exist. However, employees may buy or sell securities at the same time they buy or sell securities for clients. In order to mitigate conflicts of interest such as front running, employees are required to disclose all

reportable securities transactions as well as provide CJ with copies of their brokerage statements.

The Chief Compliance Officer of CJ is Ronald J. Briggs, Jr. Mr. Briggs reviews all employee trades on a regular basis. The personal trading reviews ensure that the personal trading of employees does not affect the markets and that clients of CJ receive preferential treatment over employee transactions.

Item 12 - Brokerage Practices

1. Soft Dollar Benefits

CJ does have access to research as a soft dollar benefit from TD Ameritrade. Because CJ receives such soft dollars, CJ may have an incentive to select or recommend a particular broker dealer based on interest in receiving such research. CJ does not charge the Client brokerage commissions to obtain research. CJ manages this conflict of interest by offering each client relationship a choice of custodian (TD Ameritrade or Folio Institutional) for fee based asset management offered by CJ.

2. Brokerage for Client Referrals

CJ does not currently receive any client referrals from any broker-dealer or Third-Party.

3. Directed Brokerage

CJ currently only makes available two options for Client brokerage and directs Clients to either Folio institutional or TD Ameritrade for the purposes of trade execution and custodial management. In addition, certain advisory programs are only available through us and/or our affiliates and these programs allow the Advisor to offer TAMPs, SMAs, and Third-Party Advisory services that cannot be obtained elsewhere, although other advisors may offer similar programs. Although the advisor still has the obligation to affect the best execution of Client trades and transactions, it is possible that the Advisor may not be able to achieve the most favorable execution of Client transactions in every case. This practice may or may not cost the Client more money. CJ and or its Third-Party Advisors, acting as fiduciaries, have no incentive to not achieve the best possible trade execution on behalf of all Client accounts.

4. Aggregate of Client Trades

CJ intends to aggregate Client orders whenever possible, using omnibus trading (block trades) for all purchase and sale recommendations. Folio Institutional and TD Ameritrade allow for the aggregation of such orders, and CJ intends to take advantage of such aggregation to obtain competitive pricing on all transactions.

Aggregated orders are usually managed through Caitlin John's internal portfolio manager or where applicable, the Third-Party Money Managers used by CJ. Please see the

brokerage practices of these Third-Party Money Managers as disclosed in their Firm Brochures. Trading costs through Folio Institutional and TD Ameritrade are as described in **"Item 5 – Fees and Compensation"**

In certain circumstances, CJ may, to best serve Clients, place non-aggregate individual trading orders. Non aggregated orders may be placed on an individual Client basis in order to meet Client needs including but not limited to distributions, unusual/extraordinary circumstances, or at the request from a Client. Clients may incur additional costs by not aggregating their trade orders.

Item 13 - Review of Accounts

The CJ investment advisor representative is required to review with each of their Clients their investment accounts, on a minimum, annually. Additional reviews can also take place whenever the Client may choose by contacting their advisor. The number of reviews are not restricted. Additionally, reviews can be requested by the Client with their Advisor to inform them of a life changing event that would affect a change to the following criteria: income needs, risk tolerance, sector, market capitalization, long term needs, goals and objectives of the Client.

The Client can review their accounts status at any time by going online at any time to www.advisorclient.com or www.folioClient.com to review securities held and managed by CJ. This provides the means for 100% transparency of all daily trades, transactions and valuations.

Item 14 - Client Referrals and Other Compensation

CJ does not currently have arrangements, nor receive compensation for any Client referrals. CJ also does not compensate anyone for Client referrals.

Item 15 - Custody

Client accounts will be opened and all assets held at either Folio Institutional or TD Ameritrade in the client's own name. CJ will never have custody of any assets in the Client's account. As per **regulatory interpretation**, CJ is considered to have a form of indirect custody due to the fact that **only** the custodian is authorized by the Client to withdraw and to pay the management fees owed to CJ as per the client debit authorization found in the Investment Advisor Agreement document.

Each of the Custodians, Folio Institutional or TD Ameritrade will send monthly and or quarterly statements or notification of the availability of all statements in the clients electronic file cabinet as they come available. These

statements including all trade & transaction confirmations, fee billing, etc. will also be made available to CJ and/or IAR. CJ advises the Client to always carefully review all trades confirmations and statements, received by mail or have access online, and to contact CJ or their Advisor for any discrepancies, questions or concerns

Clients can go on-line to Folio Institutional's client portal at www.folioclient.com by logging into the Client(s) account, clicking on "Statements & Tax Records," then "Billing Notices," and finally, choosing which month and year or the client can go on-line to TD Ameritrade by logging into the Client(s) account www.advisorclient.com to review securities held and managed by CJ. This provides the means for 100% transparency of all daily trades, transactions and valuations.

Item 16 - Investment Discretion

Our Clients' accounts are managed on a Discretionary or Non-Discretionary basis per the Client. The Client authorizes the advisor to manage their account by signing the Investment Advisory Agreement in lieu of a power of attorney. Clients may impose restrictions, such as social screening, to their investments. CJ reserves the right to decline to accept an account if it determines, in its sole discretion, that the restrictions imposed by the client are not reasonable. The client understands and acknowledges that any restrictions imposed by the client and is placed on the management of the account or particular areas of the account may cause account performance to deviate from the performance of the client's chosen core portfolio. The client acknowledges and agrees that where the client restricts a category or sector of securities that may be purchased for the account due to social screening or other restrictions, CJ will determine the change of risk tolerance and advise the clients accordingly.

CJ Advisors offer the option for non-discretionary trading or to be granted unlimited discretionary trading authority to supervise all investments managed by CJ Advisors, as well as outside holdings of variable contract products.

For the Clients who do not grant investment discretion, he or she appoints the Advisor as the investment manager to supervise and direct the investments of the Client's assets on a non-discretionary basis. As such, prior to placing any order for any transaction, the Advisor must obtain the Client's prior approval. The Advisor must notify CJ in writing of each Client that lacks investment discretion.

Unless the Clients opt for non-discretionary trading, all accounts will initially be set up granting CJ discretionary trading authority. Discretionary authority is limited to the purchases and sale of 1X's, 2X's, 3X's leveraged and sector based exchange-traded funds (ETFs), common stock, preferred stock, convertible stocks, SMAs, mutual funds,

warrants, rights, corporate bonds, municipal bonds, government bonds, notes, or bills for and on behalf of the Client. The Client also authorizes CJ to reinvest dividends and other distributions from securities held in the portfolio. In all such purchases and sales, the Custodian is authorized to follow the instruction of CJ in every aspect concerning the account. Except as herein otherwise provided, CJ is authorized to act for the Client in the same manner and with the same force and effects as the Client might or could do with respect to such purchases and sales, and all other things necessary or incidental thereto, including exchanges or redemptions, or other similar actions with respect to the securities held in the account.

CJ does not offer legal guidance regarding or relating to the rights of owners of individual securities in any way. CJ is not authorized to withdraw or transfer any money, securities, or property out of the Client account(s), either in the name of the Client or otherwise. On behalf of a client, CJ can assist in the process of a client request for a withdraw or transfer for the purposes of a one time or monthly distribution. Permission from the Client will be verified via email and all email requests are verified via follow up phone call, and requires the Client's signature on the Custodian's authorization for distribution form. CJ nor any of its personnel cannot and will not ever take custody of any of the Client's funds or securities except for the deduction of authorized management fees through the custodian.

Item 17 - Voting Client Securities

CJ does not accept authority, take any action or render any advice with respect to voting Client proxies.

Client will receive notifications via mail or email from TD Ameritrade and/or Folio Institutional. This includes various update and notifications including proxy voting on securities they own in the portfolio.

Item 18 - Financial Information

CJ does not require or solicit more than \$500.00 in fees per Client paid more than six (6) months in advance.

CJ has discretionary authority and a form of limited custody of the clients' accounts via the custodian directly deducting the clients' fees from their accounts.

Currently, there are no financial conditions that would impair our ability to meet our contractual commitments to our clients. Should any arise, CJ will notify the client according to SEC guidelines.