

# Triad Advisors, LLC

## Third-Party Investment Management Consulting Services Program Wrap Fee Brochure

SEC File No. 801- 55518

5155 Peachtree Parkway, Norcross GA 30092

770-840-6042

<http://www.com>

December 4, 2020

**This Third-Party Investment Management Consulting Services Program Wrap Fee Brochure provides clients with information about the qualifications and business practices of Triad Advisors, LLC (“Triad”). If you have any questions about the contents of this brochure, please contact us at [www.com](http://www.com) or 770-840-6042. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.**

Triad is a dually registered investment adviser and broker-dealer. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information about which you determine to hire or retain an adviser. We encourage you to review this brochure carefully prior to becoming a client of Triad, and if you are already a client, to review all future updates or notices of changes to this brochure as they occur.

Additional information about Triad is also available on the SEC’s website at <https://adviserinfo.sec.gov>. Information regarding Triad’s activities as a broker-dealer can also be found at <https://brokercheck.finra.org>. You can locate the information using our CRD Number, 25803.

Our investment advisory services are performed through individuals called “investment adviser representatives,” most of whom are registered with one or more state securities regulatory agencies. Registration does not imply any level of skill or training. We encourage you to review information about those individuals who provide or offer to provide services to you, which can be found in a supplement to this brochure. Many of those same individuals are also “registered broker-dealer representatives” of Triad, meaning they are properly authorized to conduct certain broker-dealer-related activity. The two websites referred to above also provide information about any persons affiliated with Triad who are registered, or are required to be registered, as investment adviser representatives or registered broker-dealer representatives of Triad.

If you are a client, or are considering becoming a client, of a registered investment adviser other than Triad that participates in the wrap fee program discussed in this brochure, you are encouraged to review the disclosure brochure of the other investment adviser as well as this brochure.

## Material Changes

This Third-Party Investment Management Consulting Services Program Wrap Fee Brochure (“Third-Party Consulting Brochure”) is prepared according to the SEC rules. This section summarizes specific material changes that have been made to the brochure.

Pursuant to the amended SEC Rules, within 120 days of the close of our firm’s fiscal year (December 31<sup>st</sup>), we will deliver either:

1. a copy of the current (updated) Third Party Consulting Brochure that includes or is accompanied by the summary of material changes, or
2. a summary of material changes that includes an offer to provide a copy of the current (updated) Third Party Consulting Brochure.

We may further provide other ongoing disclosure information about material changes as necessary as well as provide you with a new Third Party Consulting Brochure as necessary based on changes or new information, at any time, without charge.

Please notify your investment adviser representative if there have been any changes to your financial situation, your objectives, or if you would like to place or modify any reasonable restrictions in the management of your account. Currently, our full Third-Party Consulting Brochure, which includes detailed information on the changes summarized below may be requested by contacting your investment adviser representative or our Compliance Department at 770-840-6042 or [compliance@triad-advisors.com](mailto:compliance@triad-advisors.com).

### **Material Changes Since the Last Update – Third-Party Consulting Wrap Brochure**

Triad Advisors, LLC filed its last annual amendment to its Third-Party Wrap Brochure on March 28, 2019. Since then, the following changes have occurred:

- There have been changes to the direct owner of Triad Advisors, Inc. that are disclosed in the section Advisory Business and the section Other Financial Industry Activities and Affiliations.

## Table of Contents

Material Changes.....	2
Material Changes Since the Last Update – Third-Party Consulting Wrap Brochure.....	2
Table of Contents .....	3
Services, Fees and Compensation.....	4
Advisory Services .....	4
Execution of Trades.....	7
Custody .....	7
Fees and Compensation.....	7
Other Compensation and Conflicts of Interest.....	8
Other Charges and Fees Paid by Clients .....	9
Comparison Cost of Service .....	10
Account Requirements and Types of Clients.....	10
Account Requirements .....	10
Types of Clients.....	11
Portfolio Manager Selection and Evaluation.....	11
No Performance-Based Fees.....	12
Methods of Analysis, Investment Strategies and Risk .....	12
Types of Investments and Risks .....	13
Risks Associated with Particular Investments.....	14
Voting Client Securities .....	16
Client Information Provided to Managers.....	16
Client Contact with Portfolio Managers .....	17
Additional Information.....	17
Disciplinary Information .....	17
Other Financial Industry Activities and Affiliations.....	17
Code of Ethics .....	21
Participation or Interest in Client Transactions and Personal Trading .....	22
Review of Accounts.....	24
Client Referrals and Other Compensation .....	25
Financial Information.....	29

## Services, Fees and Compensation

Clients and prospective clients should read and consider the information contained in this brochure. There is no assurance that the objectives of any client will be achieved.

### Advisory Services

Triad is an SEC-registered investment adviser and broker-dealer. Established in 1998, Triad is owned by Advisor Group Holdings, Inc., which is owned primarily by a consortium of investors through RCP Artemis Co-Invest, L.P., an investment fund affiliated with Reverence Capital Partners LLC. The consortium of investors includes, RCP Genpar Holdco LLC, RCP Genpar L.P., RCP Opp Fund II GP, L.P., and The Berliniski Family 2006 Trust.

Each client has an investment adviser representative. Investment adviser representatives are frequently also broker-dealer representatives of Triad, which means that they are also licensed to sell or offer securities products to clients. In addition, the investment adviser representative that is providing or will provide service to you either is an advisory representative of Triad or is an advisory representative of an independently registered investment adviser.

If your investment adviser representative is a Triad investment adviser representative, Triad is providing advisory services to you in addition to brokerage and program services, as described in this brochure. If your investment adviser representative is acting as a representative of an independently registered investment adviser, that independently registered investment adviser is providing advisory services to you, and you will receive a disclosure brochure from that firm. For the purposes of this document, the term “Advisory Firm” refers to either Triad or the independently registered investment adviser, whichever is providing advisory services to you.

Clients who wish to participate in one or more of the third-party investment management consulting programs described in this brochure generally enter into an Investment Advisory Agreement (“Advisory Agreement”) with the Advisory Firm or a similar agreement directly with the third-party investment manager (“Manager”). The applicable agreement will set forth which Advisory Firm and/or Manager is providing consulting services to you. The consulting services that the Advisory Firm and investment adviser representative provides in connection with a particular program are described in the Advisory Agreement.

The client’s selection of a Manager will not be effective until the client is accepted by the Manager. The client’s agreement with the Manager sets forth the terms and conditions under which the client’s accounts are managed by the Manager or by third-party portfolio managers made available through the Manager.

Triad currently offers the third-party programs described in this brochure. Other programs may be added to this list at Triad’s discretion. Similarly, Triad may remove a program from this list at any time.

### ***Private Managed Accounts (“PMA”)***

Triad’s PMA partners provide direct access to third party asset managers. These Managers deliver a variety of investment styles ranging from niche specialists to strategic asset allocation to quantitative and tactically managed portfolios. Management may include individual securities, ETFs, mutual funds, option or alternative investment products.

### ***Ladenburg Thalmann Asset Management (“LTAM”)***

LTAM offers the following solutions: Investment Consulting Services (“ICS”), the LAMP Program and the LAMP - Managed Annuity Program & 401K Retirement Platforms.

### ***Turnkey Asset Management Programs (“TAMP”)***

TAMPs offer multiple investment options to meet a wide variety of needs. These platforms may include access to separately managed account strategies, multi-managed accounts, advisor-directed unified managed accounts, and model-driven strategists. Account analytics, research, proposal generation, form selection, investment management and reporting are typically available through these solutions. Triad may add or remove a program from this list at any time.

#### ***TAMP Participating Firms:***

*SEI Investments Management Corporation*

*Envestnet*

*AssetMark*

*Matson Money*

Before recommending that a client participate in one or more of the programs described in this brochure, the client's investment adviser representative will gather information relevant to the client's needs. For example, clients inform their investment adviser representatives of the investment objectives, risk tolerance, investment time horizon, and any investment policies, guidelines, or reasonable restrictions applicable to the assets they designate for investment. Based on the information provided, the investment adviser representative assists the client in selecting one or more Managers to provide discretionary management services for the client's account from those available through one of the programs described in this brochure.

Any restrictions on the management of an account imposed by a client may cause the investment adviser representative to deviate from the recommendations that the investment adviser representative would otherwise make with respect to the account. The investment adviser representative may provide additional consulting services in connection with particular Managers. For example, a Manager may offer clients a variety of investment strategies or may offer clients access to other third-party portfolio managers. In those cases, the investment adviser representative will assist the client in selecting an investment strategy or specific Managers. The investment adviser representative may also assist the client in allocating assets among strategies or Managers. In the TAMP program, an investment adviser representative may be acting as a solicitor to the third-party portfolio manager.

Whenever a client selects the services of a third-party Manager, the client will receive a disclosure brochure similar to this one describing the Manager and the services it provides. The client may also receive a disclosure brochure or a brochure supplement describing each individual portfolio manager selected. Clients should read these disclosure brochures carefully before deciding whether to select a manager or a particular individual portfolio manager.

The client typically grants discretion to the Manager in a separate agreement between the client and the Manager. Triad may assist clients by recommending that assets be allocated among multiple Managers, but Triad does not have discretion to select the Manager or to allocate or re-allocate the client's assets. The Manager may also have discretion in choosing or removing client assets from one third-party portfolio Manager to another.

### **Execution of Trades**

Triad will generally act as broker-dealer for all third-party management programs described in this brochure with the exception of TAMP. In TAMP, execution of trades will be per the terms of the participating program sponsor. For more information on these brokerage services, see the section titled "Brokerage Practices" below.

### **Custody**

An unaffiliated entity acts as custodian for the clients' accounts. The custodian is named in the client's agreement with Triad or the Manager, as applicable. National Financial Services, LLC ("NFS") will act as custodian for all of the programs with the exception of TAMP. In TAMP, the custodian will be chosen per the terms of the participating program sponsor.

Triad is deemed to have custody of client funds and securities because of the advisory fee deduction authority granted by clients in the investment advisory agreement and in certain asset movement authorizations granted to Triad. These authorizations allow for Triad to direct the qualified custodian to transfer assets between related and unrelated accounts at the qualified custodian, as well as to transfer assets to third parties via standing letters of authorization. The custodian will send to you, at least quarterly, an account statement identifying the amount of funds and each security in the account at the end of period and setting forth all transactions in the account during that period including the amount of advisory fees paid directly to us.

As described under "Review of Accounts", we may provide to you reports we prepare regarding your portfolio. You are encouraged to review these reports and compare them against reports received from the independent custodian that services your advisory account. You should immediately inform us of any discrepancy noted between the custodian records and the reports you receive from us. Discrepancies may occur because of reporting dates, accrual methods of interest and dividends and other factors. The custodial statements received are the official record of your accounts maintained with the qualified custodian for tax purposes. Any account information provided by Triad or your investment adviser representative is for informational purposes only.

### **Fees and Compensation**

The client pays a quarterly wrap fee which is calculated based on a percentage of the value of the client's account. In the PMA and LTAM programs, the wrap fee covers the consulting and advisory services provided by the Advisory Firm, the

investment adviser representatives, the Manager, the portfolio manager, program administrative services, execution of transactions and custodial services provided by the selected custodian (unless otherwise agreed between the custodian and the client). Execution services are provided by Triad for most accounts in the programs described in this brochure (see “Execution of Trades” above). Triad’s charges for these services are asset-based and range from 3 to 45 basis points, (i.e., between 0.03% and 0.45% of assets), depending on the account value and the Manager. For PMA accounts, fees are payable quarterly or monthly in advance, and are automatically deducted from the account pursuant to the applicable agreement. Generally, for accounts on margin, management fees are calculated based on the net equity of the account, which is the value of cash and securities minus the amount of margin debt.

In some cases, the fee that the client pays to the Manager will be set forth in the client’s separate agreement with the Manager. In those cases, the wrap fee will be equal to the fee charged by your Advisory Firm plus the fee charged by the Manager. For more information, see the disclosure document provided by the Manager.

In TAMP accounts, the billing procedure will be disclosed per the terms of the participating program sponsor’s advisory agreement and disclosure brochure.

The maximum annual wrap fee is 2.75%. The fee is negotiable based on a variety of factors, such as size and type of account, complexity, range of services utilized, etc. The fee may be a fixed annual percentage or a percentage that varies based upon the account value. The schedule of fees will vary depending on the Manager. When a varying percentage fee is used, the fee is charged at the rate that corresponds to the asset value range in which billable asset values fall. Please review the applicable client agreement for the availability of each fee option.

The applicable agreement will describe a procedure for terminating the agreement. If fees are paid in advance and the agreement is terminated, the applicable agreement will also describe how unearned prepaid fees will be refunded.

### ***Fees That Clients May Pay in Addition to the Wrap Fee***

#### ***Certain Performance Reporting Fees***

The investment adviser representative may provide certain clients with quarterly performance reports and may charge a quarterly fee for these reports in addition to the wrap fee. The investment adviser representative will provide clients to be charged this fee with additional information about the fee, including the amount.

Additionally, fees and commissions payable to your Advisory Firm or its representatives or Triad’s representatives may also be higher for some products and services than others, and the remuneration and profitability resulting from these products and services may be greater than the remuneration and profitability resulting from other products or services available to the client, either through Triad or an unaffiliated service provider. Triad has policies and procedures in place to prevent conflicts of interest from influencing recommendations made by our broker-dealer representatives and to assure that recommendations are consistent with our duties to clients.

#### ***Other Broker-Dealer and Custodian Fees, Costs and Compensation***

Other costs that may be assessed by broker-dealers or the custodian and that are not included in the wrap fee include: fees for transactions executed away from Triad, dealer mark-ups and spreads paid to market-makers. The wrap fee also does not cover debit balances or related margin interest, “mark-ups” and “mark-downs” or “dealer spreads” that broker-dealers (including broker dealer affiliates) may receive when acting as principal in certain transactions, brokerage commission or other charges resulting from transactions not effected through Triad. The wrap fee also does not cover costs associated with exchanging foreign currencies, odd-lot differentials, IRA fees, transfer taxes, exchange fees, wire transfer fees, extensions, non-sufficient funds, mailgrams, legal transfers, bank wire charges, postage fees or SEC fees or other fees or taxes required by law.

The third-party wrap account may cost clients more money than what they would pay if they were purchasing services separately based on the following factors. An asset-based service fee arrangement typically assumes a normal amount of trading activity under average circumstances. Prolonged periods of account inactivity may result in higher costs to the client than the client would incur if transaction charges were paid separately. A client may fare better in another type of account available in the market that charges on a per-transaction basis.

### **Other Compensation and Conflicts of Interest**

In those programs in which the client’s account may be permitted to trade on margin, Triad and/or the client’s investment adviser representative also receives a portion of the margin interest charged to the client. The receipt of this margin

interest creates a conflict of interest in that the representative is incentivized to recommend a Manager that would cause a client to incur margin debt. This conflict of interest is mitigated by the review of each client's application for margin to ensure it is consistent with the client's stated needs, objectives and financial situation. Please see the section titled "Types of Investments and Risks: Margin & Lending Risk" for additional information. The receipt of a portion of the margin interest charged does not reduce your advisory management fee.

A client may also choose to use certain assets in the client's account to collateralize lending via a non-purpose loan referred to as a credit line from an unaffiliated lender. The collateralized accounts will not receive a credit or adjustment of advisory fees for a non-purpose loan held in a separate non-advisory account. Investment adviser representatives may refer a client to a third-party lending institution should the client wish to obtain a loan using the client's securities as collateral. Triad may receive a fee from this arrangement with a third-party lending firm. This fee will not reduce a client's advisory management fee. Please see the section titled "Types of Investments and Risks: Margin & Lending Risk" for additional information.

Most investment adviser representatives providing services to Advisory Firm clients are also registered broker-dealer representatives of Triad. In addition to management fees, Triad or its representatives may earn other fees, commissions or other payments in connection with the recommendation or sale of certain products. These payments often create conflicts of interest because the representative has an incentive to recommend those products because of the additional compensation to the representative or additional revenue to Triad. These payments, other similar forms of revenue or benefit, and the conflicts of interests associated with them are discussed in detail in other sections of the Triad Brochure. More specifically, they are discussed in the subsections below titled "Third-Party Payments" and "Income Distribution Partner Program". In the section below titled "Client Referrals and Other Compensation," the payments and conflicts of interests are described in the subsections titled "Compensation Received by Triad for Referrals," and, under the further heading "Compensation Received by Triad from Other Third Parties," the subsections "Shared Spreads," "Marketing and Other Incentives," "Asset-Based Payments or Transfer-Fee Reimbursements from Custodians," "Non-Publicly Traded Products," "Revenue Sharing and Referral Arrangements with our Clearing Firm," "Financial Incentives to Representatives," "Other Revenue Sharing," "Bank Deposit Sweep Program," "Syndicate Offerings," and "Mutual Fund Share Classes Paying 12b-1 Fees and Other Compensation." Conflicts of interests are also discussed below in the section titled "Other Financial Industry Activities or Affiliations." Clients and prospective clients are encouraged to review these sections carefully and to ask any questions about them you may have. Additionally, fees and commissions payable to your Advisory Firm or its representatives or Triad's representatives may also be higher for some products and services than others, and the remuneration and profitability resulting from these products and services may be greater than the remuneration and profitability resulting from other products or services available to the client, either through Triad or an unaffiliated service provider. Triad has policies and procedures in place to prevent conflicts of interest from influencing recommendations made by our broker-dealer representatives and to assure that recommendations are consistent with our duties to clients.

### **Other Charges and Fees Paid by Clients**

In addition to the fees described in this section, and the other payments the client's Advisory Firm or investment adviser representatives may receive as described above, the client will often pay additional fees to third parties, either directly or indirectly, relating to certain types of investments. For example, each mutual fund, ETF or private fund in which a client may invest also bears its own investment advisory fees and other expenses. These fees are typically deducted from the fund value and are reflected in the share price. Accounts may require a minimum advisory fee or quarterly maintenance fee that will be detailed in the applicable Advisory Agreement. Other types of investments have different expenses, and clients are encouraged to review any prospectus or other offering document relating to each investment carefully.

### **Mutual Fund Share Classes Paying 12b-1 Fees or Other Compensation**

Mutual funds typically offer multiple share classes available for investment based upon certain eligibility and/or purchase requirements. For instance, in addition to the more commonly offered retail mutual fund share classes (typically, Class A, B and C shares), mutual funds may also offer institutional or advisor share classes (the "lower cost share classes") or other share classes that are designed for purchase in an account enrolled in an investment advisory programs (typically, Class I, "institutional", "investor" etc.). These lower cost share classes usually have a lower expense ratio than other share classes.

Certain mutual fund share classes are available for purchase or sale without a transaction fee or surcharge; these mutual funds are typically available in the higher cost share class. Mutual Fund share classes which have a transaction fee or surcharge are typically available in the lower cost share classes. The decision to use the higher cost share classes versus the lower cost share classes is based on the anticipated level of trading activity in the selected mutual fund. Generally, prolonged holding periods of the higher cost share classes may result in higher underlying expenses to the client than if a lower cost share class were chosen with a transaction fee.

In discussing with clients which share class is appropriate, a client's Manager will typically discuss the size of the investment in the particular mutual fund, anticipated number of transactions in the mutual fund, the preference of paying a transaction fee and the likely turnover of the assets in the account based on the proposed strategy for the account. Clients should review their Manager's separate disclosure brochure to understand any conflicts and how they are addressed by the Manager. In any event, in the Private Managed Account Programs ("PMA"), any 12b-1 fees received will be rebated back to the client or the management fee will otherwise be offset. Triad has also implemented additional training for its representatives and increased the proportion of institutional share classes that are utilized on the advisory platform.

Clients should contact their representatives for more information about share class eligibility. Clients may find additional information relating to mutual fund share classes by visiting <http://www.finra.org/investors/alerts/understanding-mutual-fund-classes>.

### **Comparison Cost of Service**

The wrap fee may cost clients more or less than purchasing services separately depending on the frequency of trading in the accounts, commissions charged at other broker-dealers for similar products, fees charged for like services by other broker-dealers and other factors. Clients should understand that the wrap fee may cost the client more than purchasing the program services separately.

Investment adviser representatives receive a substantial portion of the total wrap fee, which may be as high as 2.75% annually. This compensation may be more or less than what the investment adviser representative would receive if the client participated in other programs or paid separately for investment advice, brokerage and other services. The investment adviser representatives may therefore have a financial incentive to recommend one or more of the programs described in this brochure over other programs or services. This presents a conflict of interest. Triad addresses these conflicts of interest through its policies and procedures that, among other things, require investment adviser representatives to make suitable recommendations and to act as a fiduciary to our clients.

However, in certain wrap fee programs, transaction or ticket charges are paid by your investment adviser representative's advisory firm. Because of this practice you should be aware that your investment adviser representative has a conflict of interest because of the incentive to limit trading activities in your account in order to minimize these costs. An account in which there are no transaction charges may cost more or less than a client would pay if investment advice, brokerage and other services were purchased separately. An arrangement with asset based fees typically assumes a normal amount of trading activity and under particular circumstances. Prolonged periods of account inactivity result in higher compensation than if transaction charges were paid separately by clients for each transaction. In negotiating asset based fees and transaction charges, investment adviser representatives will discuss with clients the impact of the size of their account and the likely turnover of the account based on the proposed strategy for their account. Investment adviser representatives may also recommend an account structure which has varying transaction charges for certain security types (mutual funds, ETFs, equity, fixed income, options and alternatives), which are charged to the investment adviser representative. As a consequence, the client's investment adviser representative has a conflict of interest in recommending one security type over another as they may receive less compensation in their choice of investments in managing the client's account. As a fiduciary we are required to act in the client's best interest and manage these conflicts via periodic reviews of the client's accounts.

## **Account Requirements and Types of Clients**

### **Account Requirements**

Managers may impose account minimums as set forth in their disclosure documents.



## **Types of Clients**

Our third-party investment management consulting services are designed to assist clients, both individuals and institutions (such as pension and profit sharing plans, trusts, estates, charitable organizations, and corporations), in clarifying their investment needs and in obtaining professional asset management for a convenient “wrap” fee.

## **Portfolio Manager Selection and Evaluation**

Triad selects the Managers that are available to be selected by clients. Managers are evaluated using data and information from several sources, including the Manager and, if available, independent databases. Among the types of information analyzed are historical performance, investment philosophy, investment and styles. Also reviewed are the Manager’s disclosure brochure, marketing brochures, due diligence questionnaires and other relevant information that help demonstrate the Manager’s investment process. Manager performance information is monitored by Triad. A performance information review seeks to determine and verify performance information’s accuracy and its compliance with presentation standards. Managers who under-perform relative to the applicable asset class and or styles may be removed from the Program. Manager performance may not be calculated on a uniform and consistent basis.

Managers generally offer a variety of investment strategies. Some strategies may be high-risk strategies. Such strategies usually have the potential for substantial returns; however, there are correspondingly significant risks involved in the strategies. Such strategies are not intended for all investors. Clients who choose to follow high-risk strategies should be aware that there is the possibility of significant losses up to and including the possibility of the loss of all assets placed in the strategies. It is strongly recommended that clients diversify their investments and do not place all of their investments in high-risk investment strategies.

Investment adviser representatives identify specific Managers for particular clients based on asset size, any reasonable investment restrictions the client may wish to impose, any investment guidelines or policies that the client may have or other factors that may make a certain particular manager more desirable to the client. Clients are responsible for the initial selection of Managers. Investment adviser representatives use these same factors to recommend replacement of specific Managers for particular clients.

Ladenburg Thalmann Asset Management (“LTAM”) is a related person and acts as a portfolio manager in the Investment Consulting Services (“ICS”) program, the LAMP Program and the LAMP - Managed Annuity Program. Triad has a conflict in recommending LTAM for portfolio management service as they are a related person of Triad and because Triad and its affiliates earn more total compensation than they would if the client selected an unaffiliated program. Investment adviser representatives may receive different compensation in connection with different programs, regardless of whether the program is sponsored by LTAM. Thus, the investment adviser representatives have an incentive to recommend certain programs over others. Triad addresses these conflicts of interest through its policies and procedures that require investment adviser representatives to make suitable recommendations. LTAM is subject to the same review process and criteria as other portfolio managers that participate in the Third-Party Consulting programs. Please see the section titled: Other Financial Industry Activities and Affiliations for additional information regarding LTAM.

Clients will receive each Manager’s disclosure document. Clients should review the disclosure document carefully for important information about the Manager, including risks associated with the selected strategy (if applicable). Each Manager is solely responsible for the truthfulness, completeness, and accuracy of its own disclosure document. Neither the Advisory Firm nor the investment adviser representatives are responsible for the performance of any Manager. In addition, neither the Advisory Firm nor the investment adviser representative shall be responsible for any act or omission of any Manager or any misstatement or omission contained in any document prepared by or with the approval of any Manager or any loss, liability, claim, damage, or expense, whatsoever, as incurred, arising out of or attributable to such misstatement or omission or any other action or omission by a Manager.

Certain Managers seek to execute and fill transactions for institutional and other non-wrap fee/separately managed program accounts prior to those for wrap-fee/separately managed program accounts. This could have an adverse impact on the execution price clients receive if trades for institutional and non-sponsor program accounts impact the market and trading volume of the securities sought to be purchased with respect to the client’s account. Manager trading and execution practices are described more fully in each manager's disclosure document.

## **No Performance-Based Fees**

Triad does not charge any fees based on a share of capital gains on or capital appreciation of the assets of a client, commonly known as “performance-based fees.”

## **Methods of Analysis, Investment Strategies and Risk**

Please be aware that investing in securities involves risk of loss that clients should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that a client’s financial goals and objectives will be met. Past performance is in no way an indication of future performance.

One or more of the methods and strategies described in this section may be used by the Manager in the third-party program. Each method of analysis has specific risks associated with it, as more fully described below. You should also consult the Manager’s brochure for more information regarding the methods, strategies and risks associated with the practices of that Manager.

The investment strategies used to manage accounts may include long-term purchases, short-term purchases, selling securities within 30 days, short sales, margin transactions, and options trading. Strategies that involve frequent trading of securities may affect investment performance, particularly through increased brokerage and transaction costs and taxes.

The client’s Manager may use subscription-based data to conduct research and to analyze individual securities. The Manager may also use third-party support services to design portfolios or implement strategies. Examples of third-party sources used to assist in managing assets are S&P Research, LAMP Analytics, Bloomberg, Morningstar, and Thomson Reuters, various ETF & fund screening tools, economic news services, statistical ratings publications, asset allocation software, financial newspapers, magazines, corporate rating services publications, timing services, annual reports, prospectuses, filings with the SEC and company press releases.

The client’s Manager may also use various methods of analysis such as fundamental analysis, technical analysis, or cyclical analysis. There is no guarantee that any of these types of analysis will result in favorable performance. These are described below.

### ***Fundamental Analysis***

Fundamental analysis involves analyzing individual company information such as its financial statements, product line, the experience and expertise of management, and the outlook for the company. Similar information relating to the industry or other market sector is also analyzed. The resulting data is used to measure the “true value” of the security compared to the current market value. The risks of fundamental analysis include: 1) that information obtained may be incorrect and 2) that the security may be already fairly valued based on factors not apparent in the analysis.

### ***Technical Analysis***

Technical analysis involves using chart patterns, momentum, volume, relative strength and similar measures of a stock’s historical performance in an effort to select securities that may outperform their relevant market index. However, there is no assurance of accurate forecasts or that trends will develop in the markets we follow. In the past, there have been periods without discernible trends and similar periods will presumably occur in the future. Even where such trends develop, unforeseen factors could shorten them. Another limitation of technical analysis is that it requires price movement data, which can translate into price trends sufficient to dictate a market entry or exit decision. In a trendless or erratic market, a technical method may fail to identify trends requiring action. In addition, technical methods may suggest investment decisions be made in response to minor price movements, establishing positions contrary to overall price trends, which may result in losses. Finally, a technical trading method may underperform other trading methods when fundamental factors dominate price moves within a given market.

### ***Cyclical Analysis***

Cyclical analysis is a type of technical analysis that involves evaluating recurring price patterns and trends based upon business cycles. Economic/business cycles may not be predictable and may have many fluctuations between long-term expansions and contractions. The lengths of economic cycles may be difficult to predict with accuracy. Therefore the risk of cyclical analysis is the difficulty in predicting economic trends and consequently the changing value of securities that would result from these changing trends.

## Types of Investments and Risks

Investing in securities involves risk of loss that each client should be prepared to bear before deciding to invest. Triad does not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market declines. We cannot offer any guarantees or promises that a client's financial goals and objectives will be met. Past performance is not a predictor or indicator of future performance. It is impossible to name all possible types of risks, but among the risks that accompany many of the strategies, investment products, and asset classes that Triad recommends to its clients are:

- **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.
- **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.
- **Currency Risk.** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **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 Triad 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. Triad 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.
- **Risks Related to Investment Term.** If a client requires us to liquidate the client's portfolio during a period in which the price of the security is low, the client will not realize as much value as the client would have had the investment had the opportunity to regain its value, as investments frequently do, or had we been able to reinvest in another security.
- **Purchasing Power Risk.** Purchasing power risk is the risk that the client's 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.
- **Interest-rate Risk.** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Inflation Risk.** The rate of inflation may exceed the rate of return on an investment.
- **Reinvestment Risk.** 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.
- **Business Risk.** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. For example, Treasury Bills are highly liquid, while real estate properties are not. Some securities

are highly liquid while others are highly illiquid. Illiquid investments carry more risk because it can be difficult to sell them.

- **Financial Risk.** Excessive borrowing to finance a business's operations decreases the risk of profitability because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.
- **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.
- **Margin & Lending Risk.** Some clients borrow funds to purchase securities using "margin loans" for which the clients' portfolios serve as collateral for repayment. Use of margin increases a portfolio's risk as price swings are amplified in a margin account and clients can lose more funds than deposited if the value of securities decline. Triad may be required to cease trading or liquidate securities in an advisory account to meet a "margin call" or credit line loan demand pursuant to an executed margin or non-purpose loan agreement between the client and the lender or custodian. The client may lose more than his or her original investment.
- **Risks specific to sub-advisors and other managers.** If we invest some of your assets with another adviser, 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 what we would normally employ.

### **Risks Associated with Particular Investments**

Described below are some risks associated with specific types of investments that your Manager may select or recommend. Many of these investments are usually sold by use of a prospectus or other offering document. Clients should review those documents carefully for more detailed information regarding risk.

#### ***Closed-End Funds***

Closed-end funds are often illiquid and may not be readily marketable. In an effort to provide investor liquidity, the funds may offer to repurchase a certain percentage of shares on a periodic basis. Thus, clients may be unable to liquidate all or a portion of their shares in these types of funds when they desire to do so.

#### ***Exchange-Traded Funds ("ETFs")***

ETFs are typically investment companies that are legally classified as open-end mutual funds or unit investment trusts. However, they differ from traditional mutual funds in that ETF shares are listed on a securities exchange. Shares can be bought and sold throughout the trading day like shares of other publicly-traded companies. 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." The spread varies over time based on the ETF's trading volume and market liquidity, and is generally lower if the ETF has high trading volume and high market liquidity. Conversely, the spread is generally higher if the ETF has low trading volume and low market liquidity. ETFs may be closed and liquidated at the discretion of the issuing company.

#### ***Exchange-Traded Notes ("ETNs")***

An ETN is a senior unsecured debt obligation designed to track the total return of a particular company, sector, market index or other benchmark. ETNs may be linked to a variety of assets, such as commodity futures, foreign currency and equities. ETNs are similar to ETFs in that they are listed on an exchange and can typically be bought or sold throughout the trading day. An ETN is not a mutual fund and does not have a net asset value. Rather, the ETN trades at the prevailing market price. Some of the more common risks of an ETN are: 1) the repayment of the principal, interest (if any), and the payment of any returns at maturity or upon redemption are dependent upon the ETN issuer's ability to pay; or 2) the trading price of the ETN in the secondary market may be adversely impacted if the issuer's credit rating is downgraded. The asset or asset class to which the ETN is linked may carry specific risks not associated with a particular index or sector. ETNs may be closed and liquidated at the discretion of the issuing company.

### ***Leveraged and Inverse ETFs, ETNs and Mutual Funds***

Leveraged ETFs, ETNs and mutual funds, are designed to provide a multiple of the return of an underlying index, typically on a daily basis. Some of these products are not diversified and can be based on commodities or currencies. Inverse ETFs, ETNs and mutual funds are designed to provide the opposite of the return of the underlying index, typically on a daily basis. These products are different from, and are generally riskier than traditional ETFs, ETNs and mutual funds. Although these products are designed to provide returns that generally correspond to the underlying index, they do not exactly replicate the performance of the index because of fund expenses and other factors. Continual daily resetting of returns within the product may add to the underlying costs and increase disparity. As a result, this may prevent these products from achieving their investment objective. In addition, compounding of the returns can produce a divergence from the underlying index over time, in particular for leveraged products. In highly volatile markets with large positive and negative swings, return distortions are magnified over time. Because of these distortions, these products should be actively monitored, as frequently as daily, and may not be appropriate as an intermediate or long-term holding. To accomplish their objectives, these products use a range of strategies, including swaps, futures contracts and other derivatives. These products may have higher expense ratios and may be less tax-efficient than more traditional ETFs, ETNs and mutual funds.

### ***Structured Products***

Structured products are securities whose performance is tied to that of another asset such as a security, a group of securities, an index, a commodity, a debt obligation, or a foreign currency. Structured products are senior unsecured debt of the issuing bank or broker-dealer and are subject to the credit risk associated with that issuer. This credit risk exists whether or not the investment held in the account offers principal protection. The creditworthiness of the issuer does not affect or enhance the likely performance of the investment other than the ability of the issuer to meet its obligations. Any payments due at maturity are dependent on the issuer's ability to pay. In addition, the trading price of the security in the secondary market, if there is one, may be adversely impacted if the issuer's credit rating is downgraded. Some structured products offer full protection of the principal invested, while others offer only partial or no protection. Investors may be sacrificing a higher yield to obtain the principal guarantee. In addition, the principal guarantee relates to nominal principal and does not offer inflation protection. An investor in a structured product never has a claim on the underlying investment, whether a security, zero coupon bond, or option. There may be little or no secondary market for the structured product, and information regarding independent market pricing for the securities may be limited. This is true even if the product has a ticker symbol or has been approved for listing on an exchange. Structured products frequently limit the upside participation in the reference asset, meaning that if the underlying asset appreciates the structured product may not appreciate accordingly. Tax treatment of structured products may be different from other investments held in the account (e.g., income may be taxed as ordinary income even though payment is not received until maturity). Structured CDs that are insured by the FDIC are subject to applicable FDIC limits.

### ***Options***

An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an underlying asset at a specific price on or before a certain date. An option holder runs the risk of losing the entire amount paid for the option in a relatively short period of time. This risk reflects the nature of an option as a wasting asset which becomes worthless when it expires. An option holder who neither sells their option in the secondary market nor exercises it prior to its expiration will necessarily lose their entire investment in the option. An option writer may be assigned an exercise at any time during the period the option is exercisable. Starting with the day it is purchased, an American-style option is subject to being exercised by the option holder at any time until the option expires. This means that the option writer is subject to being assigned an exercise at any time after they have written the option until the option expires or until they have closed out their option position in a closing transaction. By contrast, the writer of an European-style or capped option is subject

to assignment only when the option is exercisable or, in the case of a capped option, when the automatic exercise value of the underlying interest hits the cap price. For more information regarding the risks of options, please read the "Characteristics and Risks of Standardized Options" brochure, which can be found at [www.optionsclearing.com](http://www.optionsclearing.com).

### ***High-Yield Bonds and Other Debt Obligations***

High-yield bonds and other debt obligations are issued by companies or municipalities that do not qualify for "investment-grade" ratings by one or more rating agencies. These bonds carry a greater risk of failure to repay both principal and interest and a greater risk of default than those obligations that are rated investment-grade. The deterioration of an issuer's financial health or a downgrade in its rating will increase the risk of default. There is also the risk that the bond's market

value will decline because of the issuer's deterioration or rising interest rates. An investor may not be able to liquidate a bond before maturity.

### ***Private Funds and Managed Futures***

Private funds and managed futures funds may be purchased by clients meeting certain qualification standards. Investing in these funds involves additional risks including, but not limited to: 1) the risk of investment loss due to the use of leveraging and other speculative investment practices; 2) the lack of liquidity; and 3) performance volatility. In addition, these funds are not required to provide periodic pricing or valuation information to investors and may involve complex tax structures and delays in distributing important tax information. These funds are not liquid as there is no secondary trading market available. At the absolute discretion of the issuer of the fund, there may be certain repurchase offers made from time to time. However, there is no guarantee that a client will be able to redeem the fund during the repurchase offer.

### ***Business Development Companies ("BDCs")***

BDCs are typically closed-end investment companies. Some BDCs primarily invest in the corporate debt and equity of private companies and may offer attractive yields generated through high credit risk exposures amplified through leverage. As with other high-yield investments, such as floating-rate/leveraged loan funds, private REITs and limited partnerships, investors are exposed to significant market, credit and liquidity risks. In addition, fueled by the availability of low-cost financing, BDCs run the risk of over-leveraging their relatively illiquid portfolios. Due to the illiquid nature of non-traded BDCs, investors' exit opportunities may be limited only to periodic share repurchases by the BDC at high discounts.

### ***Variable Annuities***

A variable annuity is a life insurance contract that has an investment component. Its value can therefore fluctuate with market conditions. Clients choose how to participate in financial markets by choosing among several "subaccounts" available within the annuity. Client should also be aware that certain riders purchased with a variable annuity may limit the investment options and the ability to manage the subaccounts.

### ***Company Stock***

If company stock is available as an investment option to client in a retirement plan, and if client chooses to invest in company stock, client should understand the risks associated with holding company stock in a retirement plan. These risks may include, but are not necessarily limited to, lack of liquidity, over-dependency on client's employer, and less flexibility to change the allocation of plan assets. Client should pay careful consideration to the benefits of a diversified portfolio. Although diversification is not a guarantee against loss, it can be an effective strategy to help manage investment risk.

## **Voting Client Securities**

### **Proxy Voting**

As a matter of firm policy and practice, Triad does not have any authority to vote proxies on behalf of advisory clients. Some Managers may undertake to vote proxies for clients in their programs. Clients should review the Manager's brochure and any applicable agreement. In the absence of any agreement to vote proxies by the Manager, clients retain the responsibility for receiving and voting proxies for any and all securities maintained in their accounts.

### **Class Actions**

From time to time securities held in a client's portfolio may be the subject of class action litigation. The decision regarding whether to file a proof of claim in a class action, to opt in or opt out of a settlement, or other similar questions involve legal judgment. Typically, neither Triad nor the Managers instruct or give advice to clients on whether or not to participate as a member of class action lawsuits, and we will not file claims on clients' behalf. If a client requests additional assistance, we will provide any transaction information pertaining to the client's account that may be helpful and/or needed in order for the client or the client's custodian to file a proof of claim or take other action with respect to a class action.

## **Client Information Provided to Managers**

As described in "Services, Fees and Compensation" above, clients inform their investment adviser representatives of their investment objectives, risk tolerance, and investment time horizon and give their representative any applicable investment



policies, guidelines, or reasonable restrictions. Based on this information, the investment adviser representative assists the client in selecting Managers and providing other consulting services, as applicable. The investment adviser representative informs Triad regarding each Manager the client selects in the applicable account opening paperwork. The investment adviser representative also provides Triad with information about the client.

Clients should promptly inform their investment adviser representative of material changes in their financial circumstances or investment objectives. The investment adviser representative will periodically discuss, at least once a year, whether the management of the account continues to reflect the investment objectives and financial requirements of the client. The Manager sometimes collects information about clients directly from the clients.

## **Client Contact with Portfolio Managers**

Clients are free to contact Managers for questions or consultation in regards to their accounts with or without their investment adviser representatives. There are no restrictions placed on clients' ability to contact and consult with Managers. Clients may elect to have their investment adviser representatives discuss their account on their behalf.

## **Additional Information**

### **Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client or prospective client's evaluation of the adviser or the integrity of their management. The following pertains to Triad:

FINRA filed a complaint against Triad on March 22, 2007 (Case #2006003971501). From 1/1/06 – 3/31/06, Triad failed to report 62 of 100 corporate bond trades within the time period prescribed by FINRA Rule 6230 and in violation of FINRA Rules 2110 and 3010. During the same period, Triad failed to establish and maintain a supervisory system, including written supervisory procedures, reasonably designed to achieve compliance with Rule 6230 and in violation of Rules 2110 and 3010. Triad was censured and paid a monetary fine of \$10,000.

FINRA filed an administration complaint against Triad on March 12, 2014 (Case #2011025792001). On March 12, 2014, Triad entered into an Acceptance Waiver and Consent with FINRA resolving the complaint. The complaint concerned consolidated reports, branch audits, supervision, net capital, and Regulation S-P. Triad consented to a censure, a monetary fine of \$650,000, restitution to customers totaling \$375,000, and a review and revision to its consolidated reporting and branch audit processes.

The State of Florida instituted an administrative proceeding against Triad on July 22, 2015 (Case #OFR 2015-277). Florida alleged that a registered branch of Triad's broker-dealer failed to maintain a checks received blotter and that Triad failed to maintain a copy of the approval of the branch's stationery and a record of the broker-dealer representative's outside business activity. The matter was resolved by consent, with Triad agreeing to pay a monetary fine of \$7,500 and agreeing to cease and desist certain activity.

FINRA filed an administration complaint against Triad on February 23, 2016 (Case #2014042544301), due to Triad's failure to apply sales charge discounts to certain customers' eligible purchase of unit investment trusts ("UITs") in violation of FINRA Rule 2010. During the same time period, FINRA alleged that Triad failed to establish and maintain a supervisory system, including written supervisory procedures reasonably designed to ensure that customers received sales charge discounts on all eligible UIT purchases in violation of NASD Rule 3010 and FINRA Rule 2010. On February 26, 2016, Triad consented to a censure, a \$125,000 fine, and restitution to customers totaling \$102,631.62.

### **Other Financial Industry Activities and Affiliations**

In addition to being a registered investment adviser, Triad is a registered full service broker-dealer. Triad is a wholly owned subsidiary of Advisor Group Holdings, Inc. (AGHI), which is owned primarily by a consortium of investors through RCP Artemis Co-Invest, L.P., an investment fund affiliated with Reverence Capital Partners LLC. The consortium of investors includes, RCP Genpar Holdco LLC, RCP Genpar L.P., RCP Opp Fund II GP, L.P., and The Berliniski Family 2006 Trust.

Triad also provides certain assistance to prospective broker-dealer registered representatives ("Representatives") to transition business to Triad. The assistance includes support with paperwork, software licenses, recruiting and transition

assistance, business guidance, and attendance at Triad's conferences. In addition, Triad may provide a forgivable loan to Representatives. The loan is intended to cover various miscellaneous expenses involved in transitioning business to Triad. The forgiveness is not tied to any amount of securities transactions made by Representatives with Triad or assets held in advisory accounts with Triad or any other custodian but does require certain Representatives to maintain broker-dealer registration with Triad. The receipt of such benefits by the Representatives who are investment adviser representatives creates a conflict of interest as it creates a financial incentive for investment adviser representatives to use Triad as a broker-dealer for brokerage accounts. Triad seeks to mitigate these conflicts through disclosure and notification that clients should be aware of this conflict and take into consideration in making a decision whether to engage Triad or any of its investment adviser representatives who are Representatives of Triad.

Other companies that are wholly owned subsidiaries of Advisor Group Holdings, Inc. (AGHI) and thus affiliated with Triad are:

<b>Name</b>	<b>Type of Company</b>	<b>Owners</b>
Arbor Point Advisors, LLC (APA)	Registered Investment Adviser	80% SAFC
Highland Capital Brokerage	Insurance Company	100% AGHI
Ladenburg Capital Agency, Inc.	Insurance Company	100% AGHI
Ladenburg Thalmann & Co., Inc. (LTCO)	Broker-Dealer	100% AGHI
Ladenburg Thalmann Asset Management, Inc. (LTAM)	Registered Investment Adviser	100% AGHI
Premier Trust, Inc.	Trust Company	100% AGHI
Securities America Advisors, Inc.	Registered Investment Adviser	100% SAFC
Securities America Financial Corporation (SAFC)	Holding Company	100% AGHI
Securities America, Inc.	Broker-Dealer	100% SAFC
Triad Hybrid Solutions, LLC	Registered Investment Adviser	100% AGHI
Triad Insurance, Inc.	Insurance Company	100% Triad

Triad also has related persons who are under common control of AGHI. Triad's affiliates below and your Advisory Representative cannot conduct or recommend business through these related persons, these relationships do not create a material conflict of interest. The following chart details the related persons, which are wholly owned subsidiaries of Advisor Group, Inc. (AGI), which is a wholly owned subsidiary of Advisor Group Holdings, Inc. (AGHI).

<b>Name</b>	<b>Type of Company</b>	<b>Owners</b>
Advisor Group, Inc. (AGI)	Holding Company	100% AGHI
Royal Alliance Associates, Inc. (RAA)	Broker-Dealer/ Registered Investment Adviser	100% AGI
Financial Service Corporation (FS Corp)	Holding Company	100% AGI
FSC Securities, Corporation (FSC)	Broker-Dealer/ Registered Investment Adviser	100% FS Corp
FSC Agency	Insurance Company	100% FS Corp
SagePoint Financial Inc (SPF)	Broker-Dealer/ Registered Investment Adviser	100% AGI
Woodbury Financial Services, Inc (WFS)	Broker-Dealer/ Registered Investment Adviser	100% AGI
Vision2020 Wealth Management Corp.	Registered Investment Adviser	100% AGI

Triad has material relationships or agreements with certain of the above-named affiliates as further described below.



### ***Ladenburg Thalmann & Co. Inc. (“LTCO”)***

LTCO is a registered broker-dealer. LTCO acts as a dealer with respect to certain securities, and as such, may execute transactions for Triad clients as principal. Certain securities, such as over-the-counter stocks and fixed income securities, are traded primarily in “dealer” markets. In such markets, securities are directly purchased from, or sold to, a financial institution acting as a dealer, or “principal.” Dealers executing principal trades typically include a “mark-up,” “mark-down,” and/or “spread” (“Spread”) in the net price at which transactions are executed. Triad allows clients to invest in securities issued in an initial public and secondary offering transactions for which LTCO acts as an underwriter and/or a member of the selling group or in which Triad acts as a member of the selling group. Triad has a conflict of interest in recommending these transactions for several reasons. First, LTCO receives all or a portion of the gross Spread – the difference between the price that the client pays for the security and the price that LTCO purchases the security for -- in connection with such sales. This gross spread is generally 7% but may be higher or lower in connection with certain offerings. If Triad is a member of the selling group, Triad or a client’s investment adviser representatives also receive a portion of the gross Spread. Triad investment adviser representatives generally receive a portion of this compensation as broker-dealer representatives of Triad Advisors. LTCO has an interest in assuring that its offerings are successful by having a large number of securities purchased, and in connection with certain offerings, LTCO has an obligation to purchase and resell a certain number of securities. Thus, because of its affiliation with LTCO, there is a conflict of interest in that Triad and Triad investment adviser representatives have incentives to recommend these investments.

Triad addresses this conflict of interest in the following ways. First, Triad has policies and procedures in place to assure that recommended principal transactions are suitable, and that clients receive best execution with respect to principal trades, regardless of whether the trade is executed by LTCO or an unaffiliated dealer. After receiving disclosures about a specific principal transaction with LTCO, clients have the opportunity to reject the transaction before it is completed, to the extent required by applicable law. In addition, clients are generally given a transaction specific disclosure prior to the client’s decision to invest in such securities.

### ***Ladenburg Thalmann Asset Management, Inc. (“LTAM”)***

LTAM is an investment adviser registered with the SEC. LTAM specializes in market analysis, due diligence, fund selection, and asset allocation and diversification strategies. Triad and LTAM participate in the Partners Program, which is described more fully below under the heading “Compensation and Reimbursement of Expenses.” LTAM sponsored programs and their characteristics are more fully described in their disclosure brochures, which is available to any client or prospective client upon request.

LTAM is among the third-party managers we recommend to our clients. Triad has a conflict of interest in recommending the services of LTAM because Triad and its affiliates earn more total compensation when a client selects an affiliate as a third-party manager than when the client selects an unaffiliated third-party manager. Triad addresses these conflicts of interest through its policies and procedures that, among other things, require investment adviser representatives to make suitable recommendations, to act as a fiduciary to our clients, and, in the case of retirement accounts, to act solely in our clients’ best interests.

### ***Premier Trust***

Premier Trust, Inc. is a Nevada chartered trust company. Triad will refer clients to Premier Trust for estate planning services. This is a conflict of interest in that Triad has an incentive to refer clients to Premier Trust rather than other providers of similar services. Triad manages this conflict of interest by considering whether Premier Trust can adequately serve the clients’ needs and whether any efficiencies or other benefits to the client will result from this referral. Premier Trust provides full disclosure with respect to its trust and administrative services and related costs.

### ***Highland Capital Brokerage***

Highland Capital Brokerage (“HCB”) is an insurance company licensed with the Alabama Insurance Department. HCB offers insurance solutions and point of sale support in fields such as life insurance, annuities, and long-term care products. Highland Capital Brokerage gives Triad’s investment adviser representatives open access to over 80 different insurance carriers. As a result, they are able to offer clients a variety of insurance products. Triad will often recommend the purchase of insurance products in connection with financial planning and related consulting services. Such recommendations constitute a conflict of interest whenever Triad or the investor adviser representative recommend insurance products for which they will receive commissions or other compensation. To address this conflict, Triad has policies and procedures in place to ensure that the insurance products recommended are well suited to clients. Clients are under no obligation to purchase insurance products through any particular insurance agency or representative.

### ***Triad Insurance Inc.***

Triad Insurance, Inc. (“TII”) is solely owned by Triad. TII is an insurance company licensed with the Georgia Insurance Office and Safety Fire Commissioner. Certain Triad investment adviser representatives are licensed to sell life and annuity insurance products through TII and various other companies. TII and the appropriately licensed investment adviser representative will receive compensation for the sale of such products. Triad will often recommend the purchase of insurance products in connection with financial planning and related consulting services. Such recommendations constitute a conflict of interest whenever Triad or the investor adviser representative recommends insurance products for which it, he or she will receive commissions or other compensation. Clients are under no obligation to purchase insurance products through any particular insurance agency or representative.

### ***Compensation and Reimbursement of Expenses***

As stated above, AGHI and Triad are affiliated with several SEC registered investment advisory firms. Under the Partners Program, investment advisors are selected to participate based on several criteria including, investment strategy, investment performance, transaction reporting capabilities and training and wholesaling support. In exchange for certain benefits, such as an opportunity to participate in our national conferences and broader access to our representatives, investment advisors in the Partners Program pay either a portion of the revenue generated by distributing their products and services or a specified annual dollar amount. Our representatives can receive reimbursements, marketing and distribution allowances, due diligence fees, or other compensation based on deposits and/or assets under management directly from third-party asset manager program sponsors. These payments reimburse Triad for the costs of marketing, distribution, business and client development, educational enhancement, and/or due diligence reviews incurred by our representatives relating to the promotion or distribution of the program sponsor’s products or services. The receipt of these reimbursements creates a conflict of interest in that it provides Triad with an incentive to recommend the products of the program sponsors based on the receipt of the above-described reimbursements rather than clients’ investment goals and objectives, thus creating a conflict of interest. To address this conflict, Triad has policies and procedures in place that are designed to ensure that the investment products selected are tailored to clients’ investment goals and objectives.

Some Partners pay a flat annual fee. In addition to a flat fee, which may be up to \$400,000 per year, Strategic Partners pay basis points on sales on assets, or a percentage of the Partner’s net advisory fee derived from assets invested through their models. None of the payments made by the firms participating in the program are paid or directed to any representative who utilizes the services of these investment advisors. For a list of Strategic Partners and additional information on the program please contact your Representative or visit [www.compliance.com/customer-information](http://www.compliance.com/customer-information).

### ***Fixed Insurance***

The broker/dealer’s affiliates include licensed insurance agencies which receive commissions in connection with the sale of fixed insurance products by licensed representatives. The broker/dealer, in addition to receiving commissions on the sale of these insurance products, receives payments from certain insurance sponsors for marketing, training, and distribution support. None of these additional payments, however, are paid or directed to any representative/insurance agent who sells these products. In addition, these representatives/insurance agents do not receive a greater or lesser commission for sales of these insurance products from which the broker/dealer receives revenue sharing payments. The marketing, educational, and distribution activities paid for with revenue sharing, however, lead our representatives/insurance agents to consider insurance products that make revenue sharing payments to the broker/dealer – as opposed to insurance sponsors that do not make such payments – when recommending insurance products to their clients, thus creating a conflict of interest. To address this conflict of interest, Triad has policies and procedures in place to ensure that insurance products recommended meet clients’ investment goals and objectives.

### ***Other Business Names and Logos***

Triad investment adviser representatives may have their own legal business entities whose business names and logos may appear on marketing materials as approved by Triad or client statements approved by the custodians. These businesses are legal entities of the investment adviser representative and not of Triad nor the custodians. Additionally, the business entity may provide services other than as an investment adviser representative as disclosed herein and also provided to clients in each investment adviser representative’s personalized disclosure brochure supplement; however, investment advisory services of the investment adviser representatives are provided through Triad.

### ***Third-Party Lending Referral Arrangements***

Investment adviser representatives have the option to refer clients to a third-party lending institution to obtain a loan using account securities as collateral. Triad receives a fee from this lending if it has an arrangement with that specific third-

party lending firm. This creates a conflict of interest. Triad has policies and procedures in place to prevent conflicts of interest from influencing recommendations made by our investment adviser representatives and to assure that recommendations are consistent with our duties to clients. Any fee so received will not reduce a client's management fee.

## **Code of Ethics**

Our firm has adopted a Code of Ethics for all supervised persons of the firm. The Code of Ethics describes our high standard of business conduct and our fiduciary duty to our clients. All supervised persons at our firm must acknowledge the terms of the Code of Ethics and all Access Persons (defined as investment personnel with access to information regarding client transactions, which includes portfolio managers, assistant portfolio managers, research analysts and trading room personnel, officers of Triad, and other designated persons) must report personal securities transactions and holdings annually, or as amended.

Our Code of Ethics (Code") are designed to ensure that our personnel:

- Observe applicable legal and ethical standards (including compliance with applicable state and federal securities laws) in the performance of their duties;
- At all times place the interests of our clients first;
- Disclose all actual or potential conflicts of interest;
- Adhere to the highest standards of loyalty, candor and care in all matters relating to our clients;
- Conduct all personal trading consistent with the Code and in such a manner as to avoid any actual or potential conflict of interest or any abuse of their position of trust and responsibility;
- Refrain from using any material non-public information in securities trading; and
- Report promptly any violations of the Code of Ethics to Triad's chief compliance officer using an internal reporting system.

The Code of Ethics also establishes policies regarding other matters such as outside employment, the giving or receiving of gifts, and safeguarding client's non-public personal information, including clients' portfolio holdings information.

Under the general prohibitions of these policies, our personnel may not:

- Effect securities transactions while in the possession of material, non-public information regarding the securities;
- Disclose such information to others;
- Participate in fraudulent conduct involving securities held or to be acquired by any client; or
- Engage in trading activities that create a conflict of interest, limit their ability to perform their job duties, or violate any provision of the Code.

Our personnel are required to conduct their personal investment activities in a manner that is not detrimental to our advisory clients. They are not permitted to transact in securities except under circumstances specified in the Code of Ethics. However, as described below, there may be circumstances where our investment adviser representatives buy and sell, on behalf of their clients, securities of issuers or other investments in which they own securities or otherwise have an interest. The policy requires all Access Persons to report all personal transactions in securities not otherwise exempt under the policy. All reportable transactions are reviewed for compliance with the Code of Ethics.

Our investment adviser representatives buy or sell, for their own accounts, securities that are also held by their clients. Conversely, they buy and sell securities for client accounts which they themselves may own. Investment adviser representatives also recommend, buy, or sell securities for client accounts at or about the same time that they buy or sell the same securities for their own accounts. All of the above transactions create conflicts of interest. To address these conflicts of interest, these transactions are permitted if in compliance with our policy on personal securities transactions. Reports of personal securities transactions by our investment adviser representatives are reviewed by our firm's compliance department quarterly or more frequently if required. Triad and its investment adviser representatives perform advisory services for various other clients or give advice or take actions for those other clients that differ from the advice given to the client. The timing or nature of any action taken for a client's account will likely also be different from those taken for the accounts of other clients. This presents a conflict of interest. Triad has policies and procedures in place to prevent conflicts of interest from influencing recommendations made by our investment adviser representatives and to assure that recommendations are consistent with our duties to clients.

Our Code of Ethics is available to clients and prospective clients from our firm upon request.

A full copy of our Privacy Policy Notice is provided to all clients at the beginning of our relationship and is provided each year thereafter. A client may request a copy of our Privacy Policy at any time and a copy will be furnished upon request.

## **Participation or Interest in Client Transactions and Personal Trading**

### **Brokerage Practices**

The following describes the brokerage practices applicable to Triad. For brokerage practices applicable to your Advisory Firm, if it is a firm other than Triad that participates in the Program, it is described in that firm brochure. Your Advisory Firm seeks to assure that clients receive “best execution” for transactions in their accounts. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer’s services, including the value of research provided, safety of customer funds, execution capability, commission rates, and responsiveness. Accordingly, although Triad will negotiate competitive rates with our custodian, to the benefit of all clients, it may not necessarily obtain the lowest possible commission rates, either generally or with respect to specific client account transactions. In recommending broker-dealers for custodial services, Triad considers the following:

- Quality of overall execution services provided;
- Promptness of execution;
- Creditworthiness, financial condition, and business reputation;
- Research (if any) provided;
- Promptness and accuracy of reports on execution;
- Ability and willingness to correct errors;
- Ability to access various market centers;
- The custodian’s facilities and technology;
- Commission or transaction charged to clients; and
- Execution and operational capabilities of the broker-dealer
- Product specialty and availability (types of securities)
- Banking, charitable & trust services offered

### **Order Aggregation**

A client’s Manager may simultaneously enter orders to purchase or sell the same securities for the account of two or more clients. Please refer to the Manager’s brochure for more information.

### **Trading Errors**

Occasionally, a trading error may occur where either we, or our Advisory Representatives, are at fault for effecting one or more erroneous securities transactions for a client’s brokerage account. If this occurs in your account, the error will be corrected, and your account will be restored to the same economic position had the error never occurred. In the process of restoring your account, a profit may be realized, or a loss suffered in connection with correcting this error. Neither losses nor gains realized will be passed on to you. As a result, trade corrections can result in a financial benefit to us or our affiliated broker/dealers. Please refer to the Manager’s brochure for more information.

### **Research and Other Benefits**

As a broker-dealer, Triad receives certain services and products, such as fundamental research reports, technical and portfolio analyses, pricing services, economic forecasting and general market information, historical database information, and computer software that assists Triad’s representatives in their investment management process from our only custodian, NFS. NFS also sponsors and makes available to Triad other products and services that benefit Triad but do not necessarily benefit all clients’ accounts. These benefits may include educational events, conferences or meetings relating to the programs, or brokerage services generally. Other benefits may include occasional business entertainment of personnel of Triad by NFS personnel, including meals, invitations to sporting events, and other forms of entertainment, some of which may accompany educational opportunities. Other products and services received assist Triad in managing and administering clients’ accounts. These include software and other technology (and related technological training) that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution

(including order allocation or aggregation), provide research, pricing information and other market data, facilitate payment of Triad's fees from its clients' accounts, and assist with back-office training and support functions, recordkeeping, and client reporting. Many of these services generally will be used to service all or a substantial number of client accounts, including accounts not maintained at NFS. NFS also makes available to Triad other services intended to help Triad manage and further develop its business enterprise. These services may include professional compliance, legal and business consulting, publications, conferences, roundtables and webinars on practice management, information technology, business succession, regulatory compliance, employee benefits providers, and human capital consultants, insurance and marketing. The receipt of such services creates a conflict of interest. Triad addresses this conflict of interest by periodically assessing the best execution capabilities of the broker-dealers we use.

In addition, as broker-dealer, Triad executes fixed income trades through Advisors Asset Management ("AAM"). Certain Triad representatives may choose to execute through AAM due to their access to the bond markets, trading support services, and the ability to view competitive offerings. Triad does not receive products, research, or services (i.e. soft dollars) in connection with this relationship. However, as a broker-dealer, Triad receives referral payments from AAM for having directed a volume of transactions to it for execution of orders for client accounts, which include advisory accounts. This creates a conflict of interest. Triad has policies and procedures in place to prevent conflicts of interest from influencing recommendations made by our investment adviser representatives and to assure that recommendations are consistent with our duties to clients. This compensation does not affect the price that clients pay for securities or the transaction charges they pay. More information about these payments is available upon request.

### **Third-Party Payments**

When Triad recommends certain mutual funds to its clients or purchases such funds with discretion, Triad will also receive sales charges (sometimes called "loads") or distribution or service fees, including fees from the sale of certain mutual funds, including money market funds, pursuant to a "12(b)-1 distribution plan" or other similar plan. These fees, commonly known as "12b-1 fees," are paid to Triad by mutual fund sponsors as compensation for distribution or administrative services, and are distributed from the fund's total assets and therefore will reduce the net asset value of the fund, which in turn reduces a client's overall return. A description of these fees is contained in the mutual fund's prospectus.

With respect to mutual funds, if an advisor received an upfront commission or is receiving ongoing trail commissions or 12b-1 fees, the advisor cannot charge an additional advisory fee on those assets. Triad and your representative do not retain 12b-1 fees paid by funds for either qualified or non-qualified accounts.

As discussed below, Triad has implemented a policy requiring that IARs effect new purchases of mutual funds in advisor directed accounts at the lowest-cost share class available to the Firm's clients for each mutual fund on its Approved Products List. Further, Triad has implemented a policy requiring that 12b-1 trails be credited back to all existing advisory accounts (qualified and non-qualified).

Triad also receives payments pursuant to other arrangements we have in place with affiliated and non-affiliated entities, including: sales charges, commissions, periodic fees, periodic expenses paid from product assets such as the funds available in variable annuities, financial planning and advisory service fees, and a portion of the organization and offering fees and expenses for REITs, limited partnerships and other nonpublic securities offerings. These arrangements create conflicts of interest. Triad has policies and procedures in place to prevent conflicts of interest from influencing recommendations made by our investment adviser representatives and to assure that recommendations are consistent with our duties to clients.

### **Income Distribution Partner Program**

The Income Distribution Partner program was created for certain third-party money managers, variable products, mutual fund and fixed insurance product sponsors. These product sponsors are selected to participate based on several criteria including product breadth, investment performance, training, wholesaling support, and brand recognition. In exchange for certain benefits, such as broader access to the broker/dealer's representatives, sponsors participating in the Income Distribution Partners program are required to pay the broker/dealer for participation. The broker/dealer's income distribution planning desk is available to assist with the development of distribution plans for clients. The income distribution plans use suitable products available from both the Income Distribution Partners and products on the broker/dealer's approved product list. Advisors using the planning services are not required to use the products included

in the proposal and do not receive a greater or lesser commission for utilizing these products. The marketing, educational, and distribution activities paid for with revenue sharing, however, create a conflict of interest because it leads representatives to recommend products that make revenue sharing payments to the broker/dealer, as opposed to sponsors that do not make such payments. To address this conflict, Triad has policies and procedures in place that are designed to ensure that the products selected meet clients' investment goals and objectives. For a list of Income Distribution Partner program participants please contact your representative or visit [www.compassadvisors.com/customer-information](http://www.compassadvisors.com/customer-information).

### **Distribution Partner Program**

The broker/dealer focuses on a select group of mutual fund, variable annuity and investment management companies and provides greater access to our financial advisors to provide training, education presentations and product information. The purpose is to identify creative ways to help these firms increase field visibility, identify meaningful advisor networking opportunities, present timely products and grow assets. In return for these increased services, these sponsors compensate the broker/dealer in the form of revenue sharing payments. In addition to the customary sales commissions paid in connection with sales of mutual funds, variable annuities, third party models and money market funds, these sponsors make payments to the broker/dealer to participate in the program. The payments consist of amounts up to 10 basis points on a sponsor's sales, and up to 5 basis points on assets. In addition, the broker/dealer will be reimbursed by the Distributor Partner, in certain situations, for expenses incurred for various promotional activities including but not limited to sales meetings, conferences and seminars held in the ordinary course of business. The broker/dealer receives a flat fee of up to \$300,000 per year, per sponsor, for such reimbursements. For a list of Distribution Partner program participants please contact your representative or visit [www.compassadvisors.com/customer-information](http://www.compassadvisors.com/customer-information).

### **Directed Brokerage**

Directed brokerage occurs when an investment adviser complies with the client's request to use a designated broker or custodian. The practice of directing brokerage is not required by all advisers and Triad generally does not permit it. Rather, Triad requires that clients maintain their brokerage assets in accounts at NFS or, in the case of TAMP programs, at custodian's approval by the Manager. This practice may be based in part on the benefit to Triad or the availability of some of the foregoing products, services and other arrangements, and not solely on the nature, cost or quality of custody and brokerage services provided by NFS, which creates a conflict of interest. Triad has policies and procedures in place to prevent conflicts of interest from influencing recommendations made by our investment adviser representatives and to assure that recommendations are consistent with our duties to clients. Clients are able to direct brokerage transactions to a third party for certain types of securities. Directing brokerage may cost clients more money because, as an example, Triad will not be able to aggregate orders to reduce transaction costs or the client may receive less favorable prices.

### **Review of Accounts**

Client accounts are reviewed at least annually or more frequently by Triad, if Triad is the registered investment adviser. If a client's registered investment adviser is not Triad, the client's adviser may have a different schedule in which it reviews accounts. Reviews of investment accounts typically look at portfolio consistency with regards to the client's risk tolerance, investment time horizon, performance objectives, and asset allocation instructions. Account holdings, transactions, charges, and performance are also reviewed. Clients who also receive financial planning advice are reviewed on the same schedule if the client elects ongoing consulting in the Planning Agreement. Reviews cover progress toward financial independence, anticipated distributions toward family legacy goals, anticipated distributions for social capital or charitable goals, and other goals communicated by the client. In either type of review, accounts will also be reviewed upon notice of changes in a client's circumstances. These reviews are primarily conducted by the client's investment adviser representative.

In addition, the Advisory Firm periodically reviews a sample of customer accounts for consistency with a client's risk tolerance, investment time horizon, performance objectives, and asset allocation instructions.

Clients are provided monthly or quarterly account statements from the qualified custodian, depending on the activity in the account. Reports include details of client holdings, asset allocation, and other transaction information. See the section titled "Custody" above for additional information on custodian and account statements.

A client's Advisory Firm or the investment adviser representative may provide clients with additional written account review reports. Comparisons to market indices and account performance may be used to evaluate account performance in

connection with these reports. We recommend comparing the account statements a client receives from the independent custodian with those the client receives from the client's Advisory Firm or representative. The client should immediately inform Triad of any discrepancy noted between the custodian records and the reports the client receives from the client's Advisory Firm. The reports may contain or refer to information provided by clients or third parties. Triad does not independently verify information provided by a custodian, client or other third party, nor does Triad guarantee the accuracy or validity of such information. Triad is not liable in connection with its use of any information provided by a client, a custodian, or other third-party in the account review reports.

## **Client Referrals and Other Compensation**

### **Compensation Paid By Triad for Referrals**

Triad compensates other persons and entities for client referrals. Triad enters into an agreement with such referral agents and pays them either a flat fee or a portion of the management fee. The referring party discloses the arrangement and compensation to the client at the time of the solicitation. The structure and arrangement of the referral agreement, as well as the compensation paid to the solicitor, will be fully disclosed to the client. The disclosure will be acknowledged in writing by the client when participating in a Triad program. The fee charged to a client is not affected by the use of a third-party solicitor in connection with client accounts, and a client will not be charged any additional fees for the use of such services. The compensation to be paid is subject to negotiation between Triad and the referring party. These referral arrangements are designed to comply with SEC regulations as set out in 17 CFR Section 275.206(4)-3. In those states that require solicitors to be licensed or registered as an investment adviser representative, Triad will only enter into referral arrangements with persons who are so licensed.

### **Compensation Received by Triad for Referrals**

Triad also receives referral fees from unrelated investment adviser firms for referring clients for financial planning and/or investment advisory services. A disclosure letter will be provided to the client prior to or at the time of entering into any solicitation arrangement for financial planning and/or investment advisory services that identifies the solicitation fee. The incentive that some investment adviser representatives have to refer clients to other investment advisers creates a conflict of interest. Triad has policies and procedures in place to prevent conflicts of interest from influencing recommendations made by our investment adviser representatives and to assure that recommendations are consistent with our duties to clients.

### **Compensation Received by Triad from Other Third Parties**

#### ***Shared Spreads***

Fixed income transactions executed through some third-party managers are generally charged a mark-up or mark-down, and a percentage of this charge is shared with Triad. This creates a conflict of interest in that we are incentivized to use third-party managers who share these payments with us. Triad has policies and procedures in place to prevent conflicts of interest from influencing recommendations made by our investment adviser representatives and to assure that recommendations are consistent with our duties to clients.

### **Marketing and Other Incentives**

As set forth in "Fees and Compensation" above, Triad and the investment adviser representatives, in their capacity as registered broker-dealer representatives of Triad, receives compensation from third parties in connection with trades executed for or investments held in advisory accounts. Certain mutual fund issuers and product sponsors will sponsor and pay for client luncheons or other events that Triad's investment adviser representatives host. These arrangements give rise to conflicts of interest in that they provide incentives for investment adviser representatives to recommend investment products of these sponsors. However, Triad's commitment to its clients and the policies and procedures it has adopted are designed to limit any interference with Triad's independent decision-making process when recommending the best investment for our clients.

### **Asset-Based Payments or Transfer Fee Reimbursements from Custodians**

Additionally, Triad receives additional compensation from NFS for assets held in customer accounts. More specifically, NFS has agreed to pay us a fee when it acts as custodian for certain non-Fidelity No Transaction Fee ("NTF") mutual funds. NTF mutual funds are mutual funds that are offered through advisors or brokers without any transaction charge. Notably, Fidelity mutual funds are excluded from this arrangement, meaning Triad does not receive this fee on any

Fidelity mutual funds that are recommended or purchased for client accounts custodied at Fidelity. Pursuant to Triad's agreement with Fidelity, Fidelity pays Triad from 2 to 12 basis points (or from \$.02 to \$.12 for every \$100 every year), depending on the amount of eligible client assets held at Fidelity on an ongoing basis. This arrangement gives rise to a conflict of interest, as Triad receives more compensation by recommending, or investing in, non-Fidelity NTF funds than for clients that are custodied at Fidelity. Clients should be aware, therefore, that Triad's receipt of additional compensation from Fidelity under this scenario creates a conflict of interest since the benefit from NFS could influence Triad's choice of (1) NFS over other custodians that do not furnish similar benefits and (2) non-Fidelity NTF mutual funds over other mutual funds not covered by this arrangement with Fidelity. However, Triad's commitment to its clients and the policies and procedures it has adopted are designed to limit any interference with Triad's independent decision-making process when choosing the most appropriate investments or custodian for our clients. Finally, we are committed to utilizing whatever fees we receive under this arrangement to enhance our services to you.

To the extent that Triad is acting as a "Fiduciary" with respect to "Qualified Accounts" subject to ERISA, Triad will seek to avoid or remedy any situation where its receipt of compensation from Fidelity for Support Services would be a prohibited transaction under ERISA. For purposes of the foregoing, "ERISA" shall mean the Employee Retirement Income Security Act of 1974, as amended ("ERISA") and the applicable "ERISA-mirror provisions" of Sections 4975 of the Internal Revenue Code of 1986, as amended; "Fiduciary" shall be defined as that term is defined under ERISA; and "Qualified Accounts" shall mean accounts that constitute a retirement plan (including a 401(k) plan) or other employee benefit plan subject to ERISA, an account for a tax-qualified retirement plan (including a Keogh plan), or an individual retirement account under the Internal Revenue Code.

Triad has a referral arrangement with NFS whereby Triad receives business credits or other compensation from NFS based on the amount of Triad client assets currently custodied by NFS which will be transferred to the advisory platform maintained by Fidelity Institutional Wealth Services Group (IWS), a division of NFS's affiliated company Fidelity Brokerage Services, LLC, by Representatives, as well as Representatives who terminate their registration with Triad and FINRA and conduct business as an investment advisor representative of an independent registered investment adviser ("IRIA").

### **Non-Publicly Traded Products**

Triad, also offers several non-publicly traded products, including, but not limited to non-listed real estate investment trusts ("REITS"), limited partnerships ("LPs"), hedge fund or funds, managed futures, tax credit programs, oil and gas programs, venture capital funds, and private equity funds. In addition to receiving commissions on the sale of these products, Triad receives due diligence and/or marketing allowance payments from certain sponsors. While the arrangements with each sponsor may vary, each product sponsor may pay a due diligence or marketing allowance fee based upon the amount of assets held at the sponsor or on the gross amount of each sale, depending on the product. The receipt of these fees creates a conflict of interest in that Triad and its investment adviser representatives have a conflict of interest because there is an incentive to recommend products from sponsors that pay these fees as opposed to sponsors who do not pay such fees. To address this conflict of interest, Triad has policies and procedures in place to ensure that the investment products selected meet clients' investment goals and objectives.

### **Revenue Sharing and Referral Arrangements with our Clearing Firms**

Triad receives reimbursement from NFS for all or a portion of any fees which customers incur from other clearing providers upon the transfer of accounts to a Triad account carried by NFS. If Triad receives this type of reimbursement, Triad will retain all or a portion of such reimbursements or, at its discretion, may pass through all or a portion of such reimbursement to its clients and/or its representatives. Triad also receives various forms of revenue from NFS based upon client activity, as well as the amount of assets that are custodied with these firms. In general, Triad and its affiliates share with these clearing firms the expenses of trade execution and account servicing. The revenue sources include, but are not limited to, a percentage or portion of fees and transaction charges collected by the clearing firms and shared with Triad, which may include ticket charges, margin interest charges, IRA fees, inactivity fees, money market fund 12b-1 trails, and other fees. Triad typically does not reduce advisory fees to offset these charges. Please contact your representative or review the applicable Advisory Agreement for a schedule of charges.

Consistent with rules set out by FINRA, these wholesalers and/or their firms pay Triad for training or education of our representatives. Product sponsors also make payments to Triad to promote the marketing of their products to clients which includes seminars for clients and potential clients. These firms also invite representatives to due diligence or continuing



education meetings regarding their products. From time to time, Triad will also allow its representatives to attend off-site training sessions that will be sponsored or co-sponsored by these product sponsors. Triad prohibits the promotion of any product, including those issued by fund families, insurance carriers, or sponsors, over another based solely on additional payments or other considerations that might be received from the sale or marketing of their products. Representatives are required to make recommendations to clients based on the clients' needs and objectives; however, receipt of such reimbursements creates a conflict of interest because there is an incentive for your representative to recommend products that provide such payments, thus creating a conflict of interest. The services that Triad provides under some or all of these investment options may be available from other providers for lesser fees. In addition, you may buy securities (e.g., mutual funds, exchange-traded funds, etc.) outside of our investment programs without incurring fees through our program. We encourage you to talk with your representative about any fees or compensation they receive from the sale of investment products.

### **Financial Incentives to Representatives**

Representatives may also receive incentives to join and remain affiliated with Triad through certain compensation arrangements that include bonuses, enhanced pay-outs, forgivable loans, and/or business transition loans. The receipt of such compensation is a conflict of interest; however, representatives are required to make recommendations based on the client's needs and objectives.

Triad recommends the Fidelity Institutional Wealth Services Group (IWS), a division of NFS's affiliated company Fidelity Brokerage Services, LLC, advisory platform and provide ongoing service and support to independent registered investment advisers ("IRIAs") whose representatives may also be registered representatives of Triad, a registered broker-dealer. IRIAs are under no obligation to transfer client assets to IWS and do not receive any additional compensation or remuneration for selecting IWS. Similarly, clients do not incur any additional fees or expenses as a result of payments of business credits or compensation by NFS to Triad.

### **Other Revenue Sharing**

Revenue is shared from transactions in fixed income, structured products, and unit investment trusts ("UITs"). Based on the spread of a fixed income transaction both Advisors Asset Management ("AAM") and the Ladenburg Fixed Income desk ("LFI") at Ladenburg Thalmann & Co. Inc. share a dealer concession that can float with the type of bond and maturity. Currently only AAM conducts structured products business and shares revenue based on sales levels reached. Both AAM and LFI provide a revenue share component with UITs. The fact that Triad receives a portion of the revenue creates a conflict of interest. To address this conflict, Triad has policies and procedures in place to ensure that the investment products selected meet clients' investment goals and objectives.

### **Bank Deposit Sweep Program**

The Bank Deposit Sweep Program ("BDSP") is the core account investment vehicle used to settle transactions and hold cash balances waiting to be reinvested for all eligible accounts except advisory IRAs (for advisory IRA accounts, see discussion of Insured Cash Account Program below). The cash balance in an eligible brokerage account is automatically deposited or "swept" into the BDSP, which uses an FDIC-insured bank deposit account. Available cash in your account is deposited through the BDSP into interest-bearing deposit accounts at one or more FDIC-insured depository institutions ("Program Banks"). The list of Program Banks and current interest rates for BDSP deposits are available from your representative or on Triad's website at <http://www.compass-advisors.com/customer-information>. The maximum amount of FDIC insurance coverage for your deposits in the BDSP is up to \$1.5 million (for an individual account) or up to \$3 million (for a joint account). Funds deposited through the BDSP are not eligible for SIPC coverage.

The interest rate payable to you is based on the amounts paid by the Program Banks to us and less a fee retained by us, which is up to 3% on an annualized basis as applied across all deposit accounts.

### **Insured Cash Account Program**

The Insured Cash Account Program ("ICAP") is the core account investment vehicle used to settle transactions and hold cash balances awaiting reinvestment offered for advisory IRA accounts exclusively. As with the BDSP, the cash balance in an eligible brokerage account is automatically deposited or "swept" into an FDIC-insured bank deposit account. Commencing in January 2018, the ICAP replaced the BDSP for advisory IRA accounts only. As noted above, the BDSP

remains in place as the core account “sweep” vehicle for non-IRA accounts. The maximum FDIC insurance coverage for your deposits in the ICAP is identical to that for the BDSP noted above.

Each month, a level administrative fee is applied to advisory IRAs using the ICAP as the core account investment vehicle for administrative services performed in operating the program. The level account fee is predetermined by formula, as stated in the ICAP Disclosure Document, and we cannot earn income in excess of the stated level account fee. The aggregate interest generated by banks participating in the ICAP is used to pay the level account fee for each individual client and to pay any third-party vendor fees. All interest left over after these payments is then credited to client accounts in the program. A detailed explanation of the method for calculating interest and fees is available in the ICAP Disclosure Document, which is available from your representative or on Triad’s website at <http://www.compassadvisors.com/customer-information>.

### **Cash Sweep Program Disclosures**

In addition to its customary investment advisory fee, Triad also receives compensation in connection with cash balances held in these accounts as a broker-dealer. If cash is swept into the BDSP, ICAP or a money market fund, Triad receives compensation based on the value of assets in these funds or accounts as broker-dealer. This fee will reduce the amount of interest that clients receive in connection with cash held in their accounts. As noted, this compensation is in addition to the advisory fee that Triad receives with respect to the assets in the sweep investment. We will also pay a fee to NFS. Triad will not receive a fee in connection with the BDSP or ICAP with respect to cash in certain retirement accounts. In such cases, the fee will be retained by the custodian.

This compensation related to the BDSP, ICAP and sweep money market funds presents a conflict of interest to Triad because Triad receives a financial benefit if cash is invested in the BDSP, ICAP or the sweep funds. However, your investment adviser representative will not receive any portion of the BDSP or ICAP fee received by Triad. Triad has a conflict of interest because there is an incentive to recommend that clients select a money market fund or the BDSP or ICAP as a sweep vehicle as it will pay more compensation to Triad than other funds or available sweep options, if any. The revenue generated by us can be greater than revenues generated by sweep options at other brokerage firms. It can also be greater than other core account investment vehicles currently available to you or possible core account investment vehicles we have used in the past or may consider using in the future.

If you are eligible for the BDSP/ICAP and you open an account, you authorize Triad to establish the BDSP/ICAP as your core account investment vehicle. If your account is not eligible for the BDSP/ICAP, we provide you with access to other core account investment vehicles, including money market funds, to hold a cash balance waiting to be reinvested. Money market funds can lose value and have done so in the past. Different core account investment vehicles can have different rates of return and different terms and conditions such as FDIC insurance or SIPC protection.

If your account is otherwise eligible but you do not wish to use the BDSP/ICAP as its core investment vehicle, we generally will not be able to maintain your account. You are not obligated to use any of our managed accounts and can select a managed account at another broker-dealer where similar programs may not exist. However, you would lose the benefit of having your account managed by your representative and Triad.

Specific program features of the BDSP/ICAP are further explained in a separate disclosure document provided to all brokerage clients. For additional information on the BDSP/ICAP, including participating banks, please contact your investment adviser representative or on Triad’s website at <http://www.compassadvisors.com/customer-information>.

### **Material Conflicts of Interest**

A conflict of interest arises due to the financial incentive from offering sweep vehicles that generate third party payments to Triad’s broker/dealer. Since additional compensation is earned by Triad through the sweep vehicles offered, a conflict of interest also arises due to an economic benefit derived by cash balances being swept into the program rather than reinvested in other investment funds or securities. This additional compensation is in addition to the management fee that Triad receives in connection with such balances pursuant to the client’s advisory contract.

In addition, a conflict of interest arises as a result of the financial incentive for Triad to recommend and offer the Bank Deposit Sweep Program that may be viewed as a proprietary product, and that generates additional compensation, up to a maximum of 300 basis points annually. The foregoing conflicts of interest are mitigated under our policies and procedures, that have been adopted for this purpose, and by the fact that the representative who makes investment recommendations for your program account does not receive any economic benefit from these payments.

## **Syndicate Offerings**

Clients purchase securities through broker-dealers in initial public offerings, secondary offerings, and special purpose acquisition company transactions. LTCO, an affiliate of Triad acts as an underwriter or manager for such offerings, and as such, will receive compensation equal to either all or a portion of the “gross spread” (the difference between the price the client pays for the security and the price at which it purchased the securities). Triad also receives a portion of the gross spread as a member of the selling syndicate. The advisory fee is not reduced to offset this compensation. The amount of the gross spread is described in the relevant prospectus, offering circular or official statement. Most Triad investment adviser representatives are also registered broker-dealer representatives of Triad. Triad shares a portion of payments received in connection with an initial public offering, a secondary offering, and/or a private placement with these representatives. Triad investment adviser representatives also receive a portion of the compensation that Triad receives as a member of a selling syndicate. Thus, Triad and its representatives have a conflict of interest because there is an incentive to recommend purchases of sales in certain offerings and funds because Triad and its representatives will receive more compensation in connection with these securities than in connection with other types of securities that do not make such payments, thus creating a conflict of interest. To address this conflict of interest, Triad has policies and procedures in place to ensure that the investment products selected meet clients’ investment goals and objectives.

## **Conversion from Commission to Fee-Based Advisory Account**


Representatives can recommend that products on which they previously received a commission be converted to positions in a fee-based advisory account. This recommendation can be considered a conflict of interest, and we manage the conflict through written disclosure to you and by imposing reasonable controls designed to monitor for this activity. Mutual funds moved from a commission account to a fee-based advisory account will be converted to a lower-cost share class if available on the Firm’s Approved Advisory Products List described in the Triad Brochure. However, recently purchased A share mutual funds cannot be transferred to fee-based accounts. Other commissionable products can be transferred in-kind to an advisory account (i.e., equities and exchange-traded-funds) subject to the Firm’s approval. We do not allow the systematic conversion of recently purchased commission-based products to fee-based advisory accounts.

## **Financial Information**

Triad has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not currently, nor at any time in the past ten years, been the subject of a bankruptcy proceeding. Triad does not require prepayment of advisory fees six months or more in advance.

# Privacy Policy

V1.5

<b>FACTS</b>	<b>WHAT DOES TRIAD ADVISORS DO WITH YOUR PERSONAL INFORMATION?</b>	
--------------	--	---

<b>Why?</b>	Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing of your personal information. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully in order to better understand what we do.
-------------	---

<b>What?</b>	<p>The types of personal information we collect and share depend on the product or service you have with us. This information can include:</p> <ul style="list-style-type: none"> <li>• Social Security Number, Date of Birth, Address, contact information and Income</li> <li>• Assets and Investment Experience</li> <li>• Account Transactions and Retirement Assets</li> <li>• Tax Reporting and Investment Performance Information</li> </ul> <p>When you are no longer our customer, we continue to share your information as described in this notice.</p>
--------------	--

<b>How?</b>	All financial companies need to share customers' personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers' personal information; the reasons Triad Advisors chooses to share; and whether you can limit this sharing.
-------------	---

Reasons we can share your personal information	Does Triad Advisors share?	Can you limit this sharing?
<p>For our everyday business purposes.</p> <p>To administer, manage and service customer accounts, process transactions and provide related services for your accounts, it is necessary for us to provide access to personal information within the Triad Advisors, LLC companies and to certain nonaffiliated companies. We may share your personal information:</p> <ul style="list-style-type: none"> <li>• To process your transactions, maintain your account(s), respond to court orders and legal investigations, report to credit bureaus, government entities with parent and affiliated companies of Triad Advisors, LLC including and not limited to: <ul style="list-style-type: none"> <li>• Triad Hybrid Solutions, LLC</li> <li>• Ladenburg Thalmann Financial Services Inc. and its affiliated companies</li> <li>• Advisor Group, Inc. and its affiliated companies</li> </ul> </li> <li>• With nonaffiliated entities that perform services for us or function on our behalf (such as check printing services, clearing broker-dealers, investment companies, and insurance companies) with third-party administrators and vendors for the purposes of providing current and future information on your account (such as transaction history, tax information and performance reporting).</li> </ul>	Yes	No
<p><b>For our marketing purposes</b></p> <p>To offer our products and services to you</p>	Yes	No
<p><b>For our Affiliates to market to you</b></p> <p>Affiliate companies that you do not have an existing relationship with</p>	Yes	Yes
<p><b>For nonaffiliates to market to you</b></p>	No	We don't share

<b>For joint marketing with other financial companies</b>			
Federal and certain state laws give us the right to share your information with banks, credit unions, retirement plans and other financial companies where a formal agreement exists between us and them to provide or market financial products or services to you. However, we will not share your information with these financial companies for marketing purposes if your financial professional is not affiliated with them without your consent, but we may share information with these financial companies where necessary to service your accounts.		Yes	No
<b>For customers of financial institutions and Triad Advisors</b>			
If you are a customer of a bank, credit union, or other financial institution program with which we have a networking agreement (such as under a bank or credit union investment services program), we may share your information with internal auditors of the financial institution or in response to requests from regulators of the financial institution. If the financial institution terminates its relationship with us, we will permit the financial institution to retain copies of your personal information so your account can continue to be serviced at the financial institution. If you do not want the financial institution to disclose your personal information to another brokerage or investment advisory firm ("New Firm"), you may request that we and/or your financial institution limit the information that is shared with the New Firm.		Yes	Yes
<b>For clients of Independent registered representatives and investment advisors and Triad Advisors</b>			
<ul style="list-style-type: none"><li>• If your financial professional terminates his or her relationship with us and moves to a New Firm, we or your financial advisor may disclose your personal information to the New Firm, unless you instruct us not to. If you do not want us or your financial professional to disclose your personal information to the New Firm when your financial professional terminates his or her relationship with us, you may request that we and your financial professional limit the information that is shared with the New Firm.</li><li>• Your personal information may also be shared with certain entities that are owned, controlled by or affiliated with your financial professional, such as an independent insurance agency, accounting firm or independent investment advisory firm.</li><li>• In the event your financial professional (or his/her estate) agrees with an unaffiliated financial professional or unaffiliated brokerage or investment firm to sell all or some portion of his/her securities, advisory or insurance business your personal information may be shared with the acquiring financial professional and/or the New Firm.</li></ul> <p>If your primary address is in a state that requires your affirmative consent to share your personal information with the New Firm (such as California, Massachusetts, Maine, New Mexico, North Dakota, or Vermont), except to the extent that the laws of your state of residence provide for exceptions to the consent requirement, then you must give your written consent before we will share, or will allow your financial professional to take any of your personal information to that New Firm.</p>		Yes	Yes
<b>Who we are</b>			
<b>Who is providing this notice?</b>	Triad Advisors, LLC. a dually registered broker-dealer and registered investment adviser. Our affiliates covered under this privacy notice include the following entities: <ul style="list-style-type: none"><li>• Triad Hybrid Solutions, LLC</li><li>• Ladenburg Thalmann Financial Services Inc. and its affiliated companies</li><li>• Advisor Group, Inc. and its affiliated companies</li></ul>		
<b>What we do</b>			
<b>How does Triad Advisors and its Affiliates protect my personal information?</b>	To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings. We train our employees and financial professionals in the proper handling of personal information. We require companies that help provide our services to you to protect the confidentiality of personal information they receive.		
<b>How does Triad Advisors and its Affiliates collect my personal information?</b>	We collect your personal information, for example, when you <ul style="list-style-type: none"><li>• Open an investment account or an advisory account</li><li>• Apply for insurance</li><li>• Seek advice about your investments</li><li>• Share information about your investments or retirement portfolio</li></ul>		

	We also collect your personal information from others, such as credit bureaus, affiliates, or other companies.
<b>Why can't I limit all sharing?</b>	<p>Federal law gives you the right to limit only</p> <ul style="list-style-type: none"> <li>• Sharing for Affiliates' everyday business purposes information about your creditworthiness</li> <li>• Affiliates from using your information to market to you</li> <li>• Sharing for non-affiliates to market to you</li> </ul> <p>State laws and individual companies may give you additional rights to limit sharing.</p>
<b>To limit our sharing</b>	<p>You may limit the sharing of your personal information ("Opt-Out") by calling 1-800-720-4003.</p> <p>Please note: When you are no longer our customer, we continue to share your information as described in this notice. However, you can contact us at any time to limit our sharing.</p> <p>In the event you decide to Opt-Out, your decision will be recorded as limiting the sharing of personal information for all applicable options. In other words, if you Opt-Out your personal information will not be shared by Triad Advisors or an Affiliate: (i) with your financial professional's new broker- dealer in the event he or she leaves Triad Advisors or an Affiliate and joins a New Firm or sells his/her securities, advisory or insurance business to a nonaffiliated company; (ii) with affiliated entities of your financial professional or any bank or credit union that your financial professional is affiliated with; and (iii) with Affiliates of Triad Advisors that you do not already have an existing relationship with for the purpose of marketing products or services to you.</p>
<b>Questions?</b>	Go to <a href="http://www.comcast.com">www.comcast.com</a>