

Item 1: Cover Sheet

INFORMATIONAL BROCHURE

GENUS CAPITAL MANAGEMENT LLC

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This brochure provides information about the qualifications and business practices of Genus Capital Management LLC. If you have any questions about the contents of this brochure, please contact Jennifer Rogers at 419.794.0538. 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. Genus Capital Management is a registered investment adviser. Registration does not imply any certain level of skill or training.

Additional information about Genus Capital Management LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Statement of Material Changes

Genus Capital Management is required to disclose any material changes to this ADV Part 2A here in Item 2.
There are no material changes to report to this Form ADV Part 2A.

Item 3: Table of Contents

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GENUS CAPITAL MANAGEMENT LLC

Item 4: Advisory Business

Principally owned by Rod Zeeb and Thomas Rogerson, Genus Capital Management LLC (“Genus”) was established on December 26, 2017. Genus is an affiliate of Camelot Portfolios, LLC, Camelot Advisors LLC, and Camelot Funds LLC, OneAscent Investment Solutions LLC, and OneAscent Financial Services, LLC each a registered investment adviser.

Genus provides asset management services, wealth transfer planning, and family office services to a select group of clients, who are typically high net worth individuals and families and their related trusts and family entities. Genus assists the client in coordinating various relationships, including money managers, banks, attorneys, accountants and other professionals needed to ensure their wealth is maintained and ultimately transferred to the intended parties. The goal is to bring an organized approach to complex financial circumstances that surround the client.

Asset Management

Asset management services may be provided on either a “discretionary” or “non-discretionary” basis. When a client engages the firm to provide asset management services on a discretionary basis, we will monitor your accounts to ensure that they are meeting your asset allocation requirements. If any changes are needed to your investments, we will make the changes. These changes may involve selling a security or group of investments and buying others, utilizing a separate account (third party) manager or keeping the proceeds in cash. We may also allocate some or all of your assets too investment strategies managed by one of our affiliates, Camelot Portfolios LLC and/or OneAscent Investment Solutions LLC. You may at any time place reasonable restrictions on the types of investments we may use on your behalf, or on the allocations to each security type, though as more fully discussed in Item 8, such restrictions may limit the potential performance of your portfolio. You may receive at your request written or electronic confirmations from your account custodian after any changes are made to your account. You will also receive statements directly from your account custodian. Clients engaging us on a discretionary basis will be asked to execute a Limited Power of Attorney (granting us the discretionary authority over the client accounts) as well as a written agreement that outlines the responsibilities of both the client and the firm.

In certain limited circumstances, as determined on a case-by-case basis by the firm, a client may engage Genus to provide investment management services on a non-discretionary basis. This means the firm monitors the accounts in the same way as for discretionary services. The difference is that changes to your account will not be made until we have confirmed with you (either verbally or in writing) that our proposed change is acceptable to you.

Wealth Transfer Planning

Wealth transfer planning services start with a comprehensive view of the client’s current financial situation. From there Genus can provide advice and coaching on areas such as life transitions, family management, philanthropic planning, and potential tax consequences of the transfer of wealth.

Family Office

Family office services are intended to assist the client with the day-to-day functioning of the family and its related entities. Bookkeeping, financial reporting and bill pay are all available depending upon the needs of the client and their family.

Assets Under Management

Genus Capital Management is a newly formed entity and therefore does not have any assets under management to report at this time.

Item 5: Fees and Compensation

A. Fees Charged/ Fee Schedule:

Asset Management

Fees are negotiable, but generally range from .50% to a maximum 2.00%.

Occasionally, various related client accounts may be grouped together to qualify for reduced advisory fees. This format is called "family billing". It is the responsibility of the client to verify accuracy of fee calculation.

Wealth Transfer Planning and Family Office

These services are offered for an annual flat fee ranging from \$25,000 to \$100,000.

B. Fee Payment

Asset Management

Investment advisory fees will generally be debited directly from each client's account. The advisory fee is paid on either a quarterly or monthly basis depending on the chosen custodian and method. Clients whom choose to use Schwab Institutional or Fidelity may have the option for monthly billing. All clients using Folio FN Institutional as custodian will be assigned quarterly billing. Depending on the client's needs and suitability, the appropriate custodian and billing model will be recommended. Fees are calculated based on the value of the account(s) at the beginning (value at market close of prior billing period end) of each calendar quarter or month (depending on selected method) and are billed 1 quarter or month in advance. By using the last day of the previous billing period, Genus is not taking into consideration any upcoming deposits or withdrawals, unless the withdrawal is pursuant to a termination of the relationship, in which case a pro-rata refund will be issued. Once the calculation is made, we will instruct your account custodian to deduct the fee from your account and remit it to the firm.

It is the responsibility of the client to verify the accuracy of all fee calculations. The client may terminate the investment advisory contract by notifying Genus in writing at its principal place of business.

The advisory agreement may be modified as mutually agreed upon in writing. The agreement is terminable by you at any time. The agreement is not assignable by Genus without the advance written consent of the client.

Wealth Transfer Planning and Family Office

The payment of the flat fee is billed up front at the time of engagement. On each yearly anniversary of the agreement, the next year's fee shall be negotiated and billed. The client has the option to pay Genus directly or designate an account from which the fee can be debited directly.

C. Other Fees

Mutual Funds

All fees paid to Genus for investment advisory services are separate and distinct from the fees and expenses charged by underlying investments such as mutual funds. In the case of mutual funds, these fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. Expenses of a fund, including management fees payable to the mutual fund manager, will not appear as transaction fees on a client's statement, as they are deducted from the value of the shares by the mutual fund manager. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a fund directly, without the services of Genus. In that case, the client would not receive the services provided by Genus which are designed, among other things, to assist the client in determining which fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and the fees charged by Genus to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided. Genus can provide or direct you to a copy of the prospectus for any fund that we recommend to you.

Other Fees

There are a number of other fees that can be associated with holding and investing in securities. You will be responsible for fees including transaction fees for the purchase or sale of other securities, including commissions for the purchase or sale of a stock or exchange traded fund, or fees charged by independent managers, though these fees are not paid to Genus or any principal thereof. There also may be fees associated with the custody of assets.

Please make sure to read Item 12 of this informational brochure, where we discuss broker-dealer and custodial issues.

D. *Pro-rata* Fees

If you become a client during a billing period, you will pay a management fee for the number of days left in that billing period (which could be the remainder of a month or a quarter, depending upon the custodian chosen and other factors). If you terminate our relationship during a billing period, you will be entitled to a refund of any management fees for the remainder of the billing period. Once your notice of termination is received, we will refund the unearned fees to you in whatever way you direct (check, wire back to your account).

E. Compensation for the Sale of Securities

To permit clients to have access to as many investment solutions as possible, certain professionals of Genus are registered representatives of Purshe Kaplan Sterling Investments (“PKS”), a FINRA member broker-dealer. The relationship with PKS allows these professionals to provide additional products to clients’ portfolios that would not otherwise be available. Because PKS supervises the activities of these professionals as registered representatives of PKS, the relationship may be deemed material. However, PKS is not affiliated with Genus or considered a related party. PKS does not make investment decisions for client accounts. Registered representative status enables these professionals to receive customary commissions for the sales of various securities, including those he recommends to clients. Commissions charged for these products will not offset management fees owed to Genus.

Receipt of commissions for investment products that are recommended to clients gives rise to a conflict of interest for the representative, in that the individual who will receive the commissions is also the individual that is recommending that the client purchase a given product. This conflict is disclosed to clients verbally and in this brochure. Clients are advised that they may choose to implement any investment recommendation through another broker-dealer that is not affiliated with Genus. Genus attempts to mitigate this conflict by requiring that all investment recommendations have a sound basis for the recommendation, and by requiring employees to acknowledge their fiduciary responsibility toward each client.

Item 6: Performance-Based Fees

Genus will not charge performance based fees.

Item 7: Types of Clients

Genus clients include the individuals, families, trusts, and estates and accounts have a minimum account size of \$100,000.

Genus can waive the minimum amount requirements at their sole discretion.

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

When a client engages the Firm to provide asset management services, we will review a client’s portfolios, discuss the client’s investment objectives and risk tolerance as well as any potential investment restrictions, and plan a transition for the client’s assets from their current accounts to accounts managed by the firm.

At times, Genus will find and recommend a third party manager for the client. These managers are selected for a specific niche of expertise they provide and whose overall benefit Genus believes will fit the needs of the client best.

In selecting managers for recommendation, Genus considers the specific expertise of the manager, the background and prior experience of each portfolio manager, the manager’s regulatory history and filings, the experiences of other investors, the overall track record for various investment cycles, the potential opportunity for the asset class, and how the particular manager’s anticipated portfolio will fit

into the client's overall financial circumstances. Once a manager is included in a client portfolio, Genus monitors that client's performance and business operations with the goal of anticipating manager failures, sub-quality performance, or faulty risk management.

Additionally, part of the Genus process may include, where appropriate, involving multiple generations in order to facilitate family financial planning. This can increase the financial education of the later generations and manage expectations. However, potential for conflicts of interest exist with the exchange of intergenerational information. Genus attempts to minimize these conflicts by treating each household as its own fiduciary relationship. Information can only be shared across generations with each household's consent.

Transitioning Accounts

As assets are transitioned from a client's prior advisers to Genus, there may be securities and other investments that do not fit within the asset allocation strategy selected for the client. Accordingly, these investments will need to be sold in order to reposition the portfolio into the asset allocation strategy selected by Genus. However, this transition process may take some time to accomplish. Some investments may not be unwound for a lengthy period of time for a variety of reasons that may include unwarranted low share prices, restrictions on trading, contractual restrictions on liquidity, or market-related liquidity concerns. In some cases, there may be securities or investments that are never able to be sold. In the event an investment in a client account is unable to be unwound for a period of time, Genus will monitor the investment as part of its services to the client.

Risk of Loss

There are always risks to investing. Clients should be aware that all investments carry various types of risk, including the potential loss of principal that clients should be prepared to bear. It is impossible to name all possible types of risks. Among the risks are the following:

- **Political Risks.** Most investments have a global component, even domestic stocks. Political events anywhere in the world may have unforeseen consequences to markets around the world.
- **General Market Risks.** Markets can, as a whole, go up or down on various news releases or for no understandable reason at all. This sometimes means that the price of specific securities could go up or down without real reason, and may take some time to recover any lost value. Adding additional securities does not help to minimize this risk since all securities may be affected by market fluctuations.
- **Strategy Risk.** When investments are made through a strategy, rather than individualized investment considerations, there is always the possibility that individualized investment choices would have produced a more positive result for a client than an approach where investments are made for a group of individuals with common characteristics.
- **Currency Risk.** When investing in another country using another currency, the changes in the value of the currency can change the value of your security value in your portfolio.
- **Regulatory Risk.** Changes in laws and regulations from any government can change the value of a given company and its accompanying securities. Certain industries are more susceptible to government regulation. Changes in zoning, tax structure or laws impact the return on these investments.
- **Tax Risks Related to Short Term Trading:** Clients should note that Genus may engage in short-term trading transactions. These transactions may result in short term gains or losses for federal and state tax purposes, which may be taxed at a higher rate than long term strategies. Genus endeavors to invest client assets in a tax efficient manner, but all clients are advised to consult with their tax professionals regarding the transactions in client accounts.

- **Purchasing Power Risk.** Purchasing power risk is the risk that your investment's value will decline as the price of goods rises (inflation). The investment's value itself does not decline, but its relative value does, which is the same thing. Inflation can happen for a variety of complex reasons, including a growing economy and a rising money supply.
- **Business Risk.** This can be thought of as certainty or uncertainty of income. Management comes under business risk. Cyclical companies (like automobile companies) have more business risk because of the less steady income stream. On the other hand, fast food chains tend to have steadier income streams and therefore, less business risk.
- **Financial Risk.** The amount of debt or leverage determines the financial risk of a company.
- **Default Risk.** This risk pertains to the ability of a company to service their debt. Ratings provided by several rating services help to identify those companies with more risk. Obligations of the U.S. government are said to be free of default risk.
- **Information Risk:** All investment professionals rely on research in order to make conclusions about investment options. This research is always a mix of both internal (proprietary) and external (provided by third parties) data and analyses. Even an adviser who says they rely solely on proprietary research must still collect data from third parties. This data, or outside research is chosen for its perceived reliability, but there is no guarantee that the data or research will be completely accurate. Failure in data accuracy or research will translate to a compromised ability by the adviser to reach satisfactory investment conclusions.
- **Risks specific to sub-advisors and other managers.** If we invest some of your assets with another advisor, including a private placement, there are additional risks. These include risks that the other manager is not as qualified as we believe them to be, that the investments they use are not as liquid as we would normally use in your portfolio, or that their risk management guidelines are more liberal than we would normally employ.
- **Short Sales.** "Short sales" are a way to implement a trade in a security Genus feels is overvalued. In a "long" trade, the investor is hoping the security increases in price. Thus in a long trade, the amount of the investor's loss (without margin) is the amount paid for the security. In a short sale, the investor is hoping the security decreases in price. However, unlike a long trade where the price of the security can only go from the purchase price to zero, in a short sale, the price of the security can go infinitely upwards. Thus in a short sale, the potential for loss is unlimited and unknown, where the potential for loss in a long trade is limited and knowable. Genus utilizes short sales only when the client's risk tolerances permit.
- **Options.** The use of options transactions as an investment strategy involves a high level of inherent risk. Although the intent of many of the options-related transactions implemented by Genus is to hedge against principal risk, certain of the options-related strategies (i.e., straddles, short positions, etc.), may in and of themselves, produce principal volatility and/or risk. Thus, a client must be willing to accept these enhanced volatility and principal risks associated with such strategies. In light of these enhanced risks, client may direct Genus, in writing, not to employ any or all such strategies for his/her/their/its accounts. Clients participating in the Options Strategy should *carefully* consider all information regarding the strategy and its risks prior to participating.
- **Information Risk.** All investment professionals rely on research in order to make conclusions about investment options. This research is always a mix of both internal (proprietary) and external (provided by third parties) data and analyses. Even an adviser who says they rely solely on proprietary research must still collect data from third parties. This data, or outside research is chosen for its perceived reliability, but there is no guarantee that the data or research will be completely accurate. Failure in data accuracy or research will translate to a compromised ability by the adviser to reach satisfactory investment conclusions.
- **Small Companies.** Some investment opportunities in the marketplace involve smaller issuers. These companies may be starting up, or are historically small. While these companies sometimes have potential for outsized returns, they also have the potential for losses because the reasons the company is

small are also risks to the company's future. For example, a company's management may lack experience, or the company's capital for growth may be restricted. These small companies also tend to trade less frequently than larger companies, which can add to the risks associated with their securities because the ability to sell them at an appropriate price may be limited as compared to the markets as a whole. Not only do these companies have investment risk, if a client is invested in such small companies and requests immediate or short term liquidity, these securities may require a significant discount to value in order to be sold in a shorter time frame.

- **Tax Risk.** Many investment decisions are made while considering the potential tax ramifications of a trade, strategy, or investment approach. Genus recommends that all clients seek their own professional tax advisors to review their trading activity and investment strategies to ensure the most favorable tax treatment for their individual circumstances.
- **Concentration Risk.** While Genus selects individual equities and bonds for client portfolios based on an individualized assessment of each security, this evaluation comes without an overlay of general economic or sector specific issue analysis. This means that a client's equity portfolio may be concentrated in a specific sector, geography, or sub-sector (among other types of potential concentrations), so that if an unexpected event occurs that affects that specific sector or geography, for example, the client's equity portfolio may be affected negatively, including significant losses.
- **Transition risk.** As assets are transitioned from a client's prior advisers to Genus there may be securities and other investments that do not fit within the asset allocation strategy selected for the client. Accordingly, these investments will need to be sold in order to reposition the portfolio into the asset allocation strategy selected by Genus. However, this transition process may take some time to accomplish. Some investments may not be unwound for a lengthy period of time for a variety of reasons that may include unwarranted low share prices, restrictions on trading, contractual restrictions on liquidity, or market-related liquidity concerns. In some cases, there may be securities or investments that are never able to be sold. The inability to transition a client's holdings into recommendations of Genus may adversely affect the client's account values, as Genus's recommendations may not be able to be fully implemented.
- **Restriction Risk.** Clients may at all times place reasonable restrictions on the management of their accounts. However, placing these restrictions may make managing the accounts more difficult, thus lowering the potential for returns.
- **Risk specific to private placements.** If all or a portion of a client's assets are invested in a private placement, there are additional risks. These include risks that the investment strategy of the private placement may not be as specific to your needs as a separately managed account (because the assets are pooled with other investors). Investors in a private placement may not have access to the same liquidity as in a separately managed account. Risk management guidelines may also be more liberal than we would normally employ. Valuation of the underlying assets may be less frequent and much more subjective. For a more complete discussion of risks associated with a private placement, clients interested in having assets invested in a private placement should refer to the fund's private placement memorandum.
- **Risks Related to Investment Term & Liquidity.** Securities do not follow a straight line up in value. All securities will have periods of time when the current price of the security is not an accurate measure of its value. If you require us to liquidate your portfolio during one of these periods, you will not realize as much value as you would have had the investment had the opportunity to regain its value. Further, some investments are made with the intention of the investment appreciating over an extended period of time. Liquidating these investments prior to their intended time horizon may result in losses.
- **Algorithms and Models.** When an investment manager develops a mathematical algorithm that identifies trigger points for the purpose of indicating a "buy" or "sell" signal, these trigger points are limited in that they are based on solely the data input into the algorithm. There is an unlimited amount of data that can be considered in making any given decision as to whether to buy or sell any given security. An algorithm, by design, ignores some data in favor of others. There is a risk that the data

selected for the algorithm will not create a positive result, whereas other data, had it been considered, may do so.

- **REITs.** Genus may recommend that portions of client portfolios be allocated to real estate investment trusts, otherwise known as “REITs”. A REIT is an entity, typically a trust or corporation, that accepts investments from a number of investors, pools the money, and then uses that money to invest in real estate through either actual property purchases or mortgage loans. While there are some benefits to owning REITs, which include potential tax benefits, income and the relatively low barrier to invest in real estate as compared to directly investing in real estate, REITs also have some increased risks as compared to more traditional investments such as stocks, bonds, and mutual funds. First, real estate investing can be highly volatile. Second, the specific REIT chosen may have a focus such as commercial real estate or real estate in a given location. Such investment focus can be beneficial if the properties are successful, but lose significant principal if the properties are not successful. REITs may also employ significant leverage for the purpose of purchasing more investments with fewer investment dollars, which can enhance returns but also enhances the risk of loss. The success of a REIT is highly dependent upon the manager of the REIT. Clients should ensure they understand the role of the REIT in their portfolio.
- **MLPs.** Genus may recommend that portions of client portfolios be allocated to master limited partnerships, otherwise known as “MLPs”. An MLP is a publicly traded entity that is designed to provide tax benefits for the investor. In order to preserve these benefits, the MLP must derive most, if not all, of its income from real estate, natural resources and commodities. While MLPs may add diversification and tax favored treatment to a client’s portfolio, they carry significant risks beyond more traditional investments such as stocks, bonds and mutual funds. One such risk is management risk-the success of the MLP is dependent upon the manager’s experience and judgment in selecting investments for the MLP. Another risk is the governance structure, which means the rules under which the entity is run. The investors are the limited partners of the MLP, with an affiliate of the manager typically the general partner. This means the manager has all of the control in running the entity, as opposed to an equity investment where shareholders vote on such matters as board composition. There is also a significant amount of risk with the underlying real estate, resources or commodities investments. Clients should ask Genus any questions regarding the role of MLPs in their portfolio.
- **Legacy Investments.** Clients whose assets are transitioned from prior advisors may bring assets with them that are not able to be sold. While Genus will consider these assets in portfolio management, performance of such assets is beyond Genus’s control.

Item 9: Disciplinary Information

There are no disciplinary items to report.

Item 10: Other Financial Industry Activities and Affiliations

A. Broker-dealer

Neither Genus nor any of its employees is registered or has a registration pending as a broker-dealer.

B. Futures Commission Merchant/Commodity Trading Advisor

Neither the principals of Genus, nor any related persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

C. Relationship with Related Persons

Camelot Portfolios LLC

Certain owners of Genus are also owners of Camelot Portfolios LLC (“Camelot”). When a Genus advisor allocates client assets to a separate manager, including an affiliated manager such as Camelot, fees payable to such managers are separate from, and in addition to, fees payable to Genus. This means that the overall fees to Genus and these managers may be significantly higher than if Genus had managed the assets directly. Genus will consider these fees in its decision to recommend the use of any third party manager, including Camelot. Genus has a conflict of interest because Genus has the incentive to refer clients to Camelot, because the owners of those firms are also owners of Genus, and therefore are likely to receive greater overall compensation if assets are allocated to their respective affiliated firms as opposed to a different third party manager or in-house management. Individual investment adviser representatives may also receive greater compensation for allocating assets to affiliated managers than to other non-affiliated managers. This conflict of interest is disclosed to clients verbally and in this brochure. Genus also attempts to mitigate the conflict of interest by requiring employees to acknowledge the firm’s Code of Ethics, their individual fiduciary duty to the clients of Genus, which requires that employees put the interests of clients ahead of their own.

OneAscent Investment Solutions LLC

Certain owners of Genus are also owners of OneAscent Investment Solutions LLC (“OAIS”). When a Genus advisor allocates client assets to a separate manager, including an affiliated manager such as OAIS, fees payable to such managers are separate from, and in addition to, fees payable to Genus. This means that the overall fees to Genus and these managers may be significantly higher than if Genus had managed the assets directly. Genus will consider these fees in its decision to recommend the use of any third party manager, including OAIS. Genus has a conflict of interest because Genus has the incentive to refer clients to OAIS, because the owners of those firms are also owners of Genus, and therefore are likely to receive greater overall compensation if assets are allocated to their respective affiliated firms as opposed to a different third party manager or in-house management. Individual investment adviser representatives may also receive greater compensation for allocating assets to affiliated managers than to other non-affiliated managers. This conflict of interest is disclosed to clients verbally and in this brochure. Genus also attempts to mitigate the conflict of interest by requiring employees to acknowledge the firm’s Code of Ethics, their individual fiduciary duty to the clients of Genus, which requires that employees put the interests of clients ahead of their own.

OneAscent Financial Services LLC

OneAscent Financial Services LLC is an affiliate of Genus through common ownership. This may create a conflict of interest, as Genus may have an incentive to recommend OneAscent Financial Services LLC’s proprietary investment strategies based on compensation received rather than the client’s needs. We attempt to mitigate this conflict by requiring that all investment recommendations have a sound basis for the recommendation, and by requiring employees to acknowledge their fiduciary responsibility toward each client.

Insurance

Certain professionals of Genus are separately licensed as independent insurance agents. As such, these professionals may conduct insurance product transactions for Genus clients, in their capacity as licensed insurance agents, and will receive customary commissions for these transactions in addition to any compensation received in his capacity as employees of Genus. Commissions from the sale of insurance products will not be used to offset or as a credit against advisory fees. These professionals therefore have incentive to recommend insurance products based on the compensation to be received, rather than on a client's needs. The receipt of additional fees for insurance commissions is therefore a conflict of interest, and clients should be aware of this conflict when considering whether to engage Genus or utilize these professionals to implement any insurance recommendations. Genus attempts to mitigate this conflict of interest by disclosing the conflict to clients, and informing the clients that they are always free to purchase insurance products through other agents that are not affiliated with Genus, or to determine not to purchase the insurance product at all. Genus also attempts to mitigate the conflict of interest by requiring employees to acknowledge in the firm's Code of Ethics, their individual fiduciary duty to the clients of Genus, which requires that employees put the interests of clients ahead of their own.

D. Recommendations of other Advisers

See Item 4 with regard to discussion of OneAscent Investment Solutions LLC and Camelot Portfolios LLC.

Please see Item 8 regarding Third Party Managers in general.

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

A. A copy of our Code of Ethics is available upon request. Our Code of Ethics includes discussions of our fiduciary duty to clients, political contributions, gifts, entertainment, and trading guidelines.

B. Not applicable. Genus does not recommend to clients that they invest in any security in which Genus or any principal thereof has any financial interest.

C. On occasion, an employee of Genus may purchase for his or her own account securities which are also recommended for clients. Our Code of Ethics details rules for employees regarding personal trading and avoiding conflicts of interest related to trading in one's own account. To avoid placing a trade before a client (in the case of a purchase) or after a client (in the case of a sale), all employee trades must be reviewed by the Compliance Officer. All employee trades must either take place in the same block as a client trade or sufficiently apart in time from the client trade so the employee receives no added benefit. Employee statements are reviewed to confirm compliance with the trading procedures.

D. On occasion, an employee of Genus may purchase for his or her own account securities which are also recommended for clients at the same time the clients purchase the securities. Our Code of Ethics details rules for employees regarding personal trading and avoiding conflicts of interest related to trading in one's own account. To avoid placing a trade before a client (in the case of a purchase) or after a client (in the case of a sale), all employee trades must be reviewed by the Compliance Officer.

All employee trades must either take place in the same block as a client trade or sufficiently apart in time from the client trade so the employee receives no added benefit. Employee statements are reviewed to confirm compliance with the trading procedures.

Item 12: Brokerage Practices

A. Recommendation of Broker-Dealer

Genus recommends that investment accounts be held in custody by the Schwab Institutional division of Charles Schwab & Co., Inc. ("Schwab"), Fidelity Institutional Wealth Services, Inc. ("Fidelity"), or Folio Institutional, a FINRA registered broker-dealer ("Folio"). Schwab, Fidelity and Folio offer enhanced services to independent investment advisors. These services include custody of securities, trade execution platforms, and access to research not available to the general public. All recommended broker-dealer/custodians are wholly independent from Genus. It is expected that most, if not all, transactions in a given client account will be cleared through the custodian of that account in its capacity as a broker-dealer.

Genus recommends broker-dealers to its clients based on a variety of factors. These include, but are not limited to, commission costs. However, in choosing a broker-dealer or custodian to recommend, we are most concerned with the value the client receives for the cost paid, not just the cost. The broker-dealers we recommend add value beyond commission cost. Other factors that may be considered in determining overall value include speed and accuracy of execution, financial strength, knowledge and experience of staff, research and service. The broker-dealers we recommend also have arrangements with many mutual funds that enable us to purchase these mutual funds for client accounts at reduced transaction charges (as opposed to other broker-dealers). Genus re-evaluates the use of its recommended broker-dealers at least annually to determine if they are still the best value for our clients.

The broker-dealers we recommend may provide us with some non-cash benefits (not available to retail customers) in return for placing client assets with them or executing trades through them. Such non-cash benefits are referred to as "soft dollars". Currently, these benefits come in the form of investment research and sponsored attendance at various investment seminars. We may also receive such items as investment software, books and research reports. These products, services, or educational seminars are items that will play a role in determining how to invest client accounts. If there is any item that has a multi-use aspect, mixed between investment and non-investment purposes, Genus will determine a reasonable allocation of investment to non-investment use and soft dollars will be allocated only to the investment portion of the product (and we will pay the remaining cost). Genus receives a benefit from these services, as otherwise we would be compiling the same research ourselves. This may cause us, or another adviser, to want to place more client accounts with a broker-dealer/custodian, solely because of these added benefits. However, the value to all of our clients of these benefits is included in our evaluation of custodians. Products and services received via soft dollars will generally be used for the benefit of all clients. However, it is possible that a given client's trades will generate soft dollars that acquire products and/or services that are not ultimately utilized for that same client's account. Soft dollars provide additional value, and are accordingly considered in determining which broker-dealer or custodian to utilize as part of our best execution analysis.

We do not consider whether any other broker-dealer/custodian refers clients to Genus as part of our evaluation of these broker-dealers.

B. Aggregating Trades

While not typically the case with the custodians recommended by Genus, commission costs per client may be lower on a particular trade if all clients in whose accounts the trade is to be made are executed at the same time. This is called aggregating trades. Instead of placing a number of trades for the same security for each account, we will, when appropriate, executed one trade for all accounts and then allocate the trades to each account after execution. If an aggregate trade is not fully executed, the securities will be allocated to client accounts on a *pro rata* basis, except where doing so would create an unintended adverse consequence (For example, if a *pro rata* division would result in a client receiving a fraction of a share, or a position in the account of less than 1%.)

Item 13: Review of Accounts

All accounts will be reviewed by a senior professional on at least an annual basis. However, it is expected that market conditions, changes in a particular client's account, or changes to a client's circumstances will trigger a review of accounts.

The annual report in writing provided by Genus is intended to review asset allocation. All clients will receive statements and confirmations of trades directly from their account custodian.

Item 14: Client Referrals and Other Compensation

A. Economic Benefit Provided by Third Parties for Advice Rendered to Client.

Please refer to Item 12, where we discuss recommendation of Broker-Dealers.

B. Compensation to Non-Advisory Personnel for Client Referrals.

Clients may be introduced to Genus via other third parties. In the event that Genus compensates any party for the referral of a client to Genus, any such compensation will be paid by Genus, and not the client. If the client is introduced to Genus by an unaffiliated third party, that third party will disclose to the client the referral arrangement with Genus, including the compensation for the referral, and provide the client a copy of Genus's ADV Part 2A and 2B. The referral source will also provide a written disclosure to the client regarding the relationship between Genus and the referral source, including the fact that referral fees will be paid.

Item 15: Custody

For asset management clients, Genus deducts fees from client accounts, but would not have custody of client funds otherwise. Clients will receive statements directly from the custodian, and copies of all trade confirmations directly from the custodian.

Clients whose fees are directly debited will provide written authorization to debit advisory fees from their accounts held by a qualified custodian chosen by the client. The client will also receive a statement from their account custodian showing all transactions in their account, including the fee.

We encourage clients to carefully review the statements and confirmations sent to them by their custodian, and to compare the information with any information or report prepared by Genus against the

information in the statements provided directly from their account custodian. Please alert us of any discrepancies.

Item 16: Investment Discretion

When Genus is engaged to provide asset management services on a discretionary basis, we will monitor your accounts to ensure that they are meeting your asset allocation requirements. If any changes are needed to your investments, we will make the changes. These changes may involve buying or selling a security or group of investments, keeping the proceeds in cash, and hiring or firing outside managers. You may at any time place restrictions on the types of investments we may use on your behalf, or on the allocations to each security type. You may receive at your request written or electronic confirmations from your account custodian after any changes are made to your account. You will also receive monthly statements from your account custodian. Clients engaging us on a discretionary basis will be asked to execute a Limited Power of Attorney (granting us the discretionary authority over the client accounts) as well as an Investment Management Agreement that outlines the responsibilities of both the client and Genus.

Item 17: Voting Client Securities

Copies of our Proxy Voting Policies are available upon request.

From time to time, shareholders of stocks, mutual funds, exchange traded funds or other securities may be permitted to vote on various types of corporate actions. Examples of these actions include mergers, tender offers, or board elections. Genus will vote proxies on behalf of its clients.

Item 18: Financial Information

Genus does not require the prepayment of fees more than six (6) months or more in advance and therefore has not provided a balance sheet with this brochure.

There are no material financial circumstances or conditions that would reasonably be expected to impair our ability to meet our contractual obligations to our clients.