

Form ADV Part 2A – Appendix 1

KINDUR WRAP FEE PROGRAM BROCHURE

This wrap fee program brochure provides information about the qualifications and business practices of Kindur Investment Services LLC (“*Kindur*”) as they relate to Kindur’s wrap fee account program. If you have any questions about the contents of this brochure, please contact us at (800) 961-3572 or by email at: support@kindur.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Kindur is available on the SEC’s website at www.adviserinfo.sec.gov. Kindur Investment Services LLC’s CRD number is: 296585.

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Registration does not imply a certain level of skill or training.

Version Date: 3/30/20

ITEM 2: MATERIAL CHANGES

This Wrap Fee Program Brochure (“**Brochure**”) is dated March 30, 2020. The following information provides a summary of material changes that have been made to this Brochure since the last update on July 8, 2019:

- Item 4 (Services, Fees and Compensation) & Item 9 (Additional Information) - These sections were revised to reflect that Kindur’s parent offers a subscription service to create automated, personalized withdrawal strategies to help manage retirement income more efficiently.
- Item 5 (Account Requirements & Types of Clients) - This section was revised to reflect that Kindur no longer has a minimum account value.
- Item 6 (Portfolio Manager Selection and Evaluation) - This section was revised to reflect that Kindur does not place aggregated orders involving multiple Kindur accounts trading in the same securities

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ITEM 4: SERVICES, FEES, AND COMPENSATION

Services

Kindur Investment Services LLC (“**Kindur**”) offers a wrap fee program (the “**Kindur Investment Management Program**”) to clients. This Wrap Fee Program Brochure is meant to help you understand the nature of the advisory services offered by Kindur through the Kindur Investment Management Program, whether these advisory are right for you, and the potential conflicts of interest associated with your participation in the Kindur Investment Management Program. You should review it carefully.

Kindur is a new kind of financial services company designed to help baby boomers navigate their complex financial lives. Through straightforward digital advice and its signature retirement paycheck, Kindur makes sense of savings, insurance, social security and healthcare costs so users can focus on enjoying a hard-earned retirement with confidence. Kindur offers a better approach to retirement planning that cuts across existing industry silos to navigate numerous complex products and decisions in retirement savings. By delivering solutions specific to those in retirement or nearing retirement, Kindur wants to ensure baby boomers who have worked hard throughout their careers are prepared for the next phase of their lives, instead of worrying about things like market volatility, healthcare costs or inflation.

Below is a summary of the services provided through the Kindur Investment Management Program:

- A client may choose to roll-over retirement assets or invest other non-retirement funds to be managed via the Kindur Investment Management Program, which is a discretionary online investment management program structured as a “wrap fee program” where the client pays one stated fee to Kindur that includes management fees, transaction costs, and certain other administrative fees.
- Kindur provides portfolio management investment advice via an online interface. This entails the use of algorithm-based advice, rather than in-person investment advice. These automated investment solutions are customized to each client and based on a variety of individual characteristics, including, but not limited to, the client’s age, risk tolerance, income, current assets and retirement goals. To receive customer support, clients may contact Kindur via telephone, email or through the online interface, and prospective clients should be comfortable communicating through those channels. Such customer support is technical in nature only and does not include the provision of investment advice beyond what is provided via Kindur’s online platform.
- Kindur additionally provides clients the opportunity to receive certain supplemental financial planning and investment advice through consultations with Kindur financial consultants. Subject to availability and the limitations described below, Kindur clients are eligible to receive consultations with a Kindur financial consultant who may consult with clients regarding some or all of the following: (i) investment considerations, such as asset selection, asset allocation, investment risk and portfolio composition, (ii) financial planning considerations, including considerations relating to debt, such as student loans

and credit card debt, mortgages, savings, and retirement (including pensions and social security) and (iii) tax-related considerations (but not including any legal advice or advice requiring licensure as a Certified Public Accountant) including considerations regarding tax efficient investment and withdrawal strategies (such advice collectively is referred to as “**Consultation Services**” whether delivered via telephone, in-person, email or electronic chat consultation or another medium). Kindur will base any such advice on information provided by the clients during their financial consultation, which may include, but is not limited to, their age, annual income, marital and family status, employment status, investment goals and liquid net worth. Information provided by a client to a Kindur financial consultant will not typically be considered in the future provision of Kindur’s discretionary advisory services unless the client separately enters such information into Kindur’s online interface. Kindur financial consultants will not monitor, nor provide continuing advice on, accounts held at financial institutions other than Kindur. For those clients seeking Consultation Services, telephone consultations generally can be scheduled, subject to availability, on business days during Kindur’s normal business hours, as described on Kindur’s website, *i.e.*, www.kindur.com (the “**Website**”). If you receive Consultation Services on multiple occasions, you may interact with multiple financial consultants, whose advice may be different. A client is under no obligation to accept or follow any recommendations or advice from a financial consultant as part of the Consultation Services, and neither Kindur nor the financial consultant will have any discretion over the client’s assets or accounts with respect to the implementation of such recommendations. Moreover, any such advice from a Kindur financial consultant is subjective and will not be correlated to the systematic advice provided to the Client through Kindur’s online platform.

- Separate from the Kindur online platform, Kindur also offers customized advisory services to corporate clients seeking investment advisory services (each, a “**Corporate Client**”). Kindur manages the portfolio of any such Corporate Client pursuant to an individualized Investment Management Agreement between Kindur and the Corporate Client. The types of instruments in which a Corporate Client may invest could be different than those available to other Clients as set forth in the Investment Management Agreement. Corporate Clients may additionally utilize a custodian or custodians other than Kindur’s designated broker-dealer, Apex Clearing Corporation (“**Apex**”). The Advisory Fee (as defined below) Kindur charges to a Corporate Client may be subject to discounts based on the size and nature of relationship between Kindur and the Corporate Client.
- Kindur generally limits the types of instruments in clients’ investment portfolios to exchange traded funds (“**ETFs**”) which Kindur may purchase and sell for client portfolios in Kindur’s discretion. Kindur may, however, use other securities as well to help diversify a portfolio when necessary. A detailed description of the methodologies used by Kindur is set forth below in **Item 6: Portfolio Manager Selection and Evaluation**.
- Additionally, Kindur’s parent company, Kindur Services Inc., offers its SmartDraw Subscription Service to the public. This service utilizes proprietary algorithm-based technology to create automated, personalized withdrawal strategies to help manage

retirement income more efficiently. See *Item 9 “Additional Information” for more information regarding the SmartDraw Subscription Service.*

- In connection with your retirement planning, Kindur’s online interface may suggest the purchase of an insurance product, such as a fixed annuity. Kindur is not licensed to sell insurance products in any state. Insurance products are offered and sold through an affiliate of Kindur, Kindur Insurance Services LLC (“*Kindur Insurance*”). See *Item 9 “Additional Information” for more information regarding insurance products and Kindur Insurance.*

Fees

Kindur charges clients a single bundled wrap fee that covers the investment advisory services it provides, as well as the brokerage and custodial services provided by a designated broker-dealer.

Clients in the Kindur Investment Management Program typically pay a daily wrap fee (the “*Advisory Fee*”) of 0.50%. The Advisory Fee will be calculated on a daily basis by multiplying by the Fee Rate by the net market value of the Account as of the close of trading on New York Stock Exchange (the “NYSE”) on such day (or, if the NYSE is closed on such day, as of the close of trading on the NYSE on the immediately preceding day on which the NYSE was open for trading), and then dividing by 365 (except in any leap year, during which the amount shall be divided by 366). Except as provided below, the aggregate daily fees due for each day in a calendar month will be due and payable in arrears no later than the tenth (10th) business day of the immediately following calendar month.

For any fixed annuity contract purchased through Kindur Insurance for which you have not yet elected to begin receiving payments under the terms of the annuity’s “Lifetime Income Benefit Rider”, Kindur will charge you a flat fee of \$250 annually for assisting with associated service requests and providing advice regarding the annuity within the context of your overall portfolio including recommendations on timing for electing income. For any fixed annuity contract purchased through Kindur Insurance for which a client has elected to begin receiving payments under the terms of the annuity’s Lifetime Income Benefit Rider, Kindur will charge you a fee at the annualized rate of 0.50% of such annuity’s contract value. This fee will be calculated based on the monthly contract value as determined by the annuity insurance carrier and shall be due no later than the tenth (10th) business day of the following calendar month. This fee will be in addition to the Advisory Fee described above.

In paying our Advisory Fee, you may pay more or less than purchasing such services separately. For example if you invested directly in individual securities and did not engage in frequent trading activity you might pay less in transactions costs than our Advisory Fee.

All fees paid to Kindur for investment advisory services are separate and distinct from the fees and expenses charged by ETFs. These fees and expenses are described in each ETF’s prospectus and are embedded in the securities purchased on clients’ behalf. These fees are generally composed of a management fee and other ETF expenses. Kindur does not earn or receive a portion of such fees nor any other compensation from ETFs.

Insurance products purchased through Kindur Insurance via the online interface have their own fees and expenses which are not included in Kindur's wrap fee. These fees and expenses may be substantial. Please consult your insurance contract for a description of these fees and expenses.

The Advisory Fees are withdrawn from client accounts by the designated broker-dealer, Apex, which clients participating in the Kindur Investment Management Program appoint as their executing broker, clearing broker and custodian. The Advisory Fees are automatically withdrawn directly from clients' accounts on a monthly basis and paid directly to Kindur from such accounts.

With respect to Corporate Clients, advisory fees are negotiated individually with the specific Corporate Client based on the nature and scope of the services provided and other factors that Kindur and such Corporate Client deem relevant. These fees will be unrelated to the Advisory Fees payable by clients in the Kindur Investment Management Program.

Clients also may incur additional fees charged by Apex that are not included in the Advisory Fee. These fees would be incurred based on a client's request, beyond our control and accordingly excluded from the fees and services covered by the Advisory Fee. Should a client incur any such fees, the client will be responsible for their payment in accordance with the terms and conditions of the client's Investment Advisory Agreement with Kindur and such client's agreements with Apex. Kindur may, at its sole discretion, waive portions of its fees or offer alternative fees and terms to some clients, including Corporate Clients, that differ from the standard fee schedules referenced above.

ITEM 5: ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS

Kindur generally provides advisory services to individuals, including high net worth individuals, as well as individual retirement accounts and joint accounts of individuals. Kindur additionally provides customized advisory services to select Corporate Clients.

ITEM 6: PORTFOLIO MANAGER SELECTION AND EVALUATION

For clients in the Kindur Investment Management Program, Kindur directly manages each such client account in accordance with Kindur's online program. Kindur does not select other affiliated or unaffiliated portfolio managers to manage client accounts.

Kindur uses algorithms to advise clients and manage their accounts. These algorithms are developed, overseen, and monitored by Kindur's investment advisory personnel. When clients sign up for the Kindur Investment Management Program, an algorithm, developed by Kindur's investment advisory personnel, determines Kindur's recommended investment portfolio (a "**Portfolio**") based on inputs from client. These algorithms may not perform as intended for a variety of reasons, including but not limited to incorrect assumptions, changes in the market, and/or changes to data inputs. Kindur may modify periodically these algorithms, or a computer system's code or underlying assumptions, and these changes may have unintended consequences.

Each Portfolio is associated with a target allocation of investment types and/or asset classes represented by individual ETFs. Kindur may change the specific ETFs that comprise a particular Portfolio without notice to clients. Kindur currently offers 54 portfolios to clients using 19 ETFs as building blocks. The portfolios vary by both the mix of assets and the inclusion or exclusion of

certain asset classes within the portfolio. Investors are assigned a portfolio based on their personalized information. The underlying holdings in an ETF may represent U.S. and non-U.S. equity securities (including emerging market securities and real estate securities), U.S. Treasuries, U.S. and non-U.S. corporates and other fixed income securities, such as municipal and sovereign bonds.

Clients may request to impose reasonable restrictions among the Portfolios, or modify any such existing restrictions. Nevertheless, each ETF in a Portfolio plays a necessary role in its overall investment strategy (and in certain Portfolios there may only be one ETF). Therefore, clients cannot force exclusions or restrictions of ETFs from Portfolios.

Kindur's Portfolio recommendations are highly dependent on receiving accurate information from clients when completing onboarding. If clients provide Kindur with inaccurate information or fail to update promptly the information provided to Kindur when it changes, it could materially impact the quality and applicability of Kindur's recommendations. There may also be other information that is not elicited by Kindur that could inform Kindur's advice if it were provided to Kindur.

When clients deposit to or withdraw money from their Kindur account, they are requesting that Kindur purchase or sell available ETFs within their account in amounts that reflect their desired Portfolio.

When a customer initially funds an account, a portfolio is assigned to the account and the cash funds in the account are allocated to purchase securities based on the recommended portfolio asset allocation. If the mix between stocks and bonds, or weights of ETFs within those categories, drifts beyond a defined threshold for the portfolio, we rebalance the customer's account to bring the weights back within established parameters for the portfolio. Deposits, withdrawals, and dividend payments are also taken into account for purposes of determining whether it is necessary to rebalance an account.

Kindur implements its advisory services principally by investing in ETFs. For information regarding the structure, fees, and risks associated with investing in ETFs, see the SEC's Investor Bulletin on ETFs: <https://www.sec.gov/servlet/sec/investor/alerts/etfs.pdf>.

Additional information regarding relevant considerations for clients considering an automated digital investment advisory program (sometimes referred to as a "**robo advisor**") is contained in the Investor Bulletin from the Securities and Exchange Commission available at https://www.sec.gov/oiea/investor-alerts-bulletins/ib_robo-advisers.html.

Clients should be aware that, when Kindur makes changes to its online interface, not all clients may see such changes at the same time. This may be because Kindur is testing particular changes or because Kindur has determined that it would be prudent to roll out a particular feature on a more gradual basis. Clients should also be aware that there will typically be different services and tools available to them depending on the means by which they are interacting with Kindur over the internet. For example, the services available on a mobile phone (or a particular mobile phone operating system) will be different than the services and tools available via a web-based interface.

For Corporate Clients, Kindur manages the client's account, on a discretionary basis, consistent with the investment objectives, guidelines and restrictions in such Client's Investment Management Agreement.

Kindur's Paycheck Amount Feature

Clients who invest in the Kindur Investment Management Program may utilize Kindur's retirement planning tools to receive a recommendation of the amount of income they desire to receive each month from their account (the "***paycheck amount***"). Clients may modify the Kindur recommended paycheck amount to match their personal situation. Upon requesting via the Website that Kindur provide the paycheck amount, Kindur will send you the paycheck amount each month after your liquidation request has been settled. The paycheck amount may consist of: (i) payments due to you from any fixed annuity you have purchased from Kindur Insurance; (ii) investment gains from the Kindur Investment Management Program (*i.e.*, capital appreciation or income such as dividends); and (iii) return of your capital from your original investment in the Kindur Investment Management Program. The paycheck amount will supplement any other social security, pension or other benefits due to you as indicated on your retirement roadmap.

Kindur uses its proprietary "SmartDraw" algorithm to optimize a customer's withdrawals of funds across a variety of Kindur account types - such as taxable, tax-deferred and tax-exempt - in an efficient manner with a goal of extending the longevity of a customer's Kindur portfolio in retirement. Using a tax-aware sequencing strategy for withdrawals, we seek to optimize the after-tax distributions over time for our users. This algorithm is designed both for individuals and couples. It factors in Required Minimum Distributions (RMD) using the IRS tables and identifies which accounts to withdraw from to meet the user's paycheck requirement in a tax-efficient way.

Particularly in a downward market where your account has lost value, the portion of your paycheck derived from your portfolio may consist, all or in part, of a return of your original capital. Frequent withdrawals of your original capital to meet your paycheck amount may deplete the assets in your account and cause you to not have sufficient retirement assets. Accordingly, you should recalculate your paycheck amount via Kindur's retirement planning tools at least annually to make sure that your paycheck amount can be sustained over time

Trade Execution, Account Maintenance, and Asset Custody

Clients who invest in the Kindur Investment Management Program authorize and direct Kindur to place all trades in their accounts through Apex. As such, Apex will maintain all client accounts and execute all securities transactions in client accounts without separate commission costs or other fees. Apex exercises no discretion in determining if and when trades are placed; it places trades only at the direction of Kindur.

Apex's procedures are designed to make every attempt to obtain the best execution possible, although there can be no assurance that it can be obtained. Clients should understand that the appointment of Apex as the sole broker for their accounts under the Kindur Investment Management Program may result in disadvantages to the client as a possible result of less favorable executions than may be available through the use of a different broker-dealer.

Clients should understand the Kindur Investment Management Program is a discretionary investment advisory program, and not a self-directed brokerage service. Unlike self-directed brokerage accounts, Kindur clients do not enter individual buy and sell orders for specific securities to be executed at particular times. Rather, Kindur places orders to buy and/or sell securities with Apex consistent with the discretionary authority granted to it by clients, which includes, among other things, the authority to select which securities to buy and sell and when to place orders for the execution of securities. If you want to control the specific time during the day that securities are bought and sold in your account (*e.g.*, you want the ability to “time the market”), you should not use Kindur’s service.

Kindur trades in client accounts for any number of reasons, including in response to a client’s actions such as asset allocation changes, risk tolerance changes, deposits, or withdrawals. Kindur also trades in order to rebalance a client’s accounts, to change investment options, or otherwise to further the retirement goals that a client specifies via Kindur’s on-line interface. Subject to Kindur’s trading policies, described in this section, Kindur generally trades on the following business day. However, transactions will be subject to processing delays in certain circumstances. For example, orders initiated on non-business days and after markets close generally will not transact until the next business day. Kindur may also postpone trades in order to modulate its overall trading volume on a particular business day. Additionally, while a client may make changes to their investment profile on the Website at any time, the Website processes changes to investment profiles on the following business day and, as a result, any asset re-allocation and/or rebalancing required as a result of such investment profile changes may not occur until up to four business days or longer after a client makes such changes.

Further, account deposits are automatically subject to a processing period that may be up to five business days or longer; deposit-related transactions will not occur until the next business day after this processing period is complete. In addition, Kindur reserves the right, at any time and without notice, to delay or manage trading in response to market instability. For the avoidance of doubt, Kindur does not delay or manage trading based on any view about whether markets are likely to rise or fall.

Clients’ access to their funds are generally not affected by Kindur’s trade management practices, including decisions to delay intra-day trading during extraordinary circumstances of market instability. This is because withdrawals from (as well as deposits into) Kindur accounts are subject to the timing of the ACH network, which functions as a batch process on a 24-hour cycle, and is independent of the time of day a trade occurs. However, withdrawal requests that require Kindur to sell positions to fulfill the request are subject to Kindur’s trade management practices and, as a result, funds may not be available for transfer for up to five business days or longer.

Kindur does not place aggregated orders involving multiple Kindur accounts trading in the same securities. There are not any separate fees for trade execution or custody service. All such fees are included in the Advisory Fee, although there may be transaction charges for certain administrative services as listed in Appendix A to the Investment Management Agreement.

For Corporate Clients, the Corporate Client authorizes Kindur to provide discretionary trading instructions to such Corporate Client’s custodian on a discretionary basis, provided that Kindur

will not have authority to take possession of such assets or direct payment to any third party other than for purposes of settling trades in such account.

Risk of Loss

Investing in financial markets involves risk, including the potential loss of principal. This is a risk borne by each client. Kindur constructs portfolios with allocations across multiple asset categories principally by using ETFs for market exposure. This asset category diversification is intended to reduce the volatility in a client's investment portfolio when compared to a single asset category. While a portfolio of investment products representing different asset categories, can mitigate some risks, it does not and cannot prevent possible loss. The performance of Kindur's recommendations and/or investment decisions depend upon market movements and the combination of asset classes selected by Kindur. There can be no assurance that you will achieve your goals or positive investment performance over any period of time.

While it is not possible to enumerate all possible risks, below are some of the common factors that can produce a loss in a client's account:

- **ETF Risk:** ETFs are designed to track the performance of a benchmark index. Shareholders are subject to the risks stemming from the individual issuers of the ETF's underlying portfolio securities. Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent net asset value ("NAV"), which is generally calculated at least once daily. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.
- **Market Risk:** The price of a common stock, bond, or mutual fund and/or exchange-traded fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Fixed Income Risk:** Bonds may "guarantee" return of principal if held to maturity, but any guarantee remains subject to the creditworthiness of the guarantor and, prior to maturity, the bond remains subject to interest rate, inflation and credit risks;
- **Foreign and Emerging Markets Risk:** Foreign securities expose the investor to currency risk and political, social and economic risks of the countries in which the securities are domiciled, in addition to the equity or debt nature of the securities involved. Emerging markets securities may be even riskier and more volatile than securities domiciled in developed countries.
- **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, and the market value of any mutual fund and/or exchange-traded fund holding those bonds.

- **Inflation Risk:** When any type of inflation is present, purchasing power may be eroding at the rate of inflation making your investment worth less.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (*i.e.*, interest rate). This primarily relates to fixed income securities such as mortgage and asset backed securities.
- **Real Estate Risk:** Real estate investment trusts or funds are subject to risks of the specific commercial or housing market in which the assets are invested, as well as interest rate risk;
- **Small Cap Risk:** Securities tend to be more volatile relative to the overall market.
- **Industry Concentration Risk:** These risks are associated with concentration in a particular industry or a particular company within an industry. Concentration in an industry makes your investment more susceptible to trends or events effecting that industry.
- **Price Volatility:** The price of an ETF's or other investment product's shares may fluctuate, even significantly, in a short period of time.
- **Municipal Securities Risk:** Municipal securities include both general obligation and revenue bonds. General obligation bonds are secured by the issuer's full faith and credit as well as its taxing power for payment of principal or interest. Revenue bonds are payable solely from revenues derived from a specified revenue source, and therefore are subject to the risk that the revenues so derived will not be sufficient to meet interest and/or principal payment obligations. The value of municipal securities may be affected by political changes as well as uncertainties related to legislative developments, the rights of municipal security holders and taxation. Municipal securities and their issuers may be more susceptible to downgrade, default and bankruptcy as a result of periods of economic stress.
- **Cybersecurity Risk:** The information and technology systems of Kindur and its affiliates, as well as of key service providers, including third-party vendors (including Apex), are vulnerable to potential damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Thus your account could be adversely impacted if any of the aforementioned parties is the subject of a cyber-attack or other information security event. While many investment advisers are subject to the same or similar risks in respect of their operations, these risks are particularly acute with respect to Kindur due to Kindur's fundamental dependence on technology.
- **Technology Risk:** Kindur's platform in offering investment advice is fundamentally dependent on technology, including hardware, software and telecommunications systems. Kindur's proprietary software and third-party hardware and software are known to have

errors, omissions, imperfections and malfunctions (collectively, “Coding Errors”). Kindur, however, seeks to reduce the incidence and impact of Coding Errors through a certain degree of internal testing and real-time monitoring and often, with respect to proprietary software, in the software code itself. Coding Errors are often extremely difficult to detect, and, in the case of proprietary software, the difficulty of detecting Coding Errors is exacerbated by the lack of design documents or specifications. Kindur believes that the testing and monitoring performed on such software will enable it to identify and address those Coding Errors that a prudent person managing a digital investment program would identify and address by correcting the Coding Errors. Despite such testing, monitoring and independent safeguards, Coding Errors may result in, among other things, the generation of unanticipated recommendations, the failure to execute trades in a timely fashion, and/or the failure to properly gather and organize available data, all of which can and may have adverse (and potentially materially adverse) effects on your account and/or its performance. Clients should assume that Coding Errors and their ensuing risks and impact are an inherent part of investing with a digital investment adviser such as Kindur. Accordingly, Kindur does not expect to disclose discovered Coding Errors to clients. Coding Errors in third-party hardware and software are generally entirely outside of the control of Kindur.

- **Operational Risk:** Operational risk is the exposure to the chance of loss arising from shortcomings or failures in internal processes or systems of Kindur, its affiliates, or Apex, external events impacting those systems, and human error. Trade errors and other operational mistakes (“Operating Errors”) occasionally may occur in connection with the management of your accounts. Kindur has policies and procedures that address identification and correction of Operating Errors. Operating Errors may include, but are not limited to, the following: (i) the placement of orders (either purchases or sales) in excess of the amount of investments intended to trade for an account; (ii) the purchase (or sale) of an investment when it should have been sold (or purchased); (iii) the purchase or sale of an investment not intended for an account; and (iv) incorrect allocations of trades. Operating Errors can also include such as fee calculations, trade recording and settlement, and other matters that are non-advisory in nature. Operating Errors may result in gains or losses or could have no financial impact.
- **Algorithm Risk:** The use of algorithms such as the ones underlying the Kindur Investment Management Program carries the risk that changes to the algorithm’s code, although subject to compliance controls and quality assurance testing, may not have the desired effect with respect to client accounts. While this risk increases if changes to an algorithm are insufficiently tested prior to implementation, even extensively tested changes may not produce the desired effect over time.
- **Order Execution Risk:** Kindur is authorized by each client to place transactions on such client’s behalf. Kindur provides instructions to its unaffiliated broker, Apex, to execute securities transactions as soon as reasonably practical after combining them into larger orders for aggregate transactions including transactions of other accounts under the Kindur Investment Management Program. However, for numerous reasons there could be material delays in the amount of time it takes to provide such instructions or for Apex to execute

each transactions. Any delays in placing or executing transactions could reduce, perhaps materially, any profit earned or could cause a material loss.

- **Household Account Risk:** Clients of Kindur may elect to treat persons living at the same address or sharing a joint account as a single unit for the purposes of Advisory Fee calculations, advisory services and the Kindur Investment Management Program (a “Household Account”). In that event, distributions may be made from any one or more individual clients accounts constituting such Household Account, without regard to whether such account is owned by any particular household member. Therefore, certain clients’ assets may be reduced in a manner that is disproportionate to the assets of other members of the same Household Account, meaning that participation by you in a Household Account may result in you having fewer personal assets than if you had participated in an individual account.
- **Tax Risk:** Rebalancing, liquidations, redemptions, and other changes to your investments available under the Kindur Investment Management Program may cause you to recognize taxable gains or losses and any resulting tax liabilities and tax-return filing obligation will be solely your responsibility. Kindur does not offer tax advice to you and we strongly encourage you to seek the advice of a qualified tax professional.

ITEM 7: CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS

Not Applicable. Because Kindur manages all client portfolios directly via its algorithmic platform, there are no portfolio managers with whom Kindur could share client information.

ITEM 8: CLIENT CONTACT WITH PORTFOLIO MANAGERS

Clients should consider that in some instances Kindur uses electronic rather than telephonic means to provide customer support. To receive customer support, clients may contact Kindur via email or through the online interface, and prospective clients should be comfortable communicating through those channels. Clients should consider that such customer support is technical in nature only, and that although the algorithms that manage client accounts are overseen, monitored, and updated by investment advisory personnel, such personnel are not portfolio managers who make discretionary investment decisions. Moreover, clients participating in the Kindur Investment Management Program will not have the ability to interact directly with such personnel.

ITEM 9: ADDITIONAL INFORMATION

Disciplinary Information

Not applicable. Kindur does not have any disciplinary information to report.

Financial Industry Activities and Affiliations

No Broker-Dealer/Commodities Registration

Neither Kindur nor any of its management personnel are registered as, or have any pending applications to become, a broker/dealer, futures commission merchant, commodity pool operator, or commodity trading advisor or a representative or an associated person thereof.

Relationships Material to this Advisory Business and Possible Conflicts of Interests

Kindur has one relationship with an affiliate that is material to its investment advisory business or its clients. An affiliate of Kindur, Kindur Insurance Services LLC (“**Kindur Insurance**”), which is owned by the same parent company as Kindur, is an insurance agency that is licensed to sell certain insurance products, including fixed annuity products, which may be recommended by Kindur to a client as part of the Kindur Investment Management Program. Kindur may facilitate the purchase of such products by clients for whom Kindur recommends such products as part of the Kindur Investment Management Program. Rhian Laura Horgan, the Chief Executive Officer of Kindur, is a licensed insurance agent with Kindur Insurance.

Kindur Insurance does not earn or receive any commissions or fees from any insurance carrier or other party for the sale of any fixed annuity product. However, the fixed annuity may be subject to fees and expenses charged directly by the insurance carrier which are not included in Kindur’s fee. These fees and expenses may be substantial. Please consult your insurance contract for a description of these fees and expenses.

Kindur believes the affiliation between Kindur and Kindur Insurance should be beneficial to clients as part of a retirement program that offers the option to include insurance products such as fixed annuities. Nevertheless, Kindur recognizes that it has potential conflicts of interest in recommending insurance products sold by its affiliate Kindur Insurance. Kindur seeks to mitigate these conflicts through, among other things, ensuring that Kindur’s fee structure does not improperly incentivize Kindur or Kindur Insurance to sell its annuity product over other investment products offered by Kindur and ensuring that the client has the option not to purchase the annuity product as part of their participation in Kindur’s platform.

Additionally, Kindur’s parent company, Kindur Services Inc., offers its SmartDraw Subscription Service to the public. This service utilizes proprietary algorithm-based technology to create automated, personalized withdrawal strategies to help manage retirement income more efficiently. There are a number of different subscription plans for this service and specific details regarding each SmartDraw subscription are available on the Website. Clients who have opened accounts with Kindur receive withdrawal recommendations utilizing SmartDraw’s algorithms as part of the suite of services Kindur provides for the Advisory Fee.

Other Investment Advisers

Kindur does not utilize nor select third-party investment advisers.

Code of Ethics

Kindur maintains a code of ethics that requires all officers and employees to conduct themselves with the highest standards of honest conduct and business ethics in all aspects of their activities concerning Kindur and Kindur clients. A copy of Kindur's Code of Ethics is available to clients and prospective clients upon request.

Participation in Client Transactions and Potential Conflicts of Interests

- *Recommendations Involving Material Financial Interests:* Kindur does not recommend that clients buy or sell any security in which a related person to Kindur or Kindur has a material financial interest.
- *Investing Personal Money in the Same Securities as Clients:* Representatives of Kindur may buy or sell securities identical to or different than those recommended to clients for their personal accounts. Representatives of Kindur may have an interest or position in certain securities which may also be recommended to a client. In such instances, Kindur or its representatives may have a financial incentive to buy or sell such securities for client accounts, although this incentive is limited because Kindur anticipates that generally client activity in the recommended ETF funds is unlikely to materially impact their price.
- *Trading Securities At/Around the Same Time as Clients' Securities.* Representatives of Kindur may buy or sell securities for their personal accounts at or around the same time as clients. Representatives of Kindur may have an interest or position in certain securities which may also be recommended to a client. In such instances, Kindur or its representatives may have a financial incentive to buy or sell such securities for client accounts, although this incentive is limited because Kindur anticipates that generally client activity in the recommended ETF funds is unlikely to materially impact their price.
- *Mitigation of Associated Risks.* It is the express policy of Kindur that no person employed by Kindur may use material, non-public information obtained during the course of his or her work in deciding whether to purchase or sell any security prior to any pending transaction(s) being executed for an advisory account. This policy is intended to prevent employees from benefiting from transactions placed on behalf of advisory accounts. Further, because Kindur's purchases and sales of securities are generally limited to ETFs, Kindur believes the risks associated with any of the foregoing activities are substantially lower than those applicable to other investment advisers who trade stocks and other securities on behalf of their clients.

Review of Accounts

- *Frequency and Nature of Periodic Reviews and Who Makes Those Reviews.* Program accounts are not reviewed by Kindur personnel or by Kindur except in the case of automated allocation revisions. Clients are encouraged to update Kindur of any change in their objectives, risk tolerance, or other pertinent information. Corporate Client accounts are reviewed on a regular basis at least once each week.

- *Factors That Will Trigger a Non-Periodic Review of Client Accounts.* Program accounts do not undergo non-periodic review by Kindur. Allocations will change in accordance with the algorithms utilized by Kindur and changes to the client's profile.
- *Content and Frequency of Regular Reports Provided to Clients.* Clients will receive at least quarterly an electronic report that details the client's account including assets held and asset value, which report will come from the custodian and at least quarterly a written report from Kindur.

Client Referrals and Other Interests

- *Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes).* Kindur does not receive any economic benefit, directly or indirectly from any third party for advice rendered to Kindur's clients.
- *Compensation to Non – Advisory Personnel for Client Referrals.* Kindur may offer compensation to current clients, affiliate marketers, solicitors, and other strategic partners who recommend Kindur and refer new clients. New clients are advised of such compensation prior to opening an account. Kindur supervises the referral activities of current customers, affiliate marketers (including “bloggers”), solicitors, and other strategic partners. Clients are not charged any fee nor do they incur any additional costs for being referred to Kindur by a current client, affiliate marketer, solicitor, or other strategic partner. In addition, Kindur personnel are eligible for variable compensation based on the firm's growth. This compensation is based on firm-wide targets, individual targets, or both.

Voting Client Securities

Except with respect to Corporate Clients, Kindur will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

Financial Information

Not Applicable.

