

April 27, 2017



ATLAS PRIVATE WEALTH ADVISORS

Atlas Private Wealth Advisors, LLC

A Registered Investment Advisor

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This wrap fee program brochure provides information about the qualifications and business practices of Atlas Private Wealth Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at (732) 242-4001. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about Atlas Private Wealth Advisors, LLC is available on the SEC's website at www.adviserinfo.sec.gov.

Atlas Private Wealth Advisors, LLC is an SEC registered investment adviser. Registration does not imply any level of skill or training.

Item 2. Material Changes

This Item discusses only the material changes that have occurred since the Registrant's last annual update. This is the Registrant's initial filing. In the future, this section will contain any material changes since the Registrant's last annual update.

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Item 4. Services, Fees, and Compensation

Description of Services

The Atlas Private Wealth Advisors Wrap Program (the “Program”) is an investment advisory program sponsored by Atlas Private Wealth Advisors, LLC (“the “Registrant”). The Program provides clients with the ability to trade in certain investment products without incurring separate brokerage commissions or transaction charges.

To join the Program a person must:

1. Complete an investor profile that describes the client’s financial needs, investment objectives, time horizon, and risk tolerance, as well as any other factors relevant to the client’s specific financial situation (the “Investor Profile”) and any other supporting documentation required for the Program;
2. Complete the investment advisory wrap fee agreement (the “Program Agreement”) with the Registrant and become a client of the Program;
3. Complete a new account agreement with LPL Financial (“LPL”) or another broker dealer approved by the Registrant for participation in the Program (“Broker-Dealer”); and
4. Open a securities brokerage account with LPL or the Broker-Dealer (an “Account”) and deposit those client assets designated for participation in the Program (“Program Assets”) into the Account.

After an analysis of any information provided by the client to the Registrant, the Registrant shall assist the client in developing an appropriate investment strategy for the Program Assets in their Account(s) (the “Investment Strategy”). Thereafter, all clients are encouraged to discuss their needs, goals, and objectives with the Registrant and to keep the Registrant informed of any changes thereto. The Registrant shall contact clients at least annually to review its previous services and/or recommendations and to determine whether changes should be made to their Investment Strategy.

Management of Your Portfolio

All clients in the Program shall grant the Registrant discretionary authority to buy, sell, and otherwise trade in the type of securities described in Item 6 (below) for their Account(s) and to liquidate previously- purchased securities that the client has transferred to their Account(s). Program Assets in the client’s Account(s) shall be managed by one of the Registrant’s investment adviser representatives.

Neither the Registrant nor the client may assign the Program Agreement without the consent of the other party. Transactions that do not result in a change of actual control or management of the Registrant shall not be considered an assignment.

Fees for Participation in the Program

Clients in the Program pay a single annualized fee for participation in the Program (the "Program Fee"). The Registrant shall charge an annual fee based upon a percentage of the market value of the assets being managed by the Registrant. The Registrant's annual fee shall be prorated and charged quarterly, in advance, based upon the market value of the assets being managed by the Registrant on the last day of the previous quarter. The annual fee shall vary (between 0.25% and 2.50%) depending upon the market value of the assets under management.

The Registrant, in its sole discretion, may negotiate to charge a lesser management fee based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, pro bono activities, etc.). As the portfolio manager and Sponsor to the Program, the Registrant receives the annual fee less transaction charges which are paid to LPL Financial.

Under the Program, clients receive both investment advisory services and the execution of transactions in securities for a single, combined annualized fee, the Program Fee. Participation in the Program may cost the client more or less than purchasing such services separately. The number of transactions made in the client's Account(s), as well as the commissions charged for each transaction, will determine the relative cost of the Program versus paying for execution on a per transaction basis and paying a separate fee for advisory services. The Program Fee may be higher or lower than fees charged by other sponsors of comparable investment advisory programs.

Clients may incur certain charges imposed by third parties in addition to the Program Fee such charges imposed directly by a mutual fund or exchange traded fund in the account, which shall be disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

Fees for Management During Partial Quarters of Service

For the initial period of participation in the Program, the Program Fee shall be calculated on a *pro rata* basis. The Program Agreement between the Registrant and the client will continue in effect until terminated by either party pursuant to the terms of the Program Agreement. The Program Fee shall be prorated through the date of termination and any remaining balance shall be refunded to the client in a timely manner.

Additions may be in cash or securities provided that the Registrant reserves the right to liquidate any transferred securities, or decline to accept particular securities into a client's account. The Registrant may consult with its clients about the options and ramifications of transferring securities. However, clients are advised that when transferred securities are liquidated, they are subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

If assets are deposited into or withdrawn from an account after the inception of a quarter, the Program Fee with respect to such assets will be prorated based on the number of days remaining in the quarter.

The Registrant and its investment advisory representative receive compensation as a result of clients' participation in the Program. The Registrant also engages third party solicitors who receive compensation for recommending the Program to clients. The amount of compensation received may be more than what the person would receive if the client participates in the Registrant's other programs. Therefore, the person recommending the Program may have a financial incentive to recommend the wrap fee program over other programs. The Registrant and its investment advisory representatives have a fiduciary duty to all clients and review the suitability of the Program based on the client's investment objectives.

Item 5. Account Requirements and Types of Clients

The types of clients in the Program include individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities.

The Registrant does not impose a minimum portfolio size or minimum annual fee for participating in the Program.

Item 6. Portfolio Manager Selection and Evaluation

The Registrant acts as the sponsor and portfolio manager to the Program. The Registrant does not recommend third party managers in the Program.

Types of Services Provided by the Firm

In addition to the services provided to the Program, the Registrant is an investment adviser providing financial planning, consulting, and investment management service. The Registrant provides discretionary (with permission) and non-discretionary fee based investment advisory services for compensation primarily to individual clients and high-net worth individuals as well as charitable organizations and small businesses. Portfolio management services include, but are not limited to, the following:

- Aging and Financial Planning
- Budgeting
- Risk Management
- College Planning
- Estate Planning
- Funds and Investment Management
- Retirement and Estate Planning
- Fixed and Variable Annuities
- Insurance Options
- Tax Planning and Strategies

The individuals associated with the Registrant are appropriately licensed, and authorized to provide advisory services on behalf of the Registrant. Individuals associated with Registrant are also registered representatives of LPL Financial. Any securities transactions executed by investment adviser representatives of the Registrant are in their capacity as a registered representative of LPL Financial and shall be directed to LPL Financial for execution.

The Registrant through its investment advisor representatives provides ongoing investment advice and management on assets in the client's custodial Strategic Wealth Management (SWM) account held at LPL Financial LLC. Strategic Wealth Management is the name of the custodial account offered through LPL Financial LLC to support investment advisory services provided by Registrant. More specific account information and acknowledgements are further detailed in the account opening documents.

Investment advisor representatives provide advice on the purchase and sale of various types of investments, such as mutual funds, exchange-traded funds ("ETFs"), variable annuity subaccounts, real estate investment trusts ("REITs"), equities, and fixed income securities. The advice is tailored to the individual needs of the client based on the investment objective chosen by the client in order to help assist them to meet their financial goals. Accounts are reviewed on a regular basis and rebalanced as necessary according to each client's investment profile. Clients may impose specific restrictions on investing in certain securities or types of securities.

The Registrant serves as the sponsor and portfolio manager to the Program.) The Program utilizes the SWM II accounts described below. There is no difference in the management of wrap fee accounts and other accounts in Strategic Wealth Management. Other types of advisory services may differ from Strategic Wealth Management as described below. Atlas Private Wealth Advisors, LLC receives a portion of the wrap fee paid by clients in the Program.

There is generally no minimum account opening requirement for a SWM account. Minimum account opening requirements for other types of accounts are included below.

- **Strategic Wealth Management (SWM I and SWM II)**

Strategic Wealth Management (SWM) is the name of a custodial account offered through LPL Financial to support investment advisory services provided by Registrant. Within a SWM account, investment advisor representatives may provide advice on the purchase and sale of various types of investments, such as mutual funds, exchange-traded funds ("ETFs"), variable annuity subaccounts, real estate investment trusts ("REITs"), equities, fixed income securities, options and structured products, among others. The advice is tailored to the individual needs of the client based on the investment objective chosen by the client in order to help assist clients in attempting to meet their financial goals. Accounts are reviewed on a regular basis and rebalanced as necessary according to each client's investment profile. More specific account information and acknowledgements are further detailed in the account opening documents.

Investment advisory representatives can offer SWM I or SWM II. The accounts offer the same investment choices and are managed in the same manner but the fee structure is different. For SWM I, clients are charged transaction fees in addition to the advisory fee whereas for SWM II, the transactions fees are absorbed as part of the advisory fee. The SWM II account is the account utilized for the Program. The advisory fee for SWM II accounts may be higher than SWM I to account for the transaction fees. Depending on the anticipated level of trading and account size, investment advisor representatives of the Registrant will work with each client to determine the most cost effective fee structure.

- **Optimum Market Portfolios Program (OMP)**

The Optimum Market Portfolios (OMP) program offers clients the ability to participate in a professionally managed asset allocation program designed by LPL Financial. There are up to six Optimum Funds that may be purchased within an OMP account:

- Optimum Large Cap Growth Fund;
- Optimum Large Cap Value Fund;
- Optimum Small Cap Growth Fund;
- Optimum Small Cap Value Fund;
- Optimum International Fund; and,

- Optimum Fixed Income Fund.

The registrant will obtain the necessary financial data from each client and then select the proper fund portfolio program. While Registrant selects the proper portfolio program, LPL Financial will manage the underlying Optimum Funds on a discretionary basis consistent with the portfolio program objectives. LPL Financial does not directly manage fund assets on behalf of any particular client.

LPL Financial follows an asset allocation investment style in constructing portfolios for the Program. Asset allocation methodology is implemented by combining investments representing various asset classes that react differently to varying market conditions. Thus, if one asset class reacts negatively to certain market events, the potential exists for another asset class to react positively. As with any investment strategy, there is no guarantee that the use of an asset allocation strategy will produce favorable results. The Registrant is responsible for educating clients about this investment style in advance of opening the Account by explaining the various asset classes (e.g., large cap growth, large cap value, etc.) being used within the selected portfolio. This educational process continues throughout the time that the client maintains the account.

OMP enables advisors of the Registrant to manage client assets through diversified asset allocation models, professional money management, automatic rebalancing, and online marketing and sales support.

A minimum account value of \$15,000 is required for OMP.

- **Personal Wealth Portfolios Program (PWP)**

Personal Wealth Portfolios offers clients an asset management account using third party adviser portfolio allocation models designed by LPL Financial.

The PWP program is a unified managed account program in which LPL and the Registrant provide ongoing investment advice and management. In PWP, clients invest in asset allocation portfolios ("Portfolios") designed by LPL's Research Department, which include a combination of mutual funds, exchange-traded funds ("ETFs") and investment models ("Models") provided to LPL by third party money managers ("PWP Advisors"). The Models typically consist of equity and fixed income securities, but may include investment company securities. LPL's Research Department selects the

mutual funds, ETFs and Models to be made available in a Portfolio.

The Registrant obtains the necessary financial data from the client, assists the client in determining the suitability of the program and assists the client in setting an appropriate investment objective. The Registrant, or client with the assistance of the Registrant, selects a Portfolio based on client's investment objective and then selects among the mutual funds, ETFs and/or Models available in the Portfolio. If client authorizes the Registrant to take discretion to make such selections on client's behalf, the discretionary authority will be set out in the Account Agreement and Application signed by the client.

Neither LPL nor a third-party money manager directly provides advisory services to the clients of Registrant. The third-party money managers selected by LPL Financial. The Registrant is solely responsible for the advisory services provided and selecting the proper portfolio of third party money managers. The Registrant is not acting as a cash solicitor for LPL Financial LLC or other third party.

A minimum account value of \$250,000 is required for PWP.

- **Model Wealth Portfolios (MWP)**

Model Wealth Portfolios Program offers clients a professionally managed mutual fund asset allocation program. The Registrant's investment advisor representatives will obtain the necessary financial data from the client, assist the client in determining the suitability of the MWP program and assist the client in setting an appropriate investment objective. The Registrant will initiate the steps necessary to open an MWP account and have discretion to select a model portfolio designed by LPL's Research Department consistent with the client's stated investment objective. LPL's Research Department is responsible for selecting the mutual funds within a model portfolio and for making changes to the mutual funds selected.

The client will authorize LPL Financial LLC to act on a discretionary basis to purchase and sell mutual funds including in certain circumstances exchange traded funds and to liquidate previously purchased securities. The client will also authorize LPL financial LLC to effect rebalancing for MWP accounts.

In the future, the MWP program may make available model portfolios designed by strategists other than LPL's Research Department. If such models are made available. The Registrant will have

discretion to choose among the available models designed by LPL Financial LLC or outside strategists.

A minimum account value of \$100,000 is required for MWP.

- **Manager Access Select Program (MAS)**

Manager Access Select provides clients access to the investment advisory services of professional portfolio management firms for the individual management of client accounts. The Registrant will assist client in identifying a third-party portfolio manager (Portfolio Manager) from a list of portfolio managers made available by LPL. The portfolio manager manages client's assets on a discretionary basis. The Registrant will provide initial and ongoing assistance regarding the portfolio manager selection process.

A minimum account value of \$100,000 is required for Manager Access Select, however, in certain instances, the minimum account size may be lower or higher.

- **Manager Access Network Program (MAN)**

Manager Access Network enables high-net-worth investors to access a variety of institutional portfolio managers at significantly lower account minimums. By using separate account managers, clients can enjoy a higher level of specialization and service through the ownership of individual securities. A broad range of portfolio managers and multiple investment styles are available, including equity, fixed income, asset classes, mutual funds, ETFs, and specialty strategies. Clients contract directly with the portfolio managers for discretionary asset management services. LPL Financial provides brokerage, custodial, and administrative services to clients. Due diligence and portfolio monitoring is not provided by LPL Research.

Minimum account balances vary by portfolio manager, but typically start at \$100,000 for equity strategies and \$250,000 for fixed income strategies.

Financial Planning Services

The Registrant through its investment advisor representatives, may provide personal financial planning tailored to the individual needs of each client for their retirement and/or non-retirement account(s). The services take into account information collected from the client such as financial status, investment objectives and tax status, among other data. Such services may be included as part of a comprehensive asset management engagement or provided separately for a separate fee. Fees for such services are negotiable and detailed in the client agreement. The financial plan may include generic recommendations as to general types of investment products or specific securities which may be appropriate for the client to purchase given his/her financial situation and objectives. The client is under no obligation to act upon the investment adviser's recommendation or purchase such securities. However, if the client desires to purchase securities in order to implement his/her financial plan, IARs of the Registrant may make a variety of products available in their capacity as registered representatives of LPL Financial. This may result in the payment of normal and customary commissions to investment advisor representative of the Registrant in their separate capacity as registered representatives of LPL Financial.

Depending on the type of account that could be used to implement a financial plan, such compensation may include (but is not limited to) advisory fees, commissions; mark-ups and mark-downs; transaction charges; confirmation charges; small account fees; mutual fund 12b-1 fees; mutual fund sub-transfer agency fees; hedge fund, managed futures, and variable annuity investor servicing fees; retirement plan fees; fees in connection with an insured deposit account program; marketing support payments from mutual fund, annuity and insurance sponsors; administrative servicing fees for trust accounts; referral fees; compensation for directing order flow; and bonuses, awards or other things of value offered by the Registrant to the investment advisor representative.

To the extent that an investment advisor representative recommends that a client invest in products and/or services that will result in additional compensation being paid, this presents a conflict of interest. Therefore, the investment advisor representative may have a financial incentive to recommend that a financial plan be implemented using a certain product or service over another product or service.

- A conflict exists between the interests of the investment adviser and the interests of the client.
- The client is under no obligation to act upon the investment adviser's recommendation.
- If the client elects to act on any of the recommendations, the client is under no obligation to affect the transaction through the investment adviser.

Such conflicts are mitigated by an investment advisor representative's fiduciary duty to act in the best interest of their client.

The amount of time required per plan can vary greatly depending on the scope and complexity of an individual engagement. A particular client's financial plan will include the relevant types of planning specific to their needs and objectives such as, but not limited to, the following types of planning:

Planning Strategies for Families and Individuals

- **Retirement** – planning an investment strategy with the objective of providing inflation-adjusted income for life.
- **College / Education** – planning to pay the future college / education expenses of a child or grandchild.
- **Major Purchase** – Evaluation of the pros and cons of home ownership verse renting as well as buying or leasing a car, for example.
- **Divorce** – planning for the financial impact of divorce such as change in income, retirement benefits and tax considerations.
- **Insurance Needs** – planning for the financial needs of survivors to satisfy such financial obligations as housing, dependent child care and spousal arrangements as well as education.
- **Final Expenses** – planning to leave assets to cover final expenses such as funeral, debts and potential business continuity.
- **Estate Planning** – planning that focuses on the most efficient and tax friendly option to pass on an estate to a spouse, other family members or a charity.
- **Cash Flow/ Budget Planning** – planning to manage expenses against current and projected income.
- **Wealth Accumulation** – planning to build wealth within a portfolio that takes into consideration risk tolerance and time horizon.

- **Tax Planning** – planning a tax efficient investment portfolio to maximize deductions and off-setting losses.
- **Investment Planning** – planning an investment strategy consistent with a particular objective, time horizons and risk tolerances.
- **Inheritance Planning** – planning for a tax efficient method to pass wealth to the next generation.
- **Employee and Government Benefits Analysis** – analysis of the cost and premiums as well as the pre-and post-retirement coverage options.

Hourly Consulting Services

The Registrant, through its investment advisor representatives, may provide consulting services on an hourly basis. These services may include, as selected in the client agreement. The services take into account information collected from the client such as financial status, investment objectives and tax status, among other data. An investment advisor representative may or may not deliver to the client a written analysis or report as part of the services. The investment advisor representatives tailor the hourly consulting services to the individual needs of the client based on the investment objective chosen by the client. The engagement terminates upon final consultation with the client.

Hourly consulting and financial planning offer similar services but the general difference is related to the particular area of focus. Financial planning is generally more comprehensive and takes into account a client's entire financial situation whereas hourly consulting tends to be focused on a particular financial objective or need.

Investment management services provided outside of the Program will differ only in that clients will pay separate transaction fees which will be charged by the Broker-Dealer directly to the client's account. The Registrant does not expect the non-wrap management services to materially differ from the services in the Program.

Performance Based Fees

The Registrant does not accept performance-based fees – that is, fees based on a share of capital gains or capital appreciation of assets (such as a client that is a hedge fund or other pooled investment vehicle). We also do not participate in side-by-side management, where an advisor

manages accounts that are both charged a performance-based fee and accounts that are charged another type of fee, such as an hourly or fixed fee or an asset-based fee.

Methods of Analysis and Investment Strategies

A client's portfolio may include assets of publicly held companies in the United States and foreign markets. This may include both equities and fixed income assets. Other options may include domestic and foreign debt instruments (i.e. government and corporate bonds), real estate investment trusts and mutual funds or private placements that invest in natural resources or managed futures (markets such as, and not limited to, currency, commodity, agriculture and energy).

Each market may function and change in different ways depending on supply and demand, current events and investor behaviors. While our goal is to help increase a client's net worth, there is potential for losses in market, principal, and interest values. These changes may also affect a client's tax situation and filings.

The most commonly purchased share class of mutual funds are typically held for one year and may be exchanged (no transaction cost to client) during the year to properly align an account with its asset allocation model. Holding commonly recommended mutual funds for less than a year can result in contingent deferred sales charges and short term gains / losses in non-qualified accounts.

Analysis and strategies are generally based on:

- Publicly Available Data
- A Client's Net Worth
- Risk Tolerance
- Goals for Investment Account Funds
- Commentary and Information Obtained from Analysts at Preferred Mutual Fund or Variable Annuity Firms

The client's individual investment strategy is tailored to their specific needs and may include some or all of the previously mentioned securities. Each portfolio will be initially designed to meet a particular investment goal, which we determine to be suitable to the client's circumstances. Once the appropriate portfolio has been determined, we regularly review the portfolio and if appropriate, rebalance the portfolio based upon the client's individual needs, stated goals and objectives. Each client has the opportunity to place reasonable restrictions on the types of investments to be held in the

portfolio.

The firm may use one or more of the below methods in order to formulate investment advice when managing assets. Depending on the analysis the firm will implement a long or short term trading strategy based on the particular objectives and risk tolerance of each individual client.

- **Fundamental Analysis** – involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages. Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.
- **Technical Analysis** – involves the analysis of past market data; primarily price and volume. Technical analysis attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not take into account new patterns that emerge over time.
- **Cyclical Analysis** – involves the analysis of business cycles to find favorable conditions for buying and/or selling a security. Cyclical analysis assumes that the markets react in cyclical patterns which, once identified, can be leveraged to provide performance. The risks with this strategy are two-fold:
 1. the markets do not always repeat cyclical patterns; and,
 2. if too many investors begin to implement this strategy, then it changes the very cycles these investors are trying to exploit.
- **Charting Analysis** - involves the gathering and processing of price and volume information for a particular security. This price and volume information is analyzed using mathematical equations. The resulting data is then applied to graphing charts, which is used to predict future price movements based on price patterns and trends.

Investing in securities involves risk of loss that clients should be prepared to bear. There are different types of investments that involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy will be profitable or equal any specific

performance level(s). Past performance is not indicative of future results.

Proxy Voting

The Registrant is required to disclose if it accepts authority to vote client securities. The Registrant does not vote client securities on behalf of its clients

Item 7. Client Information Provided to Portfolio Managers

The Registrant acts as the sponsor and portfolio manager to the Program. Since the sponsor is also the portfolio manager, all client information communicated directly to the portfolio manager.

Item 8. Client Contact with Portfolio Managers

There are no restrictions on a client's ability to contact and consult with the Registrant.

Item 9. Additional Information

Disciplinary Information

The Registrant is required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of management. The Registrant does not have any required disclosures to this Item.

Other Financial Industry Activities and Affiliations

Investment adviser representatives of the Registrant may receive compensation for the sale of securities or other investment products in their capacity as a registered representative of LPL Financial.

Representatives of our firm may be insurance agents/brokers. They may offer insurance products and receive customary fees as a result of insurance sales. Insurance products will only be offered in states where the representative offering insurance is properly licensed. A conflict of interest may arise as these insurance sales may create an incentive to recommend products based on the compensation adviser and/or our supervised persons may earn and may not necessarily be in the best interests of the client. Such potential conflicts of interest are subject to review by the Chief Compliance Officer.

Neither the Registrant nor any of the management persons are registered or has a registration pending to register as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

Code of Ethics

The Registrant maintains a Code of Ethics, which serves to establish a standard of business conduct for all employees that are based upon fundamental principles of openness, integrity, honesty and trust. The code of ethics includes guidelines regarding personal securities transactions of its employees and investment advisor representatives. The code of ethics permits employees and investment advisor representatives or related persons to invest for their own personal accounts in the same or different securities that an investment advisor representative may purchase for clients in program accounts. This presents a potential conflict of interest because trading by an employee or investment advisor representatives in a personal securities account in the same or different security on or about the same time as trading by a client could potentially disadvantage the client. Registrant addresses this conflict of interest by requiring in its code of ethics that employees and investment advisor representatives report certain personal securities transactions and holdings to the Chief Compliance Officer for review.

Neither the Registrant nor a related person recommends to clients, or buys or sells for client accounts, securities in which they or a related person has a material financial interest.

An investment adviser is considered a fiduciary. As a fiduciary, it is an investment adviser's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of our clients at all times. The Registrant has a fiduciary duty to all clients. Our fiduciary duty is considered the core underlying principle for our Code of Ethics which also includes Insider Trading and Personal Securities Transactions Policies and Procedures. We require all of our supervised persons to conduct business with the highest level of ethical standards and to comply with all federal and state securities laws at all times. Upon employment or affiliation and at least annually thereafter, all supervised persons will sign an acknowledgement that they have read, understand, and agree to comply with our Code of Ethics. Our firm and supervised persons must conduct business in an honest, ethical, and fair manner and avoid all circumstances that might negatively affect or appear to affect

our duty of complete loyalty to all clients. This disclosure is provided to give all clients a summary of our Code of Ethics. However, if a client or a potential client wishes to review our Code of Ethics in its entirety, a copy will be provided promptly upon request.

Review of Accounts and General Reports

Reviews are conducted on an ongoing basis by Vladislav Krubich, the Chief Compliance Officer. All investment supervisory clients are advised that it remains their responsibility to advise the Registrant of any changes in their investment objectives and/or financial situation. All clients (in person or via telephone) are encouraged to review financial planning issues (to the extent applicable), investment objectives and account performance with their investment advisor representative on an annual basis.

Client review periods vary between quarterly to annually depending on market conditions, the client's funding needs and changes in investment objectives. Occasionally a review may result in a "no change" recommendation. If a client has a change in their financial situation Registrant will perform a review to make sure that the portfolio is appropriate for the client and meets the cash needs of the time. Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker/dealer, custodian and/or program sponsor for accounts.

Client Referrals and Other Compensation

The Registrant may receive an economic benefit from LPL Financial LLC such as, financial assistance or the sponsorship of conferences and educational sessions, marketing support, incentive awards, payment of travel expenses, and tools to assist investment advisor representative in providing various services to clients.

The Registrant and employees may receive additional compensation from product sponsors. However, such compensation may not be tied to the sales of any products. Compensation may include such items as gifts valued at less than \$100 annually, an occasional dinner or ticket to a sporting event, or reimbursement in connection with educational meetings with investment advisor representative, client workshops or events, marketing events or advertising initiatives, including services for identifying prospective clients. Product sponsors may also pay for, or reimburse the Registrant for the costs associated with, education or training events that may be attended by the Registrant employees and

investment advisor representatives and for the Registrant sponsored conferences and events. Such additional compensation represents a conflict of interest however investment advisor representatives of the Registrant have a fiduciary duty to act in the client's best interest.

The Registrant currently has a third-party solicitation arrangement with Marc Kane through which Mr. Kane is compensated for client referrals. Mr. Kane receives a portion of the asset management fee paid to Atlas Private Wealth Advisors for the clients which he refers. The Registrant does not receive any other economic benefit for providing investment advice or other advisory service from someone who is not a client.

Financial Information

The Registrant may or may not have discretion over client funds as indicated in the advisory agreement. The Registrant does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance or otherwise have actual or constructive custody of client funds. There are no financial conditions that are reasonably likely to impair the firm's ability to meet contractual commitments to clients. At no time has the Registrant been the subject of a bankruptcy petition.