



Form ADV, Part 2A
Disclosure Brochure
February 8, 2018

WealthSource Partners, LLC
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This brochure provides information about the qualifications and business practices of WealthSource Partners, LLC (“WealthSource”). If you have any questions about the contents of this brochure, please contact us at (805) 546-1000. The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission (“SEC”) or by any state securities authority. Additional information about WealthSource is also available on the SEC’s website at adviserinfo.sec.gov by searching for CRD No. 282202. References herein to WealthSource as a “registered investment adviser” or any reference to being “registered” does not imply a certain level of skill or training.

Item 2 – Material Changes

This Disclosure Brochure was amended on April 28, 2017, to reflect the change in address for WealthSource's corporate office from 1880 Santa Barbara Avenue, Suite 240, San Luis Obispo, California 93401 to 1238 E. Grand Avenue, Arroyo Grande, California 93420.

On February 8, 2018, the Disclosure Brochure was amended to reflect that A. Bryan Sullivan, Chief Executive Officer of WealthSource, is now the sole owner of Vellum Financial, LLC, which owns 49.98% of WealthSource. Furthermore, the Disclosure Brochure was updated to reflect that Luke Nagell who previously served as WealthSource's Director of Investments now serves as Chief Investment Officer. Additionally, amendments to disclosures regarding the calculation of investment advisory fee refunds were made to reflect our current calculation methodology, which is based on market days (i.e., days that the New York Stock Exchange is open). Additional disclosures regarding our FlexBeta investment strategy were added to provide information on how the equity segment of FlexBeta may operate during different market environments. Disclosures regarding risks relating to the use of algorithmic trading systems were removed from the Disclosure Brochure as such systems are not currently being utilized by WealthSource or its Investment Adviser Representatives. Information regarding Investment Adviser Representatives of WealthSource who engage in outside business activities as Registered Representatives of unaffiliated broker-dealers and as Insurance Agents/Producers of unaffiliated insurance companies and/or insurance agencies were updated as well.

Certain conflicts of interest disclosures with respect to The Pacific Financial Group, Putnam Retail Management Limited Partnership, Fidelity Brokerage Services LLC and Advisors Excel, LLC resulting from their sponsorship of WealthSource's 2016 Advisor Summit were removed as such conflicts were deemed to be no longer material due to the passage of time. Disclosures regarding AlphaDroid Strategies LLC were removed as its algorithmic trading system is no longer utilized by WealthSource in the management of client accounts. Information regarding Two Rivers Fiduciary Co. was also updated to reflect the change in ownership in Two Rivers Fiduciary Co. by affiliates of WealthSource and to reflect that Two Rivers Fiduciary Co. is no longer a branch office of Investors Independent Trust Company, but is now a trust service office of The Midwest Trust Company following its acquisition of Investors Independent Trust Company. The Disclosure Brochure was also amended to provide disclosures regarding two new solicitors that refer clients to WealthSource, Keith Alan Jaskulski and Totus Tuus Consulting, Inc.

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Item 4 – Advisory Business

BACKGROUND

WealthSource Partners, LLC is a limited liability company that was organized on November 2, 2015 in the State of California and was created from the merger of the assets of Vellum Financial, LLC, a California Limited Liability Company formed in August of 2009 (“**Vellum**”), and Avant-Garde Advisors LLC, a Delaware Limited Liability Company formed in September of 2009 (“**AGA**”). Vellum and AGA each own 49.98% of WealthSource.

Vellum is wholly owned by A. Bryan Sullivan while AGA is wholly owned by Avant-Garde Wealth Management Inc. (“**AGWM**”) whose two largest shareholders are Eric Patton and Jon Dubravac. With respect to WealthSource, Mr. Sullivan serves as Chief Executive Officer, Mr. Dubravac serves as Chief Development Officer, Mr. Patton serves as Chief Operating Officer, Kelly Smith serves as Chief Strategy Officer, Luke Nagell serves as Chief Investment Officer and David Ito serves as Chief Compliance Officer and General Counsel.

WealthSource offers investment advisory services, which generally consist of (1) financial planning, (2) the provision of discretionary or non-discretionary investment recommendations relating to the purchase or sale of securities and/or the selection of third-party investment managers who are responsible for making portfolio management decisions, including individual securities recommendations (“**Sub-Advisers**”), and (3) the ongoing monitoring of clients’ securities portfolios. WealthSource’s investment advisory services are tailored to the specific needs of each client. At the outset of each new client relationship, an investment adviser representative of WealthSource (“**IAR**”) ascertains the client’s investment objective(s), needs, and risk tolerance and, based on that information, recommends an asset allocation to one or more strategies offered by WealthSource or to one or more Sub-Advisers.

All clients, regardless of investment strategy, can impose reasonable restrictions, at any time, on the securities or types of securities to be held in their portfolios. Restrictions, however, are deemed “unreasonable” (1) if they would interfere with the ability of WealthSource or a Sub-Adviser to make investment decisions in a timely manner, (2) if they would compel WealthSource to make investment decisions that would be inconsistent with the client’s investment objectives, time horizon and/or risk tolerance, or (3) with respect to assets managed by a Sub-Adviser, if the Sub-Adviser prohibits clients from imposing the requested restriction. Any investment restrictions or changes to such restrictions must be provided to WealthSource in writing and signed by the client. Please note that the imposition of one or more investment restrictions could result in investment returns that are less optimal than the investment returns that would have been achieved if no investment restrictions were imposed on WealthSource.

As of December 31, 2017, WealthSource had \$657,192,966 in assets under management, of

which \$633,196,470 was managed on a discretionary basis.

INVESTMENT ADVISORY SERVICES

WealthSource offers a variety of investment advisory services on a discretionary or non-discretionary basis through its IARs. These services include, but are not limited to, the creation of strategic, tactical and/or hybrid asset allocation strategies that are customized by the IAR for the client and/or the creation of customized portfolio allocations to strategic, tactical and/or hybrid asset allocation model portfolios, including, but not limited to, model portfolios managed by WealthSource's Director of Investments under the oversight of WealthSource's Investment Policy Committee (hereafter, "**Platform Strategies**"). Platform Strategies are typically invested in either exchange-traded funds ("**ETFs**") or open-end mutual funds, but may also invest in other types of securities from time to time. Accounts managed according to customized asset allocation strategies and/or model portfolios created and maintained by IARs are typically invested in mutual funds, ETFs, exchange traded notes ("**ETNs**"), variable annuities, real estate investment trusts, equities and/or fixed income securities, but may also be invested in options contracts, levered ETFs, structured products and other non-publicly-traded securities such as private investment funds (e.g., private equity funds, hedge funds). WealthSource may also utilize margin and/or engage in short selling in the management of client accounts. *Clients should be aware that the market value of a client's account and corresponding fee payable by the client to WealthSource is generally increased as a result of the use of leverage and, consequently, a conflict of interest exists when WealthSource recommends the use of margin or short selling to clients.* Client accounts are generally rebalanced or reallocated periodically in order to reestablish the targeted percentages of the initial asset allocation. This rebalancing or reallocation will generally be performed quarterly, but may be performed more or less frequently.

Third-Party Investment Managers

In providing investment advisory services, WealthSource may also recommend the portfolio management services of other unaffiliated, independent investment advisers based on the needs of the client. When recommending third-party investment managers on a discretionary basis, WealthSource is responsible for performing due diligence on the third-party investment manager, hiring one or more third-party investment managers on behalf of the client, monitoring each third-party investment manager's performance and adherence to its stated investment strategy and, if necessary, terminating the third-party investment manager on the client's behalf. Such third-party investment managers are hereafter referred to as "**Sub-Advisers**".

When recommending third-party investment managers on a non-discretionary basis, WealthSource will refer one or more third-party investment managers to the client for the client's consideration. If the client elects to utilize a referred third-party investment manager, the client will enter into an investment management agreement directly with such investment manager and,

consequently, WealthSource will not have the authority or ability to hire or terminate the third-party investment manager on the client's behalf. Such third-party investment managers are hereafter referred to as “**TPIMs**”. Clients should be aware that when WealthSource refers a TPIM, WealthSource will be acting as a solicitor for such investment managers. Under this arrangement, the client will not pay any investment advisory fees to WealthSource with respect to assets placed under the TPIM's management. Instead, WealthSource will be compensated through the receipt of solicitation fees paid by the TPIM. Please see the “[Item 5 – Fees and Compensation](#)” and the “[Item 10 – Other Financial Industry Activities and Affiliations](#)” sections below for important information regarding conflicts of interest relating to WealthSource's activities as a solicitor.

In light of the breadth of investment strategies that are available through Sub-Advisers and TPIMs and the unique combination of investment risks associated with each type of investment strategy, clients who are recommended the services of a Sub-Adviser or referred to a TPIM should carefully review the Form ADV, Part 2A (i.e., disclosure brochure) and applicable Part 2Bs (i.e., brochure supplements) of the Sub-Adviser and/or TPIM for important information concerning the Sub-Adviser and/or TPIM and their investment strategies, including any associated risks and conflicts of interest.

PENSION CONSULTING SERVICES

WealthSource also offers fee-only, non-discretionary pension consulting services primarily to corporate retirement plans. Such services typically include the provision of investment advice about asset classes and investment alternatives, assistance in the selection of investment options to be made available by the retirement plan to its participants, monitoring of investment options that have been selected, periodic onsite meetings with responsible plan fiduciaries and providing general education to the plan's participants.

FINANCIAL PLANNING SERVICES (STAND-ALONE)

For those clients who do not wish to receive continuous and regular investment advisory services from WealthSource, WealthSource offers stand-alone financial planning services based on an analysis of the client's current financial situation, goals, and objectives. Financial planning generally encompasses one or more of the following areas: Investment Analysis and Planning, Retirement Planning, Charitable Planning, Education Planning, Real Estate Analysis, Mortgage/Debt Analysis and Insurance Analysis.

WEALTHSOURCE MANAGED WRAP FEE PROGRAM

WealthSource sponsors the WealthSource Managed Wrap Fee Program (the “**Program**”) and offers the services of the Program to both its existing and prospective clients. Under a wrap fee program, the wrap fee program sponsor arranges for the client to receive investment advisory services, the execution of securities brokerage transactions, custody and reporting services for a

single specified fee. Participation in a wrap fee program may cost the clients more or less than purchasing such services separately. Clients who are recommended the services of the Program by WealthSource should receive a copy of Appendix 1 of WealthSource's Form ADV, Part 2A for the Program (the "**Wrap Fee Program Brochure**") in addition to this Disclosure Brochure, which contains important information about the Program that should be read carefully. If you did not receive a copy of the Wrap Fee Program Brochure, please contact us at (805) 546-1000. In addition to sponsoring the Program, WealthSource also makes available some of its portfolio management services to the Program's wrap fee clients. There are no material differences in how WealthSource manages the accounts of the Program's wrap fee clients and WealthSource's other non-wrap fee clients. As compensation for its provision of portfolio management services to clients of the Program, WealthSource receives a portion of the Program's wrap fee.

Item 5 – Fees and Compensation

INVESTMENT ADVISORY FEES – DISCRETIONARY ACCOUNTS

WealthSource's annual fees for discretionary investment advisory services ("**Adviser's Fees**"):

- (1) will consist of either (i) a singular investment advisory fee charged by WealthSource or (ii) two or more separate fees consisting of an investment advisory fee charged by WealthSource and one or more sub-advisory fees charged by Sub-Advisers,
- (2) are negotiated individually with each client, with the exception of any sub-advisory fees,
- (3) are typically based on a percentage (%) of the market value of the assets under WealthSource's management and
- (4) range from a minimum of 0.50% to a maximum of 2.00% for non-wrap fee clients, including sub-advisory fees.

Certain advisory clients, however, may be grandfathered into fee arrangements that are below the current minimum annual fee of 0.50%.

Because all advisory fee arrangements are negotiated individually with each client, clients may have other types of fee arrangements with WealthSource, such as flat fee or tiered asset-based fee arrangements, and two similar clients may be charged materially different asset-based fee percentages based on various objective and subjective factors. These factors include, but are not limited to, the amount of the assets placed under WealthSource's management, the types of securities to be managed by WealthSource, the level and scope of the overall investment advisory services to be rendered, the complexity of the engagement, and the background and experience of the IAR. The final fee arrangement negotiated with each client, including, if applicable, any non-negotiable sub-advisory fees, will be delineated in the client's Investment Management Agreement with WealthSource ("**IMA**").

Clients generally elect to have Adviser's Fees deducted directly from their custodial account(s), but, in the alternative, may elect to be billed for such fees. In the limited event that WealthSource bills the client directly for investment advisory fees, payment is due upon receipt of WealthSource's invoice. When Clients elect to have Adviser's Fees deducted directly from their

custodial account(s), the IMA and/or the custodial/clearing agreement will authorize the custodian to debit Adviser's Fees from client accounts and authorize the custodian to remit such fee to WealthSource and, if applicable, Sub-Advisers. Clients should be aware that if a Sub-Adviser is utilized to manage a client's account, Clients may see more than one deduction for Adviser's Fees each month from their account. E.g., If Client is billed monthly in advance by WealthSource and utilizes a Sub-Adviser who charges quarterly in arrears, client's account will have sixteen (16) deductions for Adviser's Fees each year [i.e., twelve (12) for WealthSource, four (4) for the Sub-Adviser].

Investment advisory and sub-advisory fees are generally charged monthly in advance, but may also be charged quarterly in advance, monthly in arrears or quarterly in arrears. Clients should be aware that investment advisory and sub-advisory fees may not be charged based on the same fee billing methodology. E.g., A client utilizing a Sub-Adviser may have their investment advisory fees deducted monthly in advance, but their sub-advisory fees deducted quarterly in arrears for the same account.

Asset-based, investment advisory fees charged by WealthSource are calculated based on the market value of the assets on the last business day of the previous month or quarter, depending on the negotiated fee billing methodology. Investment advisory fees charged by WealthSource are prorated for any new account opened during a calendar month or quarter based on the number of market days in the period that the account will be under WealthSource's management. WealthSource does not prorate its investment advisory fees with respect to cash flows except as part of a new account opening. If a client terminates their IMA prior to the end of a month or quarter and was billed in advance by WealthSource, the client will receive a refund of any unearned investment advisory fees that were deducted from their custodial account(s). If the client was billed in arrears, the client will be responsible for paying pro-rated investment advisory fees for services rendered up to and through the date of termination.

The amount of any refund is calculated by dividing the number of market days left in the month/quarter after the date of termination by the total number of market days in the month/quarter and multiplying that amount against the investment advisory fee that was received by WealthSource in advance for the month or quarter. The value of any amount owed is calculated by dividing the number of market days in the month/quarter up to and including the date of termination by the total number of market days in the month/quarter and multiplying that amount against the market value of the assets on the date of termination. A market day is any day that the New York Stock Exchange is open.

Sub-advisory fees are negotiated by WealthSource with each Sub-Adviser on behalf of WealthSource's clients as a collective group. Sub-advisory fee arrangements, sub-advisory fee calculation methodologies, and, if applicable, the method by which a Sub-Adviser values assets for fee calculation purposes may vary materially from one Sub-Adviser to another. Clients should be aware that they may be able to obtain the same or similar services offered by one Sub-

Adviser from another Sub-Adviser or from WealthSource directly for a lower fee.

The specific fee calculation methodology utilized by each Sub-Adviser and, if applicable, the method by which each Sub-Adviser values assets for fee calculation purposes is generally set forth in the respective Sub-Adviser's Form ADV, Part 2A ("**Sub-Adviser Disclosure Brochure**"), which should also disclose the Sub-Adviser's practices with respect to any proration of sub-advisory fees applicable to any first sub-advisory fee billing or in the event of termination. Clients are solely responsible for verifying the accuracy of any sub-advisory fees that are directly deducted from their assets under management.

INVESTMENT ADVISORY FEES – NON-DISCRETIONARY ACCOUNTS

WealthSource's annual fees for non-discretionary investment advisory services are based on a percentage (%) of the market value of the assets under WealthSource's management and range from a minimum of 0.50% to a maximum of 2.00% for non-wrap fee clients. Certain advisory clients, however, may be grandfathered into fee arrangements for investment advisory services that are below the current minimum annual fee of 0.50%. Because all advisory fee arrangements are negotiated individually with each client, clients may have other types of fee arrangements with WealthSource, such as flat fee or tiered asset-based fee arrangements, and two similar clients may be charged materially different asset-based fee percentages based on various objective and subjective factors. These factors include, but are not limited to, the amount of the assets placed under WealthSource's management, the types of securities to be managed by WealthSource, the level and scope of the overall investment advisory services to be rendered, the complexity of the engagement, and the background and experience of the IAR. The final fee arrangement negotiated with each client will be delineated in the client's IMA.

Clients generally elect to have WealthSource's investment advisory fees deducted directly from their custodial account(s), but, in the alternative, may elect to be billed for such fees. The IMA and/or the custodial/clearing agreement will authorize the custodian to debit client accounts for WealthSource's investment advisory fee and authorize the custodian to remit such fee to WealthSource. In the limited event that WealthSource bills the client directly for investment advisory fees, payment is due upon receipt of WealthSource's invoice. Investment advisory fees are generally deducted or billed monthly in advance, based on the market value of the assets under WealthSource's management on the last business day of the previous month, but may be billed quarterly in advance or monthly or quarterly in arrears in certain circumstances. Investment advisory fees are prorated for any new account opened during a calendar month or quarter based on the number of market days in the period that the account will be under WealthSource's management. WealthSource does not prorate its investment advisory fees with respect to cash flows except as part of a new account opening.

The IMA will continue in effect until terminated by either party in accordance with the terms of the IMA. If a client terminates their IMA prior to the end of a month or quarter and was billed

in advance, the client will receive a refund of any unearned management fees that were deducted from their custodial account(s). If the client was billed in arrears, the client will be responsible for paying pro-rated management fees for services rendered up to and through the date of termination. The amount of the refund is calculated by dividing the number of market days left in the month/quarter after the date of termination by the total number of market days in the month/quarter and multiplying that amount against the investment advisory fee that was received by WealthSource in advance for the month or quarter. The value of any amount owed is calculated by dividing the number of market days in the month/quarter up to and including the date of termination by the total number of market days in the month/quarter and multiplying that amount against the market value of the assets on the date of termination. A market day is any day that the New York Stock Exchange is open.

FEE DIFFERENTIALS

Because WealthSource negotiates advisory fee arrangements individually with each client, WealthSource's clients could pay diverse fees for the same services. Clients should be aware that the advisory fee arrangements that WealthSource negotiates with each client are not designed to result in the same level of net profitability for WealthSource. Although WealthSource believes that the advisory fee arrangements that it negotiates with each individual client are reflective of the value of the services that WealthSource provides to such client, clients should be aware that the services provided by WealthSource may be available from other investment advisers for a lower fee.

Clients, consequently, are encouraged to review and assess the services that WealthSource offers and make their own independent determinations regarding our investment advisory fees prior to entering into an investment advisory agreement with WealthSource.

OTHER FEES AND EXPENSES CLIENTS MAY PAY

WealthSource's investment advisory fees are exclusive of bank service fees, interest on loans and debit balances, wire transfer and electronic fund transfer fees, interest on margin accounts, borrowing charges on securities sold short, odd-lot differential fees, transfer taxes, and other fees and taxes on brokerage accounts and securities transactions.

For those clients not participating in the Program, WealthSource's investment advisory fees are also exclusive of brokerage commissions and/or transaction fees for effecting securities transactions (e.g., transaction fees for certain no-load mutual funds, commissions on stocks/equity securities, asset-based pricing service fees) and custodial fees. Please see the "[Item 12 – Brokerage Practices](#)" section below for discussions regarding certain expenses and brokerage, respectively, which may be relevant to this discussion of fees and your assessment of WealthSource's services. Clients participating in the Program should be aware that WealthSource may have a conflict of interest when it recommends mutual funds available for

purchase on a no-load and/or no-transaction fee basis over other comparable mutual funds that are subject to sales charges as the selection of such mutual funds may ultimately reduce WealthSource's costs in operating the Program and such cost savings are not passed through to the client.

Clients should also be aware that WealthSource may recommend ETFs and mutual funds as part of its investment strategies. Investments in ETFs and mutual funds, including closed-end mutual funds, however, generally include an embedded investment advisory fee paid to an unaffiliated third-party investment manager. As such, clients with investments in these types of securities are subject to two layers of investment advisory fees.

SOLICITATION FEES

As noted above, when WealthSource refers TPIMs on a non-discretionary basis to clients, WealthSource acts as a solicitor for the TPIM and typically shares in the fees received by the TPIM from WealthSource's clients who were referred to the TPIM. The receipt of solicitation fees by WealthSource creates a material conflict of interest as WealthSource will be acting as an agent for the TPIM and the client simultaneously and the recommendation of the TPIM may be influenced by the solicitation fee to be received by WealthSource rather than solely on the needs and best interests of the client. WealthSource addresses this conflict of interest by providing disclosure to effected clients of the specific solicitation arrangement in a Solicitor Disclosure Document and disclosure of the conflict in this Disclosure Brochure. Clients should be aware that they may be able to access the services of the TPIM directly, without WealthSource's involvement, or through other investment advisers at a lower cost than through WealthSource. If you did not receive a copy of WealthSource's Solicitor Disclosure Document, please contact us at (805) 546-1000.

PENSION CONSULTING FEES

WealthSource's annual fees for non-discretionary pension consulting services are based on either a percentage (%) of the market value of the pension assets being serviced, generally in a range from a minimum of 0.35% to a maximum of 1.00%, or a flat amount. All non-discretionary pension consulting arrangements, including the fees to be paid, however, are negotiated individually with each retirement plan client based on the types of services being provided under the engagement.

Pension consulting fees may be deducted directly from the retirement plan's custodial account(s), including from the accounts of its participants; billed directly to the retirement plan; or billed directly to the retirement plan's sponsor. If WealthSource's pension consulting fees are to be deducted directly from the retirement plan's custodial accounts, the ERISA Non-Discretionary Investment Management Agreement ("EIMA") between WealthSource and the retirement plan client will authorize the custodian to debit the retirement plan client's accounts

for the amount of WealthSource's pension consulting fee and to remit such fee to WealthSource. If WealthSource bills the retirement plan client directly for pension consulting fees, payment is due upon receipt of WealthSource's invoice.

Pension consulting fees are generally deducted or billed quarterly in arrears, based on the market value of the assets being serviced by WealthSource as of the last business day of the quarter, but may be billed quarterly or monthly in advance or monthly in arrears in certain circumstances. Pension consulting fees are prorated for any new account opened during a quarter or month.

The EIMA will continue in effect until terminated by either party by written notice in accordance with the terms of the EIMA. If a client terminates their EIMA prior to the end of a quarter or month and was billed in advance, the client will receive a refund of any unearned pension consulting fees that were deducted from their custodial account(s). If the client was billed in arrears, the client will be responsible for paying pro-rated pension consulting fees for services rendered up to and through the date of termination. The amount of the refund is calculated by dividing the number of market days left in the quarter/month after the date of termination by the total number of market days in the quarter/month and multiplying that amount against the pension consulting fee that was received by WealthSource in advance for the quarter/month. The value of any amount owed is calculated by dividing the number of market days in the quarter/month up to and including the date of termination by the total number of market days in the quarter/month and multiplying that amount against the market value of the assets on the date of termination. A market day is any day that the New York Stock Exchange is open.

FINANCIAL PLANNING FEES (STAND-ALONE)

WealthSource's financial planning fees are based on either a fixed or hourly fee basis, but are negotiable in all cases. On an hourly fee basis, WealthSource charges \$300 per hour for IARs and \$75 per hour for administrative time, however, rates may vary by locality. Hourly financial planning fees are paid in arrears upon completion of the financial plan or termination of the client's Financial Planning Agreement with WealthSource ("FPA"), except for any retainer that may be required. On a fixed fee basis, WealthSource's financial planning fees range between \$1,000 to \$50,000 depending on the level and scope of the service required and the professional(s) rendering the service. Fixed fees are generally paid 50% in advance, but never more than six months in advance, with the remainder due upon completion of the financial plan. If the FPA is terminated prior to completion of the financial plan, the fixed fee arrangement will convert to an hourly fee arrangement, but will be capped at the negotiated fixed fee amount. If the financial planning services rendered on an hourly basis exceed the amount paid in advance by the client, the client will owe the difference. If the financial planning services rendered on an hourly basis are less than the amount paid in advance by the client, the client will be refunded the difference.

Item 6 – Performance Based Fee and Side-by-Side Management

Neither WealthSource nor any IAR of WealthSource accepts performance-based fees.

Item 7 – Types of Clients

WealthSource's clients primarily include individuals, high net worth individuals and corporations. WealthSource generally requires a minimum account opening balance of \$100,000. Multiple accounts of immediately-related family members, at the same mailing address, may be considered one consolidated account ("**Household**") for purposes of meeting the minimum account opening balance threshold. Furthermore, WealthSource, in its sole discretion, may reduce or waive its minimum account opening balance requirement based on certain criteria (e.g., anticipated assets to be put under WealthSource's management in the future, the dollar amount of the assets to be managed, related accounts under WealthSource's management, and account composition). Sub-Advisers recommended by WealthSource may also impose minimum account opening balance requirements, which may be materially different from those of WealthSource, and may not household accounts in determining whether minimum account opening requirements have been met.

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

METHODS OF ANALYSIS

IARs and/or WealthSource may use one or a combination of the following methods of securities analysis, directly or indirectly, as part of their overall investment management discipline.

Fundamental Analysis

This is a technique that attempts to determine a security's value by focusing on the underlying factors that affect a company's actual business and its prospects. Fundamental analysis is about using real data to evaluate a security's value. It refers to the analysis of the economic well-being of a financial entity as opposed to only its price movements. One of the primary assumptions of fundamental analysis is that the market price for a security does not fully reflect the security's "real" value. WealthSource and/or IARs may evaluate a combination of qualitative and quantitative factors to identify undervalued securities, based on both macroeconomic factors, such as the overall economy and industry conditions, and company-specific factors such as financial condition and management.

Technical Analysis

This is a technique that attempts to determine a security's value by developing models and

trading rules based on price and volume transformation. Technical analysis assumes that market prices reflect all relevant information so the analysis focuses on the history of a security's trading behavior rather than external drivers such as economic, fundamental and news events. The practice of technical analysis incorporates the importance of understanding how market participants perceive and act on relevant information rather than focusing on the information itself. Ultimately, technical analysts develop trading models and rules by evaluating factors such as trends, market participant behaviors, supply and demand and pricing patterns and correlations.

Cyclical Analysis

This is a technique that analyzes historical relationships between price and market trends, to forecast the direction of prices. WealthSource and/or IARs may use cyclical analysis in conjunction with other strategies to help determine if shifts are required for its clients' investment strategies depending on long and short-term trends in financial markets and the performance of the overall national and global economy.

Research

IARs have access to various research reports and/or sources as well as model portfolios, discussed further below, that they may utilize in determining the investment advice to be given to the client. IARs chooses their own research methods, investment styles and management philosophies. Although WealthSource's Director of Investments and/or Investment Policy Committee may distribute recommendations to IARs on various topics such as asset allocation, individual securities or investment strategies, IARs may elect not to follow those recommendations in providing investment advice to clients. The following are some types of research that may be utilized by WealthSource and/or its IARs in determining the investment advice to be given to a client: Morningstar reports, financial newspapers and magazines (e.g. the Wall Street Journal, Forbes, etc.), annual reports, prospectuses, research materials prepared by others, SEC filings, press releases, corporate rating services, and company websites.

INVESTMENT STRATEGIES

As noted above, each IAR determines their own investment styles and management philosophies that they utilize in providing investment advice to clients. Consequently, while WealthSource offers a wide variety of investment strategies to its clients, the availability of any particular investment strategy, including Platform Strategies, is dependent on the IAR. Investment strategies utilized by IARs, including Platform Strategies, may involve the frequent trading of securities, which may result in increased brokerage and other transaction costs and taxes for clients. The following Platform Strategies are currently offered by WealthSource:

Prudent Allocation Method ("PAM")

The Prudent Allocation Method utilizes a long-term, strategic, asset-allocation investment

methodology that is based on Modern Portfolio Theory's efficient frontier hypothesis. Currently, there are five different PAM models: PAM Stable Value, PAM Stable Growth, PAM Moderate Growth, PAM Growth and PAM Aggressive Growth. Each PAM model is targeted to a specific risk/return profile and may invest in any of twenty (20) different asset classes, which offer exposure to both domestic and international securities as well as equity, fixed income and alternative investments. In order to determine the most efficient asset allocation mix, PAM utilizes the Capital Asset Pricing Model to evaluate expected returns and volatility of both asset classes and securities. The PAM models are rebalanced quarterly, as needed, and obtain asset class exposure primarily through ETFs and/or mutual funds, but may invest in other types of securities.

FlexBeta

FlexBeta models are constructed with two primary components. A 50% core allocation to a corresponding PAM model designed to provide long-term total return on a consistent basis. The remaining 50% is allocated to a tactical portfolio that is managed by WealthSource's Investment Policy Committee, which consists of an equity segment and a fixed income segment. The equity segment seeks to invest in domestic and international equity securities that have attractive relative valuation levels and positive momentum indicators. When market environments show strength, the equity segment will typically be fully invested. When market environments show weakness, the equity segment may be allocated, in whole or in part, to cash; cash equivalents, including money market funds; fixed income investments and/or inverse equity funds. The fixed income segment seeks out fixed income investment opportunities based on relative credit spreads. Additionally, the fixed income segment seeks to lower overall interest rate risk exposure through active duration management. Currently, there are five different FlexBeta models: FlexBeta Stable Value, FlexBeta Stable Growth, FlexBeta Moderate Growth, FlexBeta Growth, and FlexBeta Aggressive Growth. The FlexBeta models obtain asset class exposure primarily through ETFs and/or mutual funds, but may invest in other types of securities.

RISK OF LOSS

All investing involves risk of loss, including the possible loss of all amounts invested. No methodology or investment strategy is guaranteed to be successful or profitable. Furthermore, different types of investments involve varying degrees of risk, and it should not be assumed that the future performance of any specific investment or investment strategy, including the investments and/or investment strategies recommended or undertaken by WealthSource, will be profitable or equal any specific performance level(s).

While WealthSource uses tools to try to reduce risk, the risk of loss always exists. In some cases, the amount of potential loss may exceed the amount of principal invested if leveraging tactics, such as margin or short selling, are used in the management of your account. Investing generally works best when we understand your risk tolerance and when you communicate any changes to

your investment objectives, needs, risk tolerance, and expectations to us promptly.

A number of material risks associated with WealthSource's investment strategies and the securities used to implement those strategies are set forth below. The following, however, is not meant to be a complete description of risks as WealthSource does not primarily recommend any particular type of security or investment strategy, but rather tailors its recommendations to the needs of its clients.

- Advisory / Management Risk: There is no guarantee that WealthSource's judgment or investment decisions will necessarily produce the intended results. WealthSource's judgment may prove to be incorrect, which could result in clients not achieving their investment objectives.
- Alternative Investments Risk: Alternative investments as well as securities that invest primarily in alternative investments and/or strategies may not be suitable for all investors and involve special risks, such as risks associated with commodities, real estate, leverage, selling securities short, derivatives, structured products and potential illiquidity.
- Credit / Counterparty Risk: Certain securities, such as exchanged-traded notes (i.e., ETNs) and structured products (e.g., digital barrier notes, contingent coupon callable yield notes, auto-callable step-up notes) are exposed to the risk that adverse economic events (e.g., bankruptcy or insolvency) may prevent the issuer or counterparty of a security from meeting its financial obligations thus impairing or erasing the value of the security.
- Exchange-Traded Funds: ETF shares may trade at a discount or premium to their net asset value. This difference between the bid price and the ask price is often referred to as the "spread," which generally varies based on the ETF's trading volume and market liquidity. Although many ETFs are registered as investment companies under the Investment Company Act of 1940, some ETFs, in particular those that invest in commodities, are not registered as an investment company.
- Focused Investment Risk: A strategy which invests in a focused portfolio of securities may be subject to increased risk because changes in the value of one of the securities may have a greater impact on the total value of the portfolio than if the portfolio is invested in a large number of issuers.
- Foreign Investment Risk: Investments in securities of foreign issuers may involve risks that include fluctuations in currency exchange rates, political instability, confiscations, taxes or restrictions on currency exchange, difficulty in selling foreign investments, and reduced legal protections. These risks may be more pronounced for investments in developing countries.
- Frequent Trading Risk: A strategy involving the frequent trading of securities generally results in significantly higher portfolio turnover rates and can negatively affect investment performance due to increased brokerage commissions, transactions fees and expenses and/or financing charges. In addition, frequent trading is likely to result in

short-term capital gains tax treatment.

- **Interest-Rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. This effect is typically more pronounced for intermediate and longer-term obligations.
- **Liquidity Risk:** Due to a lack of demand in the marketplace or other factors, it may not be possible to sell certain securities promptly or it may only be possible to sell certain securities at less than desired prices making it difficult to value the security or sell it in a timely manner at an acceptable price.
- **Margin Risk:** If the securities in a margin account decline in value, the value of the collateral supporting the margin loan also declines, which could result in a margin call that could (1) force you to sell securities or other assets in the account, (2) result in the broker-dealer selling your securities or other assets without contacting you, and/or (3) result in the broker-dealer moving securities from your other account(s) to your margin account and pledging the transferred securities. Additionally, since you are borrowing funds to purchase securities, you can incur losses greater than the amount of your investment.
- **Market Risk:** The price of any security, including bonds or mutual funds may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Model Risk:** All models utilized in the management of client accounts carry the risk that the model might be based on one or more incorrect assumptions.
- **Options Risk:** Certain types of options trading may be used to gain long exposure to a security for a specific period of time (i.e., purchasing call options), to offset/hedge a potential market risk in a client's portfolio (i.e., purchasing put options on a security held in the client's account) or to generate income (i.e., selling (writing) covered call options). When writing covered call options, there is the additional risk that you may no longer own the underlying security if it is called away.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Short Selling Risk:** When short selling, there is the risk that the securities borrowed in connection with a short sale would need to be returned to the securities lender on short notice. If such request for return of securities occurs at a time when other short sellers of the security are receiving similar requests, a "short squeeze" can occur, wherein the seller might be compelled, at the most disadvantageous time, to replace the borrowed securities previously sold short with purchases on the open market, possibly at prices significantly in excess of the proceeds received earlier.
- **Sub-Advisers:** WealthSource may recommend Sub-Advisers to certain clients. The methods of analysis and material risks associated with investment strategies implemented by Sub-Advisers for WealthSource's clients are typically the same as comparable investment strategies that are created and maintained by WealthSource, however, since

WealthSource is not involved in the day-to-day management of such Sub-Advisers, investments managed by Sub-Advisers are subject to possible defaults or misconduct on the part of the Sub-Adviser. Additionally, assets managed by a Sub-Adviser may experience service disruptions in the event that the Sub-Adviser is unable to operate or continue business for a period of time due to a natural disaster or other business disruption event.

Item 9 – Disciplinary Information

Neither WealthSource nor any of its management persons have been the subject of any legal or disciplinary events that are material to an evaluation of WealthSource’s advisory business or the integrity of its management.

Item 10 – Other Financial Industry Activities and Affiliations

Registered Representatives: IARs, in their individual capacities separate from WealthSource, may be registered representatives of broker-dealers that are unaffiliated with and independent of WealthSource (“**Registered Representatives**”). Registered Representatives may recommend and/or sell certain investment products on a commission basis to clients. WealthSource does not charge any investment advisory fees on such investments, does not share in any commission revenue received by Registered Representatives and does not provide any investment advisory services with respect to such investments. The receipt of commission compensation by Registered Representatives, however, creates a conflict of interest as the recommendation to purchase an investment product may have initially resulted from financial planning services provided to the client and may be influenced by the commission compensation to be received, rather than solely on the needs and best interests of the client. WealthSource addresses this conflict of interest by disclosing the conflict in this Disclosure Brochure and reminding clients that they are under no obligation to use the brokerage services of Registered Representatives.

- Campbell, Alan (CRD No. 39028) – Fortune Financial Services, Inc. (CRD No. 42150)
- Barrett, Evan (CRD No. 5480678) – Fortune Financial Services, Inc. (CRD No. 42150)
- Propst, Joel (CRD No. 2029338) – Fortune Financial Services, Inc. (CRD No. 42150)
- Swanson, Kevin (CRD No. 2528342) – Comprehensive Asset Management and Services, Inc. (CRD No. 43814)

Insurance Agents and/or Agencies: IARs, in their individual capacities separate from WealthSource, may be licensed insurance agents (“**Insurance Agents**”) and may recommend and/or sell certain insurance products on a commission basis to clients. WealthSource does not charge any investment advisory fees on insurance products purchased on a commission basis, does not share in any commission revenue received by Insurance Agents, and does not provide

any ongoing investment advisory services with respect to such insurance products. The receipt of commission compensation by Insurance Agents, however, creates a conflict of interest as the recommendation to purchase an insurance product may have initially resulted from financial planning services provided to the client and may be influenced by the commission compensation to be received, rather than solely on the needs and best interests of the client. Additionally, the services of Insurance Agents may be recommended by WealthSource and/or its other non-insurance licensed IARs. As a result of such referrals, Insurance Agents may receive increased compensation creating a potential conflict of interest. WealthSource addresses these conflicts of interest by disclosing them in this Disclosure Brochure and reminding clients that they are under no obligation to use the services of Insurance Agents or their affiliated Insurance Agencies.

- Insurance Agents

- Barrett, Evan (CA License #0G12910, NJ License #1180563) – Barrett Wealth & Insurance Solutions
- Campbell, Alan (CA License #0775396) – Opis Insurance Services, Inc.
- Guettlein, Victor (CO License #31214)
- Hazama, Davee (CA License #0C02823)
- Huey, Patrick (WA License #761722, OR License #0008687505)
- Maguire, Mark (CO License #155676)
- Murray, Jeffrey (CO License #399311, CA License #0B20030) – Strategic Planning LLC
- Propst, Joel (CO License #30157, AZ License #718437, CA License #0B88684, HI License #119331, IL License #718437, MI License #0315495, MN License #20253605, NY License #1447006, TX License #915943)
- Ringer, Adolph (CA License #0B34441)
- Smith, Kelly (CA License #0C05923) – WealthSource Insurance Services, LLC
- Sponseller, Paul (FL License #A251152)
- Sullivan, A. Bryan (CA License #0B55578) – WealthSource Insurance Services, LLC
- Swanson, Kevin (CA License #0B59064) – WealthSource Insurance Services, LLC
- Traylor Smith, Barbara (CO License #109486, CA License #0D30497) – Retirement Outfitters, LLC

- Insurance Agencies

- Barrett Wealth & Insurance Solutions (CA License #0M12259)
- Opis Insurance Services, Inc. (CA License #0B60885)
- Retirement Outfitters, LLC (CO License #330954)
- Strategic Planning LLC (CO License #441939)
- WealthSource Insurance Services, LLC (CA License #0K70809)

Two Rivers Fiduciary Co. (“Two Rivers”): WealthSource may recommend the trust, estate, fiduciary, custodial and/or other services of Two Rivers, a Colorado corporation that operates as Two Rivers Trust Co. and is a trust service office of The Midwest Trust Company, a Kansas non-depository trust company. Douglas Boyd May, IAR, is an indirect minority owner of Two Rivers and serves as a Director on Two Rivers’ Board of Directors. In addition, WealthSource subleases office space to Two Rivers in Grand Junction, Colorado, and Two Rivers exclusively uses WealthSource’s investment advisory services for all of its clients in need of such services. Consequently, a conflict of interest exists when WealthSource recommends the services of Two Rivers to its existing or prospective clients. WealthSource addresses these conflicts of interest by disclosing them in this Disclosure Brochure and reminding clients that they are under no obligation to use the services of Two Rivers. Please see the [“Item 12 – Brokerage Practices”](#) section for additional information regarding Two Rivers.

Rohr & Associates CPAs: Daniel Rohr, IAR, is a Certified Public Accountant and the Managing Shareholder of Rohr & Associates CPAs, an accounting firm that operates out of WealthSource’s corporate office in Arroyo Grande, California. Clients of WealthSource assigned to Mr. Rohr may also be clients of Rohr & Associates CPAs and receive tax preparation and planning, bookkeeping, and accounting services, which are separate from WealthSource’s investment advisory and financial planning services. Additionally, WealthSource and/or its other IARs may recommend Rohr & Associates CPAs to clients for tax preparation and planning, bookkeeping, and accounting services. Neither WealthSource nor its other IARs receive any fees for such referrals. Mr. Rohr, in his capacity as an IAR, may solicit clients of Rohr & Associates CPAs to become clients of WealthSource. Consequently, a conflict of interest exists when Mr. Rohr solicits his tax and accounting clients to become investment advisory clients of WealthSource as it may result in increased compensation to him. WealthSource addresses this potential conflict of interest by disclosing it and reminding prospective clients that they are not under any obligation to engage the investment advisory services of WealthSource or the tax and accounting services of Rohr & Associates CPAs and that comparable services may be available from other investment advisers and accountants, respectively.

The Pacific Financial Group, Inc. (“TPFG”, CRD No. 105203): WealthSource has entered into a Selling Agreement with TPFG, a TPIM, pursuant to which WealthSource solicits the participants of retirement plans to become clients of TPFG and makes recommendations to those participants to allocate their self-directed brokerage account assets into managed portfolios and/or mutual funds managed by TPFG. In making investment allocation recommendations pursuant to this arrangement, plan participants should be aware that WealthSource has a potential conflict of interest when it recommends that participants allocate assets from their core account to their self-directed brokerage account and has a conflict of interest when it recommends that self-directed brokerage account assets be invested in TPFG’s managed portfolios and/or mutual funds. WealthSource addresses these conflicts of interest by providing disclosure of the arrangement and the associated conflicts of interest to clients in this Disclosure Brochure and reminding clients that they are under no obligation to purchase investments offered by TPFG.

FormulaFolio Investments, LLC (“**FormulaFolios**”, CRD No. 153467): WealthSource, through its IARs, may refer clients to FormulaFolios, a TPIM, for investment advisory services. Clients referred to FormulaFolios will have their assets managed according to FormulaFolios’ investment process utilizing their proprietary investment strategies and portfolios. For its referral services, WealthSource is entitled to a portion of the investment advisory fees received by FormulaFolios from clients referred by WealthSource, which creates a conflict of interest for WealthSource. WealthSource addresses this conflict of interest by providing disclosure of the arrangement and the associated conflict of interest in this Disclosure Brochure and reminding clients that they are under no obligation to utilize the investment advisory services of FormulaFolios. Please see the “[Item 4 – Advisory Business](#)”, “[Item 5 – Fees and Compensation](#)”, and “[Item 14 – Client Referrals and Other Compensation](#)” sections for additional information regarding TPIMs and solicitation arrangements, their associated conflicts of interest, and how WealthSource addresses such conflicts.

Ryan Louis Morelli (CRD No. 2968770, CA Ins. License No. 0E44796): WealthSource has entered into a solicitation arrangement with Ryan Louis Morelli, a licensed insurance agent in the State of California, pursuant to which Mr. Morelli is compensated by WealthSource for referrals of prospective investment advisory clients. In light of this compensation arrangement, clients should be aware that Mr. Morelli has a conflict of interest when recommending the investment advisory services of WealthSource. Please see “[Item 14 – Client Referrals and Other Compensation](#)” for additional information regarding this solicitation arrangement.

Totus Tuus Consulting, Inc. (“**Totus Tuus**”, FL Ins. License No. L083169): WealthSource has entered into a solicitation arrangement with Totus Tuus Consulting, Inc., a licensed insurance agency in the state of Florida, which is owned and operated by Francis Joseph Benischeck (FL Ins. License No. A018942), a licensed insurance agent in the State of Florida, pursuant to which Totus Tuus is compensated by WealthSource for referrals of prospective investment advisory clients. In light of this compensation arrangement, clients should be aware that Totus Tuus and Mr. Benischeck have a conflict of interest when recommending the investment advisory services of WealthSource. Please see “[Item 14 – Client Referrals and Other Compensation](#)” for additional information regarding this solicitation arrangement.

Keith Alan Jaskulski (CRD No. 4557649, DE Ins. License No. 162680): WealthSource has entered into a solicitation arrangement with Keith Alan Jaskulski, a licensed insurance agent in the State of Delaware, pursuant to which Mr. Jaskulski is compensated by WealthSource for referrals of prospective investment advisory clients. In light of this compensation arrangement, clients should be aware that Mr. Jaskulski has a conflict of interest when recommending the investment advisory services of WealthSource. Please see “[Item 14 – Client Referrals and Other Compensation](#)” for additional information regarding this solicitation arrangement.

Raymond James Financial, Inc.: Raymond James Financial, Inc., directly or through one of its subsidiaries (e.g., Raymond James & Associates, Inc. (CRD No. 705) or Raymond James

Financial Services, Inc. (CRD No. 6694), collectively, “**Raymond James Financial**”), has provided a transition assistance loan to WealthSource. The terms of the loan allow for forgiveness of the amount borrowed if WealthSource maintains a certain amount of its assets under management in the custody of Raymond James Financial. In the event, however, that required asset levels are not met, WealthSource will be required to repay portions of the transition assistance loan. WealthSource’s receipt of a loan from Raymond James Financial creates a material conflict of interest for WealthSource as it creates an incentive for WealthSource to recommend the custodial and/or brokerage services of Raymond James Financial over other custodians and/or broker-dealers. WealthSource addresses this conflict of interest by providing disclosure of the conflict in this Disclosure Brochure and reminding clients that they may choose a custodian other than Raymond James Financial to maintain custody of their assets they place under WealthSource’s management. Please see “[Item 12 – Brokerage Practices](#)” for additional information.

Item 11 – Code of Ethics, Participation or Interest in Client Accounts and Personal Trading

WealthSource maintains a Code of Ethics that includes (1) standards of business conduct that all of our supervised persons are expected to adhere to; (2) a prohibition on insider trading; (3) provisions relating to the receipt and giving of gifts, and (4) policies and procedures requiring the periodic reporting of personal securities transactions and holdings. *As our client or prospective client, you are entitled to a copy of our Code of Ethics upon request. You may request a copy by contacting us at (805) 546-1000.*

WealthSource and/or its supervised persons may buy or sell securities that are also held by or recommended to clients and may occasionally trade in securities in a personal account, at or about the same time that WealthSource trades in the same security, or a related security, for a client account. This may create potential conflicts of interest because WealthSource and/or its IAR(s) (1) may have an incentive not to recommend the sale of those securities to clients in order to protect the value of a personal investment (2) may have an incentive to recommend the purchase of those securities to clients in order to immediately sell it at a profit in a personal account upon the rise in market price (i.e., scalping) and (3) may have an incentive to place personal investment orders before those of clients in order to obtain a better price and/or otherwise materially benefit from the purchase or sale of those securities (i.e., front run). When engaging in personal trading, we believe that our clients’ interests should come first and our supervised persons are reminded of WealthSource’s fiduciary duty and their obligation to comply with WealthSource’s standards of business conduct. Additionally, WealthSource monitors the personal securities transactions and holdings of its access persons for any activity that may indicate a violation of WealthSource’s Code of Ethics.

AGWM has an outstanding business loan with one investment advisory client of WealthSource,

for which a promissory note was previously issued by AGWM as consideration for the loan. This loan creates potential conflicts of interest for WealthSource because WealthSource may be viewed as indirectly benefiting from the existence of such loan, which may in turn create an incentive for WealthSource to potentially favor such client over other clients. It is WealthSource's practice, however, not to favor any client over another.

Promissory notes previously issued by AGWM to clients are not treated by WealthSource as assets under management and are excluded from the calculation of WealthSource's investment advisory fees. Clients who have loaned money to AGWM, however, should be aware that even though the promissory notes are not included in the clients' assets under management, WealthSource's ability to provide objective investment advice to such clients may be negatively impacted for so long as such loans are outstanding because investment advice provided by WealthSource on non-promissory note assets would generally be dependent on the client's overall financial circumstances, which would include their promissory note issued by AGWM. WealthSource addresses these potential conflicts of interest by providing disclosure of such conflicts in this Disclosure Brochure.

Item 12 – Brokerage Practices

RECOMMENDING BROKER-DEALERS

WealthSource generally recommends that investment advisory accounts be maintained at the following qualified broker-dealer custodians: Charles Schwab & Co., Inc. ("**Schwab**"), TD Ameritrade, Inc. ("**TDA**") and Raymond James & Associates, Inc. ("**Raymond James**"). In certain situations, however, WealthSource may also recommend the custodial services of SEI Private Trust Company, a limited purpose federally registered savings association; The Haverford Trust Company, a Pennsylvania state-chartered bank; Trust Company of America, a Colorado depository trust company; as well as Two Rivers, a trust service office of The Midwest Trust Company, a Kansas state-chartered trust company. Please see the "[Item 10 – Other Financial Industry Activities and Affiliations](#)" section for additional information regarding Two Rivers. All of the custodians noted above are independent of and unaffiliated with WealthSource except for Two Rivers, which is indirectly minority owned by Douglas Boyd May. For clients who choose the custodial services of Schwab, TDA or Raymond James for their accounts, all transactions will typically be executed by the custodial broker-dealer selected by the client, however, WealthSource may use other broker-dealers to execute trades for client accounts, a practice sometimes referred to as trading away or prime brokerage depending on the custodial arrangement the client has selected.

Clients should be aware that when WealthSource places trades for clients with broker-dealers other than the client's custodian, the client will typically incur prime brokerage or trade away fees imposed by the custodian that are in addition to any brokerage commissions, transaction

fees and/or markups/markdowns charged by the executing broker-dealer. Depending on the size of the order being placed for the client and the share price of the security in question, the amount of the prime brokerage or trade-away fee that may be applied by the custodian may exceed any potential execution benefits the client may obtain from using a broker-dealer other than the custodian to execute the client's transaction.

Consequently, prior to recommending the custodial services of Schwab, TDA or Raymond James to clients, WealthSource considers certain factors relating to the custodian's ability to provide best execution, including:

- The broker-dealer's ability to execute, clear and settle trades (buy and sell securities for your accounts) and their responsiveness to WealthSource during the order placement and clearance and settlement process.
- The efficiency with which the broker-dealer executes transactions (e.g., speed of execution, access to markets and/or counterparties, price improvement).
- The broker-dealer's commission rates and transaction fees and willingness to negotiate them.
- The broker-dealer's ability to handle time-sensitive orders.
- The broker-dealer's ability to follow and implement any trade instructions provided by WealthSource.
- The reputation of the broker-dealer.
- The value of any research provided by the broker-dealer.

In addition, WealthSource considers the size, quality and depth of each custodian's mutual fund and ETF supermarkets and whether the custodian charges a separate fee for custody. While WealthSource may recommend that clients use Schwab, TDA or Raymond James as their custodian and thus also as their primary broker-dealer, the client is solely responsible for deciding which custodian(s) to use. WealthSource does not open custodial accounts for clients, but may assist clients in the account opening process.

For clients who utilize the custodial services of Schwab, TDA or Raymond James pursuant to WealthSource's recommendation, WealthSource negotiates commission rates and transaction fees with the broker-dealers used to execute their transactions. Clients, however, should be aware that those commission rates and transaction fees may be higher than those charged by other qualified broker-dealers to affect the same transaction. In negotiating commission rates, WealthSource seeks competitive rates in relation to the value of the brokerage and research services received from the broker-dealer and, consequently, WealthSource may not necessarily obtain the lowest possible commission rates. For clients that do not participate in the Program, brokerage commissions, transaction fees, trade-away and/or prime brokerage fees are exclusive of, and in addition to, WealthSource's investment advisory fee.

RESEARCH AND ADDITIONAL BENEFITS

Support Services and/or Products

WealthSource does not have any formal soft dollar arrangements. Schwab, TDA and Raymond James, however, make available to us, without cost and/or at a discount, support services and/or products, some of which assist WealthSource in better monitoring and servicing client accounts, but some of which benefit WealthSource without directly benefiting clients or their account(s). Included within the support services that may be obtained by WealthSource may be investment-related research, both proprietary and that of third parties; pricing information and market data; software and other technology (e.g., Schwab PortfolioCenter, MoneyGuidePro), at a discount or for free, that provide access to client account data and/or assist in creating client reports; compliance and/or practice management-related publications; discounted or free consulting services; discounted or free attendance to conferences, meetings, and other educational and/or social events, which may include full coverage of travel expenses to such events; marketing support; computer hardware and/or software and/or other products used by WealthSource in furtherance of its investment advisory business. Clients should be aware that WealthSource may use support services and/or products from Schwab, TDA and/or Raymond James to service and/or otherwise benefit all or a substantial number of WealthSource's clients, including clients whose accounts are held in custody at a broker-dealer other than the one providing the product or service.

WealthSource's clients do not pay more as a result of WealthSource's receipt of these support products and/or services, which benefit WealthSource because we do not have to produce or purchase them. However, in receiving such benefits, WealthSource is generally expected to maintain or commit to maintaining a certain amount of its assets under management in accounts that are in the custody of the broker-dealer custodian providing the product(s) and/or service(s). Consequently, clients should be aware that the receipt of support services and/or products by WealthSource and/or our related persons from Schwab, TDA and/or Raymond James in and of itself creates a potential conflict of interest as it creates an incentive for WealthSource to recommend the custodial and brokerage services of Schwab, TDA and/or Raymond James over other broker-dealers. The receipt of these benefits, however, are not a material consideration for WealthSource when determining whether to recommend that a client utilize the services of a particular custodian.

Transfer of Account Exit Fees Reimbursement

In certain circumstances, Schwab, TDA and/or Raymond James provide transition assistance to clients of WealthSource to reimburse them for Transfer of Account Exit Fees that were imposed by the client's prior custodian(s) as a result of the client's decision to transfer their custodial account(s) to their custody. Although WealthSource does not directly benefit from such reimbursements, it creates an incentive for WealthSource to recommend the custodial and/or brokerage services of Schwab, TDA and/or Raymond James over other custodians and/or broker-

dealers who do not offer such transition assistance to WealthSource's clients.

Loans

Raymond James Financial has provided a transition assistance loan to WealthSource that requires that WealthSource maintain a certain amount of its assets under management in the custody of Raymond James Financial. WealthSource's receipt of such loan from Raymond James Financial creates a material conflict of interest for WealthSource as it creates an incentive for WealthSource to recommend the custodial and/or brokerage services of Raymond James Financial over other custodians and/or broker-dealers who (1) have not lent money to WealthSource or (2) have not offered to lend money to WealthSource on terms as favorable as those offered by Raymond James Financial. Please see "[Item 10 – Other Financial Industry Activities and Affiliations](#)" for more information.

DIRECTED BROKERAGE

WealthSource does not generally accept directed brokerage arrangements (i.e., when a client mandates that their account transactions be effected through a specific broker-dealer ("**Directed Broker**")). If, however, WealthSource agrees to a client's directed brokerage arrangement, the client is responsible for negotiating all terms and conditions for their accounts, including commissions and transaction fees, with the Directed Broker. Clients should be aware that if WealthSource agrees to the client's directed brokerage arrangement, WealthSource will not seek best execution for the client and, consequently, the client may be unable to obtain the most favorable execution for their transactions. Furthermore, if WealthSource has previously negotiated commission rates and/or transaction fees with the Directed Broker, such negotiated rates and fees will not be applicable to client and client will not be able to benefit from WealthSource's ability to obtain volume discounts. Consequently, clients may pay materially higher commissions and/or transaction fees than WealthSource's other clients. Additionally, WealthSource will not aggregate the client's trade orders with those of WealthSource's other clients placed with the Directed Broker, if any, and, consequently, clients may not receive execution prices that are as favorable as those obtained for WealthSource's other clients.

AGGREGATION OF ORDERS

Transactions for each client account are generally effected independently, unless WealthSource decides to purchase or sell the same securities for multiple clients at approximately the same time on the same day or when it appears that aggregating client orders for the same security would result in lower transaction costs for the affected clients. The goal of aggregating client orders (i.e., placing block trades) is to seek an average purchase or sale price for all affected clients to help ensure that one client is not getting more favorable treatment over another client and/or to negotiate more favorable commission rates or transactions fees. There is no guarantee that aggregation will be successful or that the goals of aggregation will be achieved.

Before placing a block trade, WealthSource identifies the participating client accounts and the allocation to be made to each account or, if applicable, enters such information into WealthSource's trade order management system. When a block trade is placed, each participating client receives a price that represents the average of the prices at which all of the transactions in a given block trade were executed. If the order is not completely filled, the securities purchased or sold are distributed among participating clients on a pro rata basis or in some other equitable manner that is approved in writing by WealthSource's Chief Compliance Officer.

Clients should be aware that WealthSource is not obligated to aggregate client orders even if one or more of the goals noted above might be achievable. If WealthSource elects not to place a block trade, clients will not receive average pricing and, if the client is not participating in the Program, will also pay commission rates and/or transaction fees with respect to their transaction in accordance with the standard commission rates and/or transaction fees negotiated between WealthSource and the broker-dealer. Furthermore, block trades are placed only when WealthSource reasonably believes that aggregating client orders will be consistent with its duty to seek best execution for its clients. No client participating in a block trade will be favored over any other client that also participates in the same block trade. Clients, however, should be aware that the average price received in a block trade could be more or less advantageous than the price a particular client would have received if they did not participate in the block trade.

Item 13 – Review of Accounts

For those clients to whom WealthSource provides investment advisory services, account reviews are conducted by the client's IAR, generally quarterly, but no less frequently than annually. Account reviews are performed to assess the client's progress toward their investment objectives and to determine whether any changes with respect to the investment management of the client's account are warranted in light of the client's financial situation, risk tolerance and investment objectives. Clients, however, are advised that it is your responsibility to promptly notify WealthSource if there are ever any changes to your financial situation, goals, needs or investment objectives.

Account reviews may also be conducted by the client's IAR on an ad hoc basis upon the occurrence of a triggering event, such as a change in a client's financial situation (e.g., retirement, termination of employment, physical move, inheritance) or investment objectives; the occurrence of material market, economic or political events; or at the client's request.

Clients may be provided with written quarterly performance reports that contain holdings information, beginning and ending market values, asset allocation information by sector and asset class, and performance return information. Written quarterly performance reports are provided for client convenience only and should not be relied on for tax purposes. Clients should

rely on their custodial account statements as the official record of their account(s).

Item 14 – Client Referrals and Other Compensation

Soft Dollar and Other Benefits

As noted above, WealthSource receives certain economic benefits from Schwab, TDA and Raymond James, without cost or at a discount, which may or may not benefit clients. The receipt of these benefits creates a conflict of interest for WealthSource because we do not have to produce or pay for these products or services and our receipt of these products and services creates an incentive for us to recommend the custodial and/or brokerage services of Schwab, TDA and/or Raymond James over other broker-dealers. Please see the “[Item 12 – Brokerage Practices](#)” section for additional information regarding these arrangements and their associated conflicts of interest and how WealthSource addresses them.

Solicitation Fees from The Pacific Financial Group, Inc.

WealthSource has entered into a Selling Agreement with The Pacific Financial Group, Inc. (CRD No. 105203), a SEC registered investment adviser that provides investment advisory services to, among others, the participants of retirement plans subject to the Employee Retirement Income Security Act of 1974 (“**ERISA**”). Pursuant to this arrangement, WealthSource assists plan participants in identifying their risk tolerance level and retirement time horizons and, based on that information, WealthSource assists plan participants by (1) making recommendations on how to allocate their assets in their core account, (2) making recommendations on how much to allocate from their core account to their self-directed brokerage account, and (3) making recommendations on how to allocate assets in their self-directed brokerage account to managed portfolios (e.g., Income Portfolio, Absolute Return Portfolio, Balanced Portfolio, Equity Portfolio, Strategic Multi-Cap Portfolio, Global Portfolio) offered by TPFPG that ultimately invest exclusively in TPFPG’s proprietary mutual funds.

In return for these services, WealthSource receives an annual asset-based solicitation fee from TPFPG based only on the amount of self-directed brokerage account assets invested in TPFPG’s managed portfolios that resulted from WealthSource’s recommendations. Consequently, plan participants should be aware that WealthSource has a potential conflict of interest when it recommends that plan participants allocate assets from their core account to their self-directed brokerage account and has a conflict of interest when it recommends that self-directed brokerage account assets be invested in TPFPG’s managed portfolios. Please see the “[Item 10 – Other Financial Industry Activities and Affiliations](#)” section for additional information relating to TPFPG.

Solicitation Fees from Formula Folio Investments, LLC

WealthSource has entered into a Selling Agreement with FormulaFolios a SEC registered investment adviser, pursuant to which WealthSource receives an annual asset-based solicitation fee from FormulaFolios based on the amount of assets under FormulaFolios' management referred by WealthSource. Consequently, WealthSource and its IARs have a conflict of interest when referring the investment advisory services of FormulaFolios. Please see the "[Item 10 – Other Financial Industry Activities and Affiliations](#)" section for additional information relating to FormulaFolios.

Solicitation Fees Paid by WealthSource

WealthSource utilizes the solicitation services of Ryan Louis Morelli (CRD No. 2968770), a licensed insurance agent with the state of California (CA Ins. License No. 0E44796), Keith Alan Jaskulski (CRD No. 4557649), a licensed insurance agent with the state of Delaware (DE Ins. License No. 162680) and Totus Tuus Consulting, Inc., a licensed insurance agency with the state of Florida (FL Ins. License No. L083169). Pursuant to their separate arrangements with WealthSource, they refer prospective investment advisory clients to WealthSource and, in return, receive a percentage of the investment advisory fees received by WealthSource from those clients. In light of these compensation arrangements, clients should be aware that these solicitors have a material conflict of interest when recommending the investment advisory services of WealthSource. Clients who are recommended the investment advisory services of WealthSource by these solicitors should receive a copy of their respective Solicitors Disclosure Document in addition to this Disclosure Brochure, which contains important information about his or its solicitation arrangement with WealthSource that should be read carefully.

Item 15 – Custody

Although WealthSource does not maintain physical custody of the assets of its clients, clients generally grant WealthSource the authority to deduct its investment advisory fees directly from clients' custodial accounts. All clients, however, should receive account statements directly from the custodian of their account(s), at least quarterly, and should carefully review the information contained within their custodial account statements. Please note, account custodians do not verify the accuracy of WealthSource's investment advisory fee calculations.

WealthSource may also provide clients with quarterly performance reports, which summarize account activity and performance. Clients are urged to compare the information contained within their custodial account statements with the information contained within the quarterly performance reports provided by WealthSource, if any, and to contact WealthSource promptly if you identify any discrepancies.

Item 16 – Investment Discretion

Clients may engage WealthSource to provide investment advisory services on a discretionary basis. Prior to assuming discretionary authority over a client's account, WealthSource requires the client to execute an IMA, which grants WealthSource full discretionary authority to buy, sell, or otherwise effect investment transactions, in the client's name, involving assets held within certain accounts. Clients who engage WealthSource on a discretionary basis may, at any time, impose limitations, in writing, on WealthSource's discretionary authority (e.g., limit or exclude the purchase of certain securities in their account and/or limit or prohibit the use of margin, options, and/or short selling in their account).

Item 17 – Voting Client Securities

WealthSource does not vote client proxies or accept authority to vote client securities. Instead, clients will receive proxies and/or other solicitations directly from their account custodian or a transfer agent and maintain exclusive responsibility for directing the manner in which proxies solicited by issuers of securities owned by the client shall be voted. Clients may contact WealthSource to discuss questions they may have with respect to a particular proxy, however, WealthSource is under no responsibility to give any advice on how to vote such proxy.

Item 18 – Financial Information

WealthSource is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to clients.