

**INSCRIPTION CAPITAL, LLC**

**FORM ADV PART 2A – DISCLOSURE BROCHURE**

**Item 1 – Cover Page**

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This Form ADV 2A (“Disclosure Brochure”) provides information about the qualifications and business practices of Inscription Capital, LLC (“Inscription”). If you have any questions regarding the contents of this Disclosure Brochure, please contact the Advisor by telephone at (713) 673-8999 or by email at [Contact@inscriptioncapital.com](mailto:Contact@inscriptioncapital.com). The information in this Disclosure Brochure has not been approved or verified by the United States Securities (“SEC”) and Exchange Commission or by any state securities authority.

Inscription Capital, LLC is a registered investment advisor. Registration with the SEC or any state securities authority does not imply a certain level of skill or training. Additional information about Inscription Capital, LLC is available on the SEC’s website at <http://www.adviserinfo.sec.gov> by searching with our firm name or our CRD # 291780.

March 2, 2020

## **Item 2 – Material Changes**

Form ADV Part 2 requires registered investment advisors to amend their Disclosure Brochure when information becomes materially inaccurate. If there are any material changes to an advisor's Disclosure Brochure, the advisor is required to notify you and provide you with a description of the material changes.

The following material changes have been made to this Disclosure Brochure since the last filing and distribution to Clients:

- Mark R. Flatow has been appointed the Chief Compliance Officer of the Advisor.
- The Advisor now offers a commodities solution through Quantor Capital LLC. Please see Item 4B and item 10 for additional details.
- The Advisor amended its fees for Advisory Services. Please see Item 5A for additional details.
- The Advisor offers 3(21) Retirement Plan Advisory Services. Please see Item 4B and Item 5 for additional details.

### Future Changes

From time to time, we may amend this Disclosure Brochure to reflect changes in our business practices, changes in regulations and routine annual updates as required by the securities regulators. This complete Disclosure Brochure or a Summary of Material Changes shall be provided to each Client annually and if a material change occurs.

At any time, you may view the current Disclosure Brochure on-line at the SEC's Investment Adviser Public Disclosure website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) by searching with our firm name or our CRD# 291780. You may also request a copy of this Disclosure Brochure at any time by contacting us at (713) 673-8999 or by email at [Contact@inscriptioncapital.com](mailto:Contact@inscriptioncapital.com).

### Item 3 - Table of Contents

Item 1 – Cover Page .....	1
Item 2 – Material Changes .....	2
Item 3 - Table of Contents.....	3
Item 4 - Advisory Business .....	4
A. Description of the Advisory Firm .....	4
B. Types of Advisory Services .....	4
C. Client-Tailored Advisory Services.....	7
D. Assets Under Management .....	7
Item 5 - Fees and Compensation .....	7
A. Fee Schedule for Advisory Services .....	7
B. Payment of Fees .....	8
C. Clients Responsible for Fees Charged by Financial Institutions and External Money Managers ...	9
D. Prepayment of Fees .....	9
E. Outside Compensation for the Sale of Securities or Other Investment Products to Clients .....	10
Item 6 - Performance-Based Fees and Side-by-Side Management.....	11
Item 7 - Types of Clients.....	11
Item 8 - Methods of Analysis, Investment Strategies, and Risk of Loss .....	11
A. Methods of Analysis and Risk of Loss .....	11
B. Material Risks Involved .....	12
Unusual Risks of Specific Securities .....	15
Item 9 – Disciplinary Information.....	16
Item 10 – Other Financial Industry Activities and Affiliations .....	16
Item 11 – Code of Ethics, Participation or Interest in Client Transactions.....	18
A. Description of Code of Ethics .....	18
Item 12 – Brokerage Practices .....	19
A. Factors Used to Select Custodians and/or Broker-Dealers .....	19
B. Trade Aggregation .....	23
Item 13 – Review of Accounts.....	23
A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews .....	23
B. Other Reviews .....	24
C. Content and Frequency of Regular Reports Provided to Clients .....	24
Item 14 – Client Referrals and Other Compensation .....	24
A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients .....	24
B. Compensation to non-Supervised Persons for Client Referrals.....	24
Item 15 – Custody .....	24
Item 16 – Investment Discretion .....	25
Item 17 – Voting Client Securities .....	25
Item 18 – Financial Information.....	26
A. Balance Sheet.....	26
B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients .....	26
C. Bankruptcy Petitions in Previous Years.....	26

## **Item 4 - Advisory Business**

### **A. Description of the Advisory Firm**

Inscription Capital, LLC (“Inscription” or the “Advisor”) is a limited liability company organized in the State of Delaware. Inscription became an investment advisory firm registered with the U.S. Securities and Exchange Commission (“SEC”) in February 2018. Inscription is wholly-owned by Inscription Capital Holdings, LLC. A majority of Inscription Capital Holdings, LLC is owned among Brian Bova, David Leeds Eustis, and Marc Oster. Stephan Farber, a Financial Advisor with Inscription, also conducts business under the “doing business as” name Sound Post Capital.

All statements in this Disclosure Brochure, including those made in the present tense, describe the prospective business of Inscription. If you have any questions regarding the contents of this Disclosure Brochure, please contact the Advisor by telephone at (713) 673-8999 or by email at [Contact@inscriptioncapital.com](mailto:Contact@inscriptioncapital.com).

### **B. Types of Advisory Services**

Inscription provides holistic and personalized financial planning and discretionary and non-discretionary investment advisory services to individuals, including high net worth individuals, and entities, including, but not limited to, family offices, trusts, estates, and private foundations (each a “Client”).

The Advisor serves as a fiduciary to Clients, as defined under the applicable laws and regulations. As a fiduciary, the Advisor upholds a duty of loyalty, fairness and good faith towards each Client and seeks to mitigate potential conflicts of interest. Our fiduciary commitment is further described in our Code of Ethics. For more information regarding our Code of Ethics, please see Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.

#### *Financial Planning and Consulting Services*

Inscription may provide a variety of comprehensive financial planning and consulting services to Clients. Such engagements may be part of the investment advisory engagement or pursuant to a separate engagement. Generally, such financial planning services will involve preparing a financial plan or rendering a financial consultation based on the Client’s financial goals and objectives. This planning or consulting may encompass one or more areas of need, including, but not limited to cash flow analysis, investment planning, retirement planning, estate planning, personal savings, educational savings, and other areas of a Client’s financial situation.

A financial plan developed for or financial consultation rendered to the Client will typically include general recommendations for a course of activity or specific actions to be taken by the Client. For example, recommendations may be made that the Client start or revise their investment programs, commence or alter retirement savings, establish education savings and/or charitable giving programs. Inscription may recommend the services of itself and/or other professionals to implement its recommendations. Clients are advised that a conflict of interest exists if Inscription recommends its own services, as such a recommendation may increase the advisory fees paid to Inscription. The Client is under no obligation to act upon any of the recommendations made by Inscription under a financial planning or consulting engagement to engage the services of any such recommended professional, including Inscription itself.

*Investment Management Services*

In designing and implementing customized models and portfolio strategies, Inscription can manage, on a discretionary or nondiscretionary basis, a broad range of investment strategies and vehicles. Inscription primarily allocates Client assets among various mutual funds, exchange-traded funds (“ETFs”), structured products, options, alternative investments, and individual debt and equity securities in accordance with Clients’ stated investment objectives.

Inscription may further recommend to Clients that all or a portion of their investment portfolio be managed on a discretionary basis by one or more unaffiliated money managers or investment platforms (“External Managers”). The Client may be required to enter into a separate agreement with the External Manager(s), which will set forth the terms and conditions of the Client’s engagement of the External Manager, or will receive a Statement of Investment Selection in a single contract relationship. Inscription generally renders services to the Client relative to the discretionary selection of External Managers. Inscription also assists in establishing the Client’s investment objectives for the assets managed by External Managers, monitors and reviews the account[s] performance and defines any restrictions on the account[s]. The investment management fees charged by the designated External Managers, together with the fees charged by the corresponding designated broker-dealer/custodian of the Client’s assets, may be exclusive of, and in addition to, advisory fees charged by Inscription.

*Commodities Pool Investment* – Certain Advisory Persons are also associated persons of Quantor Capital LLC (“Quantor”), a commodity pool operator (NFA ID: 0503326) with the Commodity Futures Trading Commission (“CFTC”). As a part of the Advisor’s Investment Management Services, Advisory Persons can recommend that the Client invest a portion of their assets into Quantor Core Fund, LP, a commodities pool, which will be managed separately by Quantor. The Advisor will not have day-to-day investment supervision over the assets managed by Quantor. Clients are not obligated to implement commodities recommendations provided by the Advisor or its Advisory Persons. Please see *Item 10 – Other Financial Industry Activities and Affiliations* for additional information.

*Family Office Services*

Inscription also offers ongoing family office services to Clients. Generally, such family office services include:

- Business consulting services, including business transaction support services including coordination of the transaction advisory teams (banks, legal, auditors, tax accountants), due diligence support, and post close accounting support;
- Coordination and oversight of personal tax planning and tax preparation services, which includes; estate planning, trusts and foundations, residential and lifestyle management, insurance;
- Ongoing evaluation of personal investments and direct outside investments and coordination of related tax planning
- Ongoing corporate and/or family governance support;
- Consolidated information management and investment reporting; and
- Private business consulting services, including business transaction support services including coordination of the transaction advisory teams (banks, legal, auditors, tax accountants), due diligence support, and post close accounting support;
- Investment management services, including, quarterly meetings to review your current portfolio, structure, allocation, and strategies, written investment plans to be reviewed at each meeting, cash

flow planning, risk management planning and ongoing maintenance of financial positions and related recommendations.

### *Business Consulting Services*

Inscription also offers Business Consulting, pursuant to a written business consulting agreement. Services are offered in several areas, depending on their goals, objectives and financial situation. Generally, such consulting services will involve preparing a financial plan or rendering a financial consultation based on the Client's financial goals and objectives. This planning or consulting may encompass one or more areas of need, including, but not limited to business planning, tax planning, cash flow forecasting, risk management and reporting.

These services may be provided on a stand-alone basis or incorporated into other services, pursuant to a comprehensive wealth management engagement.

A business consultation rendered to the Client will usually include general recommendations for a course of activity or specific actions to be taken by the Client. Inscription may also refer Clients to an accountant, attorney or another specialist, as appropriate for their unique situation.

Business consulting recommendations may pose a potential conflict between the interests of the Advisor and the interests of the Client. For example, a recommendation to engage the Advisor for wealth management services or to increase the level of investment assets with the Advisor would pose a conflict, as it would increase the advisory fees paid to the Advisor. Clients are not obligated to implement any recommendations made by the Advisor or maintain an ongoing relationship with the Advisor. If the Client elects to act on any of the recommendations made by the Advisor, the Client is under no obligation to execute the transaction through the Advisor.

### *Retirement Plan Advisory Services*

Inscription provides retirement plan advisory services on behalf of the retirement plans (each a "Plan") and the company (the "Plan Sponsor"). The Advisor's retirement plan advisory services are designed to assist the Plan Sponsor in meeting its fiduciary obligations to the Plan and its Plan Participants. Each engagement is customized to the needs of the Plan and Plan Sponsor. Services generally include:

- Plan Participant Enrollment and Education Tracking
- Investment Policy Statement ("IPS") Design and Review
- Investment Oversight Services (ERISA 3(21))
- Performance Reporting
- Ongoing Investment Recommendation and Assistance

These services are provided by Inscription serving in the capacity as a fiduciary under the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). In accordance with ERISA Section 408(b)(2), the Plan Sponsor is provided with a written description of Inscription's fiduciary status, the specific services to be rendered and all direct and indirect compensation the Advisor reasonably expects under the engagement.

### **C. Client-Tailored Advisory Services**

Inscription provides portfolio management services using investment models designed to meet a variety of Client investment objectives. Client portfolios are managed on the basis of individual Clients' financial situation and investment objectives. Clients may impose reasonable restrictions on the management of their accounts if Inscription determines, in its sole discretion, that the conditions would not materially impact the performance of a management strategy or prove overly burdensome for Inscription's management efforts.

### **D. Assets Under Management**

As of December 31, 2019 Inscription manages \$1,080,534,119 in Client assets, \$544,279,506 of which are managed on a discretionary basis and \$536,254,613 on a non-discretionary basis. Clients may request more current information at any time by contacting the Advisor.

## **Item 5 - Fees and Compensation**

### **A. Fee Schedule for Advisory Services**

Inscription charges an annual advisory fee based upon the assets under management that is agreed upon with each Client and set forth in an agreement executed by Inscription and the Client. Advisory fees range between 0.25% to 1.25% annually, depending on the size and complexity of the Client relationship as well as on the Advisory Person rendering the services. Relationships with multiple objectives, specific reporting requirements, portfolio restrictions and other complexities may be charged a higher fee. The advisory fee for the initial quarter is payable on a pro rata basis, in arrears, based on the period ending value of the net billable assets under management. For subsequent quarters, the advisory fee generally is payable in advance (except for services to participant-directed 401k plans, which generally are payable in arrears), based on the average daily net billable asset value of the Client's accounts through the last day of the previous quarter as provided by third-party sources.

Notwithstanding the foregoing, Inscription and the Client may choose to negotiate an annual advisory fee that varies from the schedule set forth above. Factors upon which a different annual advisory fee may be based include, but are not limited to, the size and nature of the relationship, the services rendered, the nature and complexity of the products and investments involved, time commitments, and travel requirements. The advisory fee charged by the Advisor will apply to all of the Client's assets under management, unless specifically excluded in the Client agreement. The advisory fee may include the financial planning services described above. Certain options strategies are offered to Clients for an additional fee to Inscription, assessed on assets committed to those particular strategies, as described in the Client agreement.

Clients have five (5) business days from the date of execution of the Client agreement to terminate Inscription's services. The investment advisory agreement between Inscription and the Client may be terminated at will by either Inscription or the Client upon written notice. Inscription does not impose termination fees when the Client terminates the investment advisory relationship, except when agreed upon in advance.

Inscription offers its Clients financial planning services. Such services, for some Clients, may be included as part of the annual advisory fee. Clients may also enter into a separate agreement with Inscription for financial planning services. Fees for services performed pursuant to such separate agreements for financial services are negotiable and are based on either an hourly rate that varies, depending on the experience, knowledge, and skill of those performing the services on behalf of Inscription, or a flat fee agreed upon in writing by Inscription and the Client. Inscription also offers family office services for a fixed annual fee ranging up to \$600,000, which may be negotiable depending on the nature and complexity of each Client's circumstances.

The hourly rate for ad-hoc and project-based consultations for Clients varies depending on the services provided and the experience, knowledge, and skill of those performing the services on behalf of Inscription. Hourly rates may generally range from \$250 to \$500 per hour based on the scope of the engagement. The scope and charges of all hourly ad-hoc work must be agreed-upon in writing by Inscription and the Client before any billing begins.

Inscription requires a minimum balance of assets under management per household of \$10,000,000; this requirement may be waived solely in the discretion of the Advisor.

#### *Business Consulting Services*

For Business consulting engagements that fall outside the Advisor's advisory services, the Advisor will charge a fixed fee ranging up to \$750,000, which may be negotiable, at the sole discretion of the Advisor, depending on the nature and complexity of each Client's circumstances. An estimate for total hours and/or total costs will be determined prior to establishing the advisory relationship. If the Client engages the Advisor for advisory services, the Advisor may offset future fees against the fees paid for planning services.

#### *Retirement Plan Advisory Services*

Fees for retirement plan advisory services are charged an annual asset-based fee of up to 0.75% and are billed in arrears, pursuant to the terms of the retirement plan advisory agreement. Retirement plan advisory fees based on the average daily net billable asset value of the Plan through the last day of the calendar quarter. Fees may be negotiable depending on the size and complexity of the Plan.

### **B. Payment of Fees**

Inscription generally deducts its advisory fee from a Client's investment account[s] held at his/her Custodian. Upon engaging Inscription to manage such account[s], a Client grants Inscription this limited authority through a written instruction to the Custodian of his/her account[s]. The Client is responsible to verify the accuracy of the calculation of the advisory fee; the Custodian will not determine whether the fee is accurate or properly calculated. The fee generally is billed in advance on a quarterly basis, as described above in Item 5(A). A Client may utilize the same procedure for the payment of financial planning or consulting fees in arrears or in advance if the Client has investment accounts held at a custodian.

Although Clients generally are required to have their investment advisory fees deducted from their accounts, in some cases, Inscription will directly bill a Client for investment advisory fees if it determines that such billing arrangement is appropriate given the circumstances.



The Custodian of the Client's accounts provides each Client with a statement, at least quarterly, indicating separate line items for all amounts disbursed from the Client's account[s], including any fees paid directly to Inscription. For certain non-custodial partnership/private fund investments, the Advisor may not receive quarter-end investment valuations prior to its fee billing calculation. In such instances, the Advisor will use the most recent month-end or quarter-end valuation available for the calculation of investment advisory fees. The Advisor will recalculate its fee upon receipt of final valuations. Adjustments are reflected in the fee calculations for the next quarterly period.

Clients may make additions to and withdrawals from their account at any time, subject to Inscription's right to terminate an account. Additions may be in cash or securities provided that the Advisor reserves the right to liquidate transferred securities or decline to accept particular securities into a Client's account. Clients may withdraw account assets at any time on notice to Inscription, subject to the usual and customary securities settlement procedures. However, the Advisor generally designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a Client's investment objectives. Inscription may consult with its Clients about the options and implications of transferring securities. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, short-term redemption fees, fees assessed at the mutual fund level (e.g. contingent deferred sales charges) and/or tax ramifications.

#### *Business Consulting Services*

Business Consulting fees are generally invoiced up to 50% upon execution of the Business Consulting agreement and the balance upon completion of the agreed upon deliverable[s]. For certain engagements, the Advisor may charge its fee 100% upon execution of the Business Consulting engagement. In these instances, services will be completely rendered within six months of the initiation of the engagement.

#### *Retirement Plan Advisory Services*

Retirement plan advisory fees may be directly invoiced to the Plan Sponsor or deducted from the assets of the Plan, depending on the terms of the retirement plan advisory agreement.

### **C. Clients Responsible for Fees Charged by Financial Institutions and External Money Managers**

In addition to Inscription's advisory fee, Clients will be responsible for the fees and expenses of the Custodian(s), underlying mutual funds, ETF's, External Managers and their platform manager (if any), transfer taxes, odd lot differentials, exchange fees, interest charges, ADR processing fees, trading away fees, and any charges, taxes or other fees mandated by any federal, state or other applicable law, retirement plan account fees (where applicable), electronic fund and wire fees. The Advisor's recommended Custodian does not typically charge securities transaction fees for ETF and equity trades in Client accounts, but typically charges for mutual funds and other types of investments. Clients should review the applicable prospectuses for additional information about fund fees and expenses. For External Managers, Clients should review each manager's Form ADV 2A disclosure brochure and either the contract they sign with the External Manager (in a dual contract relationship) or their Statement of Investment Selection (in a single contract relationship) for additional information about fees and expenses charged.

### **D. Prepayment of Fees**

As noted in Item 5(B) above, Inscription's advisory fees generally are paid in advance. Upon the termination of a Client's advisory relationship, Inscription will issue a refund equal to any unearned management fee for the remainder of the quarter. The Client may specify how he/she would like such refund issued (i.e., a check sent directly to the Client or a check sent to the Client's Custodian for deposit into his/her account).

#### *Business Consulting Services*

Inscription may be partially compensated for its business consulting services in advance of the engagement. Either party may terminate a consulting agreement at any time by providing written notice to the other party. The Client shall be responsible for business consulting fees up to and including the effective date of termination. Upon termination, the Advisor will refund any unearned, prepaid financial planning fees. The Client's business consulting agreement with the Advisor is non-transferable without the Client's consent in accordance with the terms of the agreement.

#### *Retirement Plan Advisory Services*

Inscription is compensated for its services at the end of the quarter after advisory services are rendered. Either party may terminate the retirement plan advisory agreement, at any time, by providing advance written notice to the other party. The Client shall be responsible for retirement plan advisory fees up to and including the effective date of termination. The Client's retirement plan advisory agreement with the Advisor is non-transferable without the Client's prior consent.

### **E. Outside Compensation for the Sale of Securities or Other Investment Products to Clients**

Inscription does not buy or sell securities and does not receive any compensation for securities transactions in any Client account, other than the investment advisory fees noted above.

Certain Advisor representatives who provide investment advice to Clients ("Advisory Persons") may also be registered representatives of Purshe Kaplan Sterling Investments, Inc. ("PKS") a FINRA-registered broker-dealer and member of SIPC.

An Advisory Person of Inscription may implement securities transactions, acting in one's separate capacity as registered representative, on a commission basis through PKS instead of Inscription. In such instances, the Advisory Person will receive commission-based compensation in connection with the purchase and sale of securities, as well as a share of any ongoing distribution or service (trail) fees, including 12b-1 fees for the sale of investment company products. Compensation earned by the Advisory Person in his or her capacity as a registered representative is separate from and in addition to Inscription's advisory fee charged on Client assets held in advisory accounts. The receipt of such compensation by an Advisory Person presents a conflict of interest as an Advisory Person who is a registered representative has an incentive to effect securities transactions for the purpose of generating commissions and 12b-1 fees rather than solely based on the Client's needs. Clients may be able to obtain these products less expensively through sources other than PKS that do not generate compensation for the Advisory Person. Inscription addresses this conflict through disclosure and additionally notes that the Advisor does not charge advisory fees on assets where one of our Advisory Persons, acting in one's separate capacity as registered representative, received brokerage compensation (e.g., it does not "double dip"). Inscription notes that Clients are under no obligation to purchase securities products through PKS or our Advisory Persons or otherwise engage such persons and may choose brokers or agents not

affiliated with Inscription or PKS, and in some cases could purchase products directly from fund companies without paying brokerage compensation.

Advisory persons of Inscription may also be licensed as insurance professionals. Such persons earn commission-based compensation for selling insurance products to Clients. Insurance commissions earned by Advisory Persons who are insurance professionals are separate from and in addition to Inscription's advisory fee. This practice presents a conflict of interest as an Advisory Person who is an insurance professional may have an incentive to recommend insurance products for the purpose of generating commissions rather than solely based on Client needs. Clients are under no obligation to purchase insurance products through any person affiliated with Inscription.

### **Item 6 - Performance-Based Fees and Side-by-Side Management**

Performance-based fees are fees that are based on a share of a capital gains or capital appreciation of a Client's account. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Inscription's fees are calculated as described in Item 5 above. Inscription does not charge performance-based fees or participate in side by side management. However, the Advisor may recommend Investment Managers and investment funds, including Private Funds, which may assess a performance-based fee. Such recommendations to invest with an Investment Manager or investment fund with a performance-based fee arrangement would be preceded by an assessment as to the suitability and appropriateness of such an investment, relative to other similar investments, if any, which do not have a performance-based fee arrangement.

### **Item 7 - Types of Clients**

Inscription offers investment advisory services to individuals, including high net worth individuals, and entities, including, but not limited to, family offices, trusts, estates, and private foundations. The Advisor does not impose minimum relationship size.

### **Item 8 - Methods of Analysis, Investment Strategies, and Risk of Loss**

#### **A. Methods of Analysis and Risk of Loss**

A primary step in Inscription's investment strategy is getting to know the Clients – to understand their financial condition, risk profile, investment goals, tax situation, liquidity constraints – and assemble a complete picture of their financial situation. To aid in this understanding, Inscription offers Clients financial planning that is highly customized and tailored. This comprehensive approach is integral to the way that Inscription does business. Once Inscription has a true understanding of its Clients' needs and goals, the investment process can begin, and the Advisor can recommend strategies and investments that it believes are aligned with the Client's goals and risk profile.

Inscription primarily employs fundamental analysis methods in developing investment strategies for its Clients. Research and analysis from Inscription is based on numerous sources, including third-party research materials and publicly-available materials, such as company annual reports, prospectuses, and press releases.

Inscription generally employs a long-term investment strategy for its Clients, as consistent with their financial goals. Inscription will typically hold all or a portion of a securities position for more than a year

but may hold for shorter periods for the purpose of rebalancing a portfolio or meeting the cash needs of Clients. At times, the Advisor may also buy and sell positions that are more short-term in nature, depending on the goals of the Client and/or the fundamentals of the security, sector or asset class.

Inscription has an investment committee. The investment committee selects assets and products from across many asset classes, including global and domestic equities, taxable and non-taxable fixed income, mutual funds, ETFs, structured products, options, and alternative investments. Once the investment committee reviews and approves these securities and products, they are added to the Advisor's model portfolios and approved list and may be purchased for Clients. Similarly, Inscription may select External Managers to manage a portion of its Clients' assets. The investment committee also reviews and approves the External Managers in which the Advisor has placed Client assets. Overall investment strategies recommended to each Client emphasize long-term ownership of a diversified portfolio of marketable and non-marketable investments intended to provide superior after-tax, inflation-adjusted, economic returns.

Client portfolios with similar investment objectives and asset allocation goals may own different securities and investments. The Client's portfolio size, tax sensitivity, desire for simplicity, income needs, long-term wealth transfer objectives, time horizon and choice of custodian are all factors that influence Inscription's investment recommendations.

Investing in securities involves a risk of loss. A Client can lose all or a substantial portion of his/her investment. A Client should be willing to bear such a loss. Some investments are intended only for sophisticated investors and can involve a high degree of risk.

## **B. Material Risks Involved**

The mutual funds, ETFs and External Managers that the Advisor frequently invests Client assets with or recommends to Clients generally own securities and therefore also involve the risk of loss that is inherent in investing in securities. The extent of the risk of ownership of fund shares generally depends on the type and number of securities held by the fund. Mutual funds invested in fixed income securities are subject to the same interest rate, inflation, and credit risks associated with the fund's underlying bond holdings. Fixed income securities may decrease in value as a result of many factors, for example, increases in interest rates or adverse developments with respect to the creditworthiness of the issuer. Risks also may be significantly increased if a mutual fund pursues an alternative investment strategy. An investment in an alternative mutual fund involves special risks such as risk associated with short sales, leveraging the investment, potential adverse market forces, regulatory changes, and potential illiquidity. Investing in alternative strategies presents the opportunity for significant losses. Returns on mutual fund investments are reduced by management costs and expenses.

An ETF's risks include declining value of the securities held by the ETF, adverse developments in the specific industry or sector that the ETF tracks, capital loss in geographically focused funds because of unfavorable fluctuation in currency exchange rates, differences in generally accepted accounting principles, or economic or political instability, tracking error, which is the difference between the return of the ETF and the return of its benchmark and trading at a premium or discount, meaning the difference between the ETF's market price and NAV. ETFs also are subject to the individual risks described in their prospectus. Although many mutual funds and ETFs may provide diversification, risks can be significantly increased if a mutual fund or ETF is concentrated in a particular sector of the market, primarily invests in small cap or speculative companies, uses leverage to a significant degree, or concentrates in a particular type of security. One of the main advantages of mutual funds and ETFs is that they give individual investors access to professionally managed, diversified portfolios of equities, bonds and other securities.

Although the goal of diversification is to combine investments with different characteristics so that the risks inherent in any one investment can be balanced by assets that move in different cycles or respond to different market factors, diversification does not eliminate the risk of loss. In some circumstances, price movements may be highly correlated across securities and funds. A specific fund may not be diversified, and a Client portfolio may not be diversified. Additionally, when diversification is a Client objective, there is risk that the strategies that the Advisor uses may not be successful in achieving the desired level of diversification. There is also risk that the strategies, resources, and analytical methods that the Advisor uses to identify mutual funds and ETFs will not be successful in identifying investment opportunities.

The following events also could cause mutual funds, ETFs, equities, commodities and fixed income securities and other investments managed for Clients, as well as those managed by External Managers, to decrease in value:

- Market Risk: The price of an equity security, bond, or mutual 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, changes in political, economic and social conditions may trigger adverse market events.
- 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.
- Event Risk: An adverse event affecting a particular company or that company's industry could depress the price of a Client's investments in that company's stocks or bonds. The company, government or other entity that issued bonds in a Client's portfolio could become less able to, or fail to, repay, service or refinance its debts, or the issuer's credit rating could be downgraded by a rating agency. Adverse events affecting a particular country, including political and economic instability, could depress the value of investments in issuers headquartered or doing business in that country.
- Liquidity Risk: Securities that are normally liquid may become difficult or impossible to sell at an acceptable price during periods of economic instability or other emergency conditions. Some securities may be infrequently or thinly traded even under normal market conditions.
- Leverage Risk: The use of leverage may lead to increased volatility of a fund's NAV and market price relative to its common shares. Leverage is likely to magnify any losses in the fund's portfolio, which may lead to increased market price declines. Fluctuations in interest rates on borrowings or the dividend rates on preferred shares that take place from changes in short-term interest rates may reduce the return to common shareholders or result in fluctuations in the dividends paid on common shares. There is no assurance that a leveraging strategy will be successful.
- Commodities Risk: Commodities prices can be extremely volatile and can lose all or virtually all their value, and historically this has occurred in various markets on multiple occasions. Furthermore, commodity investments generally involve use of futures contracts, which creates additional counterparty risk, and also the risk of rolling futures contracts, which can result in substantial loss and underperformance of spot commodity prices.
- Domestic and/or Foreign Political Risk: The events that occur in the U.S. relating to politics, government, and elections can affect the U.S. markets. Political events occurring in the home

country of a foreign company such as revolutions, nationalization, and currency collapse can have an impact on the security.

- Inflation Risk: Countries around the globe may be more, or less, prone to inflation than the U.S. economy at any given time. Companies operating in countries with higher inflation rates may find it more difficult to post profits reflecting its underlying health.
- Currency Risk: Overseas investments are subject to fluctuations in the value of the U.S. dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- Reinvestment Risk: This risk is 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.
- Operational Risk: Fund Advisors and other ETF service providers may experience disruptions or operating errors such as processing errors or human errors, inadequate or failed internal or external processes, or systems or technology failures, that could negatively impact the ETF.
- Regulatory/Legislative Developments Risk: Regulators and/or legislators may promulgate rules or pass legislation that places restrictions on, adds procedural hurdles to, affects the liquidity of, and/or alters the risks associated with certain investment transactions or the securities underlying such investment transactions. Such rules/legislation could affect the value associated with such investment transactions or underlying securities
- Illiquid Securities: Investments in hedge funds and other private investment funds may underperform publicly offered and traded securities because such investments:
  - Typically require investors to lock-up their assets for a period and may be unable to meet redemption requests during adverse economic conditions;
  - Have limited or no liquidity because of restrictions on the transfer of, and the absence of a market for, interests in these funds;
  - Are more difficult to monitor and value due to a lack of transparency and publicly available information about these funds;
  - May have higher expense ratios and involve more inherent conflicts of interest than publicly traded investments; and
  - Involve different risks than investing in registered funds and other publicly offered and traded securities. These risks may include those associated with more concentrated, less diversified investment portfolios, investment leverage and investments in less liquid and non-traditional asset classes.

Past performance of a security or a fund is not necessarily indicative of future performance or risk of loss.

#### **Use of External Managers**



Inscription may select certain External Managers to manage a portion of its Clients' assets. In these situations, Inscription conducts due diligence of such managers, but the success of such recommendations relies to a great extent on the External Managers' ability to successfully implement their investment strategies. In addition, Inscription generally may not have the ability to supervise the External Managers on a day-to-day basis.

### **Unusual Risks of Specific Securities**

#### *Risk Associated with Initial Public Offerings*

Investments in initial public offerings (or shortly thereafter) may involve higher risks than investments issued in secondary public offerings or purchases on a secondary market due to a variety of factors, including, without limitation, the limited number of shares available for trading, unseasoned trading, lack of investor knowledge of the issuer and limited operating history of the issuer. In addition, some companies in initial public offerings are involved in relatively new industries or lines of business, which may not be widely understood by investors. Some of these companies may be undercapitalized or regarded as developmental stage companies, without revenues or operating income, or the near-term prospects of achieving them. These factors may contribute to substantial price volatility for such securities and, thus, for the value of the company's shares.

#### *Risks Associated with Closed-End Funds*

Closed-end funds typically use a high degree of leverage. They may be diversified or non-diversified. Risks associated with closed-end fund investments include liquidity risk, credit risk, volatility and the risk of magnified losses resulting from the use of leverage. Additionally, closed-end funds may trade below their net asset value.

#### *Risks Associated with Options Trading*

Investments in options contracts have the risk of losing value in a relatively short period of time. Options are investments whose ultimate value is determined from the value of the underlying investment. Option contracts are leveraged instruments that allow the holder of a single contract to control many shares of an underlying stock. This leverage can compound gains or losses.

#### *Risks Associated with Structured Notes*

Complexity. Structured notes are complex financial instruments. Clients should understand the reference asset(s) or index(es) and determine how the note's payoff structure incorporates such reference asset(s) or index(es) in calculating the note's performance. This payoff calculation may include leverage multiplied on the performance of the reference asset or index, protection from losses should the reference asset or index produce negative returns, and fees. Structured notes may have complicated payoff structures that can make it difficult for Clients to accurately assess their value, risk and potential for growth through the term of the structured note. Determining the performance of each note can be complex and this calculation can vary significantly from note to note depending on the structure. Notes can be structured in a wide variety of ways. Payoff structures can be leveraged, inverse, or inverse-leveraged, which may result in larger returns or losses. Clients should carefully read the prospectus for a structured note to fully understand how the payoff on a note will be calculated and discuss these issues with us.

Market risk. Some structured notes provide for the repayment of principal at maturity, which is often referred to as "principal protection." This principal protection is subject to the credit risk of the issuing

financial institution. Many structured notes do not offer this feature. For structured notes that do not offer principal protection, the performance of the linked asset or index may cause Clients to lose some, or all, of their principal. Depending on the nature of the linked asset or index, the market risk of the structured note may include changes in equity or commodity prices, changes in interest rates or foreign exchange rates, or market volatility.

Issuance price and note value. The price of a structured note at issuance will likely be higher than the fair value of the structured note on the date of issuance. Issuers now disclose an estimated value of the structured note on the cover page of the offering prospectus, allowing investors to gauge the difference between the issuer's estimated value of the note and the issuance price. The estimated value of the notes is likely lower than the issuance price of the note to investors because issuers include the costs for selling, structuring or hedging the exposure on the note in the initial price of their notes. After issuance, structured notes may not be re-sold on a daily basis and thus may be difficult to value given their complexity.

Liquidity. The ability to trade or sell structured notes in a secondary market is often very limited as structured notes (other than exchange-traded notes known as ETNs) are not listed for trading on security exchanges. As a result, the only potential buyer for a structured note may be the issuing financial institution's broker-dealer affiliate or the broker-dealer distributor of the structured note. In addition, issuers often specifically disclaim their intention to repurchase or make markets in the notes they issue. Clients should, therefore, be prepared to hold a structured note to its maturity date, or risk selling the note at a discount to its value at the time of sale.

Credit risk. Structured notes are unsecured debt obligations of the issuer, meaning that the issuer is obligated to make payments on the notes as promised. These promises, including any principal protection, are only as good as the financial health of the structured note issuer. If the structured note issuer defaults on these obligations, investors may lose some, or all, of the principal amount they invested in the structured notes as well as any other payments that may be due on the structured notes.

### **Item 9 – Disciplinary Information**

Registered investment advisors are required to disclose all material facts regarding any legal or disciplinary events that would be material to a Client's evaluation of Inscription and the integrity of Inscription's management. Inscription has no information applicable to this Item.

### **Item 10 – Other Financial Industry Activities and Affiliations**

#### *Merchant Wealth Management Holdings, LLC*

Merchant Wealth Management Holdings, LLC ("Merchant Wealth"), a subsidiary of Merchant Investment Management, LLC ("Merchant Investment"), owns a minority, non-controlling interest in the Advisor. Merchant Investment, through subsidiaries other than Merchant Wealth, has ownership interests in various companies that provide investment and other consulting services to registered investment advisors ("Investment Solutions"). The Advisor is provided access for their use, or recommend that Clients use, these Investment Solutions, where the Advisor utilizes certain Investment Solutions pursuant to an engagement that the Advisor enters into directly with the Investment Solution. These investment solutions include, but are not limited to, third party money managers, private investments, pooled investment vehicles, or other investment products for which a commission is earned. Engagement of and with these Investment Solutions poses a potential conflict of interest due to the minority ownership interest that Merchant Investment's various subsidiaries own in the third parties providing these



investment solutions. Through Merchant Investment's minority ownership interests in the third parties that provide these investment solutions, Merchant Investment will benefit from additional revenue that is generated when the Advisor engages any of these third-party service providers. Accordingly, the Advisor may have an incentive to engage one or more of these third parties to provide investment solutions. In an effort to ensure these conflicts of interest are addressed, the Advisor has implemented a risk control and disclosure framework, the objective of which is for the Advisor to select investment solutions that are in the best interest of the Client. Lastly, as referenced above, the Advisor is not controlled by Merchant Wealth or Merchant Investment, and is operated independently where Merchant Investment and all other related subsidiaries are not involved with the services offered by the Advisor and maintains its own office space.

#### *Maxim Income Opportunity Fund II, L.P.*

The Advisor recommends that certain Clients, who meet the appropriate qualifications, invest into the Maxim Income Opportunity Fund II, L.P. (herein "Maxim"). Individual owners of Merchant Wealth, in their separate capacity, have material ownership interests in Maxim. As a result, these individuals stand to benefit financially from additional investments made into Maxim and from returns generated by Maxim. These individual owners of Maxim, who also have an indirect ownership interest in the Advisor, would benefit financially in their individual capacity if the Advisor invests Client funds into Maxim. As a result, the Advisor may have an incentive to invest Client funds into Maxim.

Prior to recommending Maxim, the Advisor will conduct appropriate due diligence to ensure any recommendation to a Client to invest into Maxim aligns with the Client's investment needs and objectives. In addition, the Advisor will provide additional disclosure information to each Client, which will include relevant details regarding material financial interests and compensation surrounding Maxim. Lastly, neither the Advisor nor its Supervised Persons will receive any additional compensation for investing Client funds into Maxim. In addition, there is no requirement for the Advisor to recommend Maxim to Clients, nor are Clients obligated to invest into Maxim.

#### *Registrations with Broker-Dealer*

As detailed in Item 5.E., Advisory Persons providing investment advice on behalf of Inscription may be registered representatives with PKS, a securities broker-dealer, and a member of FINRA and SIPC. See the Fees and Compensation section in this brochure for more information on the compensation received by registered representatives who are affiliated with the Advisor.

#### *Recommendation of External Managers*

Inscription may recommend that Clients use External Managers based on the Client's needs and suitability. Inscription does not receive separate compensation, directly or indirectly, from such external managers for recommending that Clients use their services. Inscription does not have any other business relationships with the recommended External Managers.

#### *Inscription Family Office, LLC*

Inscription is under common control with an SEC-registered investment advisor, Inscription Family Office, LLC (CRD# 301900 and herein referred to as "Inscription Family"). Inscription Family provides family office services, primarily serving high net worth individuals, family offices and trusts. Certain Advisory Persons of Inscription also serve as Advisory Persons of Inscription Family. Inscription Family may also provide its services to Clients of Inscription. In such instances, Inscription Family provides each

Client with all relevant disclosures, including the Inscription Family disclosure brochure. This poses a conflict of interest as Advisory Persons may benefit from additional revenues generated at Inscription Family. Clients of Inscription are under no obligation to accept the recommendations of Inscription to engage with Inscription Family advisory services.

### *Licensed Insurance Agents*

As detailed in Item 5.E., Advisory Persons may be licensed insurance agents and may offer certain insurance products on a fully-disclosed commissionable basis. A conflict of interest exists to the extent that Inscription recommends the purchase of insurance products where its Advisory Persons may be entitled to insurance commissions or other additional compensation. Clients are under no obligation to purchase insurance products through any person affiliated with Inscription. The Advisor has procedures in place whereby it seeks to ensure that all recommendations are made in its Clients' best interest regardless of any such affiliations.

### *Quantor Capital LLC*

Certain Advisory Persons are also associated persons of Quantor Capital LLC ("Quantor"), a commodity pool operator (NFA ID: 0503326) with the Commodity Futures Trading Commission ("CFTC"). As a part of the Advisor's investment management services, Advisory Persons can recommend that the Client invest a portion of their assets into Quantor Core Fund, LP, a commodities pool, which will be managed separately by Quantor. The Advisor will not have day-to-day investment supervision over the assets managed by Quantor. Clients are not obligated to implement commodities recommendations provided by the Advisor or its Advisory Persons.

Clients will be charged a separate fee for assets placed into Quantor Core Fund, LP, where Advisory Persons associated with Quantor will benefit from the additional revenue generated. The additional compensation poses a conflict of interest whereby Advisory Persons have an incentive to recommend Quantor Core Fund, LP, as part of a Client's investment portfolio. To mitigate this conflict, the Advisor will reduce the investment advisory fees charged to the Client and ensure that recommendations to invest in Quantor Core Fund, LP is in the best interest of the Client. Clients are not obligated to implement any recommendations made by Advisory Persons.

## **Item 11 – Code of Ethics, Participation or Interest in Client Transactions**

### **A. Description of Code of Ethics**

Inscription has a Code of Ethics (the "Code") which requires Inscription's employees ("Supervised Persons") to comply with their legal obligations and fulfill the fiduciary duties owed to the Advisor's Clients. Among other things, the Code of Ethics sets forth policies and procedures related to conflicts of interest, outside business activities, gifts and entertainment, compliance with insider trading laws and policies and procedures governing personal securities trading by Supervised Persons.

Personal securities transactions of Supervised Persons present potential conflicts of interest related to the price obtained in Client securities transactions or the investment opportunity available to Clients. The Code addresses these potential conflicts by prohibiting securities trades that would breach a fiduciary duty to a Client and requiring, with certain exceptions, Supervised Persons to report their personal securities holdings and transactions to Inscription for review by the Advisor's Chief Compliance Officer. The Code

also requires Supervised Persons to obtain pre-approval of certain investments, including initial public offerings and limited offerings.

Inscription will provide a copy of the Code of Ethics to any Client or prospective Client upon request.

## **Item 12 – Brokerage Practices**

### **A. Factors Used to Select Custodians and/or Broker-Dealers**

Inscription generally recommends that its investment management Clients utilize the custody and brokerage services of an unaffiliated broker/dealer custodian (a “Custodian”) with which Inscription has an institutional relationship. Currently, this includes Fidelity Clearing and Custody Solutions, a division of Fidelity Brokerage Services LLC (together with all affiliates, “Fidelity”) and Charles Schwab & Co., Inc. (“Schwab”), where both serve as a “Qualified Custodian” as that term is described in Rule 206(4)-2 of the Investment Advisers Act of 1940 (“Advisers Act”). Each Custodian provides custody of securities, trade execution, and clearance and settlement of transactions placed by Inscription. If your accounts are custodied at the Custodian, the Custodian will hold your assets in a brokerage account and buy and sell securities when we instruct them to.

In deciding to recommend the Custodian, some of the factors that Inscription considers include:

- Trade order execution and the ability to provide accurate and timely execution of trades;
- The reasonableness and competitiveness of commissions and other transaction costs;
- Access to a broad range of investment products;
- Access to trading desks;
- Technology that integrates within Inscription’s environment, including interfacing with Inscription’s portfolio management system;
- A dedicated service or back office team and its ability to process requests from Inscription on behalf of its Clients;
- Ability to provide Inscription with access to Client account information through an institutional website; and
- Ability to provide Clients with electronic access to account information and investment and research tools.

Inscription generally places portfolio transactions through the Custodian where the Clients’ accounts are custodied. In exchange for using the services of the Custodian, Inscription may receive, without cost, computer software and related systems support that allows Inscription to monitor and service its Clients’ accounts maintained with such Custodian.

Fidelity also makes available to the Advisor products and services that benefit the Advisor but may not directly benefit the Client or the Client’s account. These products and services assist us in managing and administering Client accounts. They include investment research, both Fidelity’s own and that of third parties. Inscription may use this research to service all or some substantial number of Client accounts, including accounts not maintained at Fidelity. In addition to investment research, Fidelity also makes available software and other technology that:

- provides access to Client account data (such as duplicate trade confirmations and account statements);
- facilitates trade execution and allocates aggregated trade orders for multiple Client accounts;
- provides pricing and other market data;

- facilitates payment of our fees from our Clients' accounts; and
- assists with back-office functions, recordkeeping, and Client reporting.

Fidelity also offers other services intended to help us manage and further develop our business enterprise. These services include:

- educational conferences and events;
- technology, compliance, legal, and business consulting;
- publications and conferences on practice management and business succession; and
- access to employee benefits providers, human capital consultants, and insurance providers.

Fidelity may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to the Advisor. Fidelity may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Fidelity may also provide the Advisor with other benefits such as occasional business entertainment of Advisor persons.

Transition-related expenses: In connection with the launch of Inscription and the Advisor's intention to recommend that Clients custody their assets with Fidelity, Fidelity has agreed to provide Inscription with reimbursement of Transfer or Account Exit Fees for a value not to exceed \$50,000. These funds will be used toward fees Client accounts will bear if the accounts are transferred to Fidelity. Fidelity has also agreed to provide \$300,000 of additional benefits in the form of Transition-Related Assistance to Inscription on the expectation that Inscription Clients will convert to the Fidelity platform an expected level of total assets, including assets that would pay 12b-1 fees to Fidelity, securities-transaction related charges, and other revenues that Fidelity expects to receive from Inscription Clients. Clients who are invested in mutual funds which pay 12b-1 fees will pay more in expenses and likely will have lower returns than Clients who are invested in mutual funds that have similar investment strategies and holdings, but do not pay 12b-1 fees.

The reimbursement of transition-related expenses by Fidelity presents a conflict of interest because it will be used for the payment of expenses that do not directly benefit Client accounts. The financial benefits received from Fidelity do not reduce the investment management fees Clients pay to Inscription. These products and services from Fidelity benefit Inscription in that Inscription does not have to purchase them. The benefits provide an incentive for Inscription to routinely recommend Fidelity as custodian over custodians who do not offer such products and services. Inscription addressed this conflict through this disclosure and by reviewing the pricing of fees, expenses and quality of services offered by Fidelity and determining that the recommendation of Fidelity is in the best interest of Clients.

Inscription may offer certain qualified Clients trading services which gives Inscription the ability to execute trades through PKS or other broker-dealers when placing securities transactions on behalf of Clients with assets custodied at a Custodian. In such instances where Inscription trades away from a Custodian, the account will incur a trade-away fee from a Custodian for each transaction that is executed on a trade-away basis. The fee is separate from the commission/transaction fee or mark-up/mark-down imposed by the broker-dealer through which the trade was executed.

Trading away may be advantageous for the Client because:

- the broker-dealer may have expertise in a particular security or market;
- the broker-dealer makes a market in a particular security;
- a particular security is thinly traded; or
- the broker-dealer can identify a counter-party for a trade.

A Client may pay higher net execution costs than he/she would have paid if the transaction were placed through the Custodian holding his or her assets.

Inscription will periodically review its arrangements with Custodians and other broker-dealers against other possible arrangements in the marketplace as it strives to achieve best execution on behalf of its Clients. Inscription maintains a list of broker-dealers that have been approved for trading Clients' assets away from a Custodian. 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, but not limited to, the following:

- a broker-dealer's trading expertise, including its ability to complete trades, execute and settle difficult trades, obtain liquidity to minimize market impact and accommodate unusual market conditions, maintain anonymity, and account for its trade errors and correct them in a satisfactory manner;
- a broker-dealer's infrastructure, including order-entry systems, adequate lines of communication, timely order execution reports, an efficient and accurate clearance and settlement process, and capacity to accommodate unusual trading volume;
- a broker-dealer's ability to minimize total trading costs while maintaining its financial health, such as whether a broker-dealer can maintain and commit adequate capital when necessary to complete trades, respond during volatile market periods, and minimize the number of incomplete trades;
- a broker-dealer's ability to provide research and execution services, including advice as to the value or advisability of investing in or selling securities, analyses and reports concerning such matters as companies, industries, economic trends and political factors, or services incidental to executing securities trades, including clearance, settlement and custody; and
- a broker-dealer's ability to provide services to accommodate special transaction needs, such as the broker-dealer's ability to execute and account for Client-directed arrangements and soft dollar arrangements, participate in underwriting syndicates, and obtain initial public offering shares.

As described above, Fidelity provides to Inscription, without cost, research and trade execution services. Fidelity makes these services available to similarly situated investment advisors whose Clients custody their assets with Fidelity. Access to research and trade execution services is not predicated on the execution of Client securities transactions (e.g., not "soft dollars.") Inscription has not entered into any formal "soft dollar" arrangements with broker-dealers.

Inscription has established an institutional relationship with Schwab through its "Schwab Advisor Services" unit, a division of Schwab dedicated to serving independent advisory firms like Inscription. As a registered investment advisor participating on the Schwab Advisor Services platform, Inscription receives access to software and related support without cost because the Advisor renders investment management services to Clients that maintain assets at Schwab. Services provided by Schwab Advisor Services benefit the Advisor and many, but not all services provided by Schwab will benefit Clients. In fulfilling its duties to its Clients, the Advisor endeavors at all times to put the interests of its Clients first. Clients should be aware, however, that the receipt of economic benefits from a custodian creates a potential conflict of interest since these benefits may influence the Advisor's recommendation of this custodian over one that does not furnish similar software, systems support, or services.

Services that Benefit the Client – Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of Client's funds and securities. Through Schwab, the Advisor may be able to access certain investments and asset classes that

the Client would not be able to obtain directly or through other sources. Further, the Advisor may be able to invest in certain mutual funds and other investments without having to adhere to investment minimums that might be required if the Client were to directly access the investments.

Services that May Indirectly Benefit the Client – Schwab provides participating advisors with access to technology, research, discounts and other services. In addition, the Advisor receives duplicate statements for Client accounts, the ability to deduct advisory fees, trading tools, and back office support services as part of its relationship with Schwab. These services are intended to assist the Advisor in effectively managing accounts for its Clients, but may not directly benefit all Clients.

Services that May Only Benefit the Advisor – Schwab also offers other services to Inscription that may not benefit the Client, including: educational conferences and events, financial start-up support, consulting services and discounts for various service providers. Access to these services creates a financial incentive for the Advisor to recommend Schwab, which results in a potential conflict of interest. Inscription believes, however, that the selection of Schwab as Custodian is in the best interests of its Clients.

Inscription's Clients may utilize qualified custodians other than the Custodian for certain accounts and assets, particularly where Clients have a previous relationship with such qualified custodians.

#### *Brokerage for Client Referrals*

Inscription does not select or recommend broker-dealers based solely on whether or not it may receive Client referrals from a broker-dealer or third party.

#### *Client-Directed Brokerage*

Generally, in the absence of specific instructions to the contrary, for brokerage accounts that Clients engage Inscription to manage on a discretionary basis, Inscription has full discretion with respect to securities transactions placed in the accounts. This discretion includes the authority, without prior notice to the Client, to buy and sell securities for the Client's account and establish and affect securities transactions through the broker-dealer/Custodian of the Client's account or other broker-dealers selected by Inscription. In selecting a broker-dealer to execute a Client's securities transactions, Inscription seeks prompt execution of orders at favorable prices.

A Client, however, may instruct Inscription to custody his/her account at a specific broker-dealer and/or direct some or all of his/her brokerage transactions to a specific broker-dealer. In directing brokerage transactions, a Client should consider whether the commission expenses, execution, clearance, settlement capabilities, and custodian fees, if any, are comparable to those that would result if Inscription exercised its discretion in selecting the broker-dealer to execute the transactions. Directing brokerage to a particular broker-dealer may involve the following disadvantages to a directed brokerage Client:

- Inscription's ability to negotiate commission rates and other terms on behalf of such Clients could be impaired;
- such Clients could be denied the benefit of Inscription's experience in selecting broker-dealers that are able to efficiently execute difficult trades;
- opportunities to obtain lower transaction costs and better prices by aggregating (batching) the Client's orders with orders for other Clients could be limited; and



- the Client could receive less favorable prices on securities transactions because Inscription may place transaction orders for directed brokerage Clients after placing batched transaction orders for other Clients.

In addition to accounts managed by Inscription on a discretionary basis where the Client has directed the brokerage of his/her account[s], certain institutional accounts may be managed by Inscription on a non-discretionary basis and are held at custodians selected by the institutional Client. The decision to use a particular custodian and/or broker-dealer generally resides with the institutional Client. Inscription endeavors to understand the trading and execution capabilities of any such custodian and/or broker-dealer, as well as its costs and fees. Inscription may assist the institutional Client in facilitating trading and other instructions to the custodian and/or broker-dealer in carrying out Inscription's investment recommendations.

#### *Trade Errors*

Inscription's goal is to execute trades seamlessly and in the best interests of the Client. In the event a trade error occurs, Inscription endeavors to identify the error in a timely manner, correct the error so that the Client's account is in the position it would have been had the error not occurred, and, after evaluating the error, assess what action(s) might be necessary to prevent a recurrence of similar errors in the future.

Trade errors generally are corrected through the use of a "trade error" account or similar account at the Custodian, or another broker-dealer, as the case may be. In the event an error is made in a Client account custodied elsewhere, Inscription works directly with the broker in question to take corrective action. In all cases, Inscription will take the appropriate measures to return the Client's account to its intended position.

### **B. Trade Aggregation**

To the extent that the Advisor determines to aggregate Client orders for the purchase or sale of securities, including securities in which the Advisor's Supervised Persons may invest, the Advisor will generally do so in a fair and equitable manner in accordance with applicable rules promulgated under the Advisers Act and guidance provided by the staff of the SEC and consistent with policies and procedures established by the Advisor.

## **Item 13 – Review of Accounts**

### **A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews**

Inscription monitors investment advisory portfolios as part of a continuous and ongoing process. Inscription advisors aspire to meet quarterly with each Client, and have at least one annual meeting with every Client to conduct a formal review of each Client's account. These reviews may include the following:

- compare the account's allocation with stated goals and Client cash-flows at time of review;
- review holdings and consider alternatives;
- monitor the size of individual securities relevant to their sectors, asset classes, and overall account size;
- analyze an account's composition and performance, income, appreciation, gains/losses, and asset allocation; and
- assess its performance.

Factors that may trigger an additional review, other than a periodic review, include: material market, economic or political events, known significant changes in a Client's financial situation and/or objectives, and large deposits or withdrawals from the accounts. Clients are encouraged to notify Inscription if changes occur in the Client's personal financial situation that might adversely affect the Client's investment plan.

#### **B. Other Reviews**

Inscription may perform compliance and/or supervisory reviews of a sampling of Client accounts. These reviews may include comparing an account's strategy and/or allocation to the account's stated objectives, reviewing commission and transaction costs borne by the account, and reviewing the billing rate and charges.

#### **C. Content and Frequency of Regular Reports Provided to Clients**

Clients will receive brokerage statements no less than quarterly from the qualified custodian. These brokerage statements are sent directly from the Custodian to the Client. The Client may also establish electronic access to the Custodian's website so that the Client may view these reports and their account activity. Client brokerage statements will include all positions, transactions and fees relating to the Client's account[s]. The Client advisor may also provide Clients with periodic reports regarding their holdings, allocations, and performance.

### **Item 14 – Client Referrals and Other Compensation**

#### **A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients**

Inscription does not receive benefits from third parties for providing investment advice to Clients.

#### **B. Compensation to non-Supervised Persons for Client Referrals**

Inscription does not currently have referral arrangements with solicitors but may in the future enter into referral arrangements with unaffiliated individuals who may from time-to-time refer potential investors to Inscription for investment management services and be compensated for successful referrals by receiving a percentage of the advisory fee Inscription receives from such Clients. Any such arrangements must be in compliance with Rule 206(4)-3 of the Advisers Act.

### **Item 15 – Custody**

All Clients must utilize a "qualified custodian" as detailed in Item 12. Clients are required to engage the Custodian to retain their funds and securities and direct Inscription to utilize the Custodian for the Client's securities transactions. Inscription's agreement with Clients and/or the Clients' separate agreement with the broker-dealer/Custodian may authorize Inscription through such broker-dealer/Custodian to debit the Client's account for the amount of Inscription's fee and to directly remit that fee to Inscription in accordance with applicable custody rules.

The broker-dealer/Custodian recommended by Inscription Capital has agreed to send a statement to the Client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to Inscription. Inscription encourages Clients to review the official statements provided by the Custodian, and to compare such statements with investment reports received



from Inscription. For more information about Custodians and brokerage practices, see Item 12, Brokerage Practices.

If the Client gives the Advisor authority to move money from one account to another account, the Advisor may have custody of those assets. In order to avoid additional regulatory requirements in these cases, the Custodian and the Advisor have adopted safeguards to ensure that the money movements are completed in accordance with the Client's instructions.

### **Item 16 – Investment Discretion**

Clients have the option of providing Inscription with investment discretion on their behalf, pursuant to a grant of a limited power of attorney contained in Inscription's Client agreement. By granting Inscription investment discretion, a Client authorizes Inscription to direct securities transactions and determine which securities are bought and sold, the total amount to be bought and sold, and the costs at which the transactions will be effected. Clients may impose reasonable limitations in the form of specific constraints on any of these areas of discretion with the consent and written acknowledgement of Inscription. See also Item 4(C), Client-Tailored Advisory Services.

### **Item 17 – Voting Client Securities**

Inscription may accept the authority to vote Client securities (i.e., proxies) on their behalf. When Inscription accepts such responsibility, it will cast proxy votes only in a manner it believes consistent with the best interest of the Client. At any time the Client may contact the Advisor to request information about how Inscription voted proxies for the Client's securities.

A brief summary of Inscription's proxy voting policies and procedures is as follows:

The Advisor has engaged Broadridge, a third-party, independent proxy advisory firm, to provide it with ProxyEdge which provides and helps facilitate with, Glass, Lewis & Co. ("Glass, Lewis"), research, analysis, and recommendations on the various proxy proposals for the client securities that Inscription manages with the aim of maximizing shareholder value. In engaging ProxyEdge for that purpose, Inscription has reviewed Glass, Lewis' Proxy Guidelines for the current proxy voting season and has approved the summary of the positions on the voting positions it recommends for the types of proposals most frequently presented, including: election and composition of directors; financial reporting; compensation of management and directors; corporate governance structure and anti-takeover measures; and environmental and social risks to operations. Although Inscription, based on its approval of the positions in the Proxy Paper Guidelines, expects to vote proxies according to Glass, Lewis' recommendations, certain issues may need to be considered on a case-by-case basis due to the diverse and continually evolving nature of corporate governance issues. If such cases should arise, then Inscription will devote appropriate time and resources to consider those issues.

Where Inscription is responsible for voting proxies on behalf of a Client, the Client cannot direct the Advisor's vote on a particular solicitation. The Client, however, can revoke Inscription's authority to vote proxies. In situations where there may be a conflict of interest in the voting of proxies due to business or personal relationships that Inscription maintains with persons having an interest in the outcome of certain votes, the Advisor will take appropriate steps, whether by following ProxyEdge's third-party recommendation or otherwise, to ensure that proxy voting decisions are made in what it believes is the best interest of its Clients and are not the product of any such conflict.

**Item 18 – Financial Information****A. Balance Sheet**

Inscription does not require prepayment of more than \$1,200 in fees per Client, six months or more in advance, and therefore does not need to include a balance sheet with this Brochure.

**B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients**

Neither Inscription nor its management has any financial conditions that are reasonably likely to impair its ability to meet contractual commitments to Clients.

**C. Bankruptcy Petitions in Previous Years**

Inscription has not been the subject of a bankruptcy petition.