

## **Wrap Fee Program Brochure**

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This Wrap Fee Program Brochure provides information about the qualifications and business practices of NEXT Financial Group, Inc. (“NEXT”). If you have any questions about the contents of this Brochure, please contact us at 877-876-6398. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority. NEXT is a registered investment adviser. Registration as an investment adviser does not imply any level of skill or training.

Additional information about NEXT Financial Group, Inc. is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2 – Material Changes

The following summarizes material changes to this Brochure since NEXT Financial Group, Inc.'s ("NEXT") last update on January 17, 2020. For more details, please see the item in this Brochure referred to in the summary below.

On February 13, 2020, NEXT consented to a Disciplinary Order with the Texas State Securities Board with respect to allegations that between 2014 and 2018 the firm did not adequately supervise one of its registered representatives who used a trading strategy that included short-term trading in Class A mutual fund shares that resulted in certain customers incurring significant expenses as a result of mutual fund sales charges. To resolve the matter, NEXT, without admitting or denying the allegations, agreed to pay a \$100,000 fine and refund \$500,000 to customers whose accounts were the subject of the trading strategy. (Item 9)

NEXT's disclosure of revenue sharing arrangements with certain product sponsors and third-party money managers has been revised. In addition, disclosure of NEXT's revenue sharing and distribution assistance arrangements with its clearing and custodial firm, Pershing LLC, was updated. (Item 9)

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## Item 4 – Services, Fees and Compensation

### Introductory Information

NEXT Financial Group, Inc. (“NEXT,” “us” or “we”) was formed in 1999, is a Virginia corporation, and is a wholly owned subsidiary of NEXT Financial Holdings, Inc., a Delaware corporation. NEXT Financial Holdings, Inc. is an indirect wholly owned subsidiary of Atria Wealth Solutions, Inc., a Delaware corporation that is privately owned.

NEXT is registered as a full-service general securities broker/dealer, is a member of the Financial Industry Regulatory Authority, Inc. (“FINRA”) and is registered as an investment adviser with the U.S. Securities and Exchange Commission (“SEC”). NEXT is also licensed as an insurance agency in 50 states. NEXT offers products and services to its clients through its affiliate NEXT Financial Insurance Services Company, an insurance agency.

As of December 31, 2019, NEXT had regulatory assets under management of \$2,367,830,389. Of that amount, \$29,910,124 was managed on a non-discretionary basis and \$2,337,920,265 was managed on a discretionary basis.

NEXT offers clients a variety of advisory programs. This Wrap Fee Brochure describes the NEXT Select wrap fee advisory platform (“NEXT Select”). NEXT is not a custodian of any accounts. NEXT Select accounts are in custody of Pershing LLC (“Pershing”).

For additional information about NEXT, a copy of NEXT’s Form ADV is publicly available at the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) or upon request.

### Services

NEXT Select is a discretionary managed wrap fee platform (“Platform”) sponsored by NEXT. NEXT has entered into an agreement with Lockwood Advisors, Inc. (“Lockwood”), to provide administrative services for the program and platform accounts (“Platform Accounts”). NEXT has designated Pershing, Lockwood’s affiliate, to execute and clear transactions, custody assets and deliver statements and confirmations to you. Neither Lockwood nor Pershing are affiliated with NEXT.

Additionally, Lockwood provides an electronic performance reporting system which permits an investment adviser representative (“IAR”) to create performance reports on demand in addition to preparing quarterly performance reports that will be provided to a client, subject to a minimum account value.

NEXT Select offers four wrap fee program options:

<b>Wrap Fee Program Options</b>	<b>Program Description</b>	<b>Discretionary Authority</b>	<b>Minimum Account Size</b>	<b>Allowable Assets</b>
<b>Representative Managed Program (“RMP”)</b>	Traditional discretionary IAR directed program	IAR	\$25,000	Mutual funds, ETFs, options (limited to covered calls and purchases), fee-based UITs, equities and bonds
<b>ETF and Mutual Fund Program (“ETFP”)</b>	Discretionary advisory program comprised of NEXT ETF and Mutual Fund Models	NEXT	\$5,000 – Mutual Fund Models \$10,000 – ETF Models	ETFs, mutual funds and money market funds
<b>Separately Managed Program (“SMP”)</b>	Separately managed account program using third-party investment advisers	SMA Manager	\$25,000	ETFs, exchange traded notes and exchange traded vehicles, mutual funds, equities and bonds
<b>Multi-Manager Program (“MMP”)</b>	Unified managed account program with Model Providers and Other Investments	Lockwood as Overlay Manager and IAR for Other Investments and allocation to model providers	\$50,000	ETFs, exchange traded notes and exchange traded vehicles, mutual funds, fee-based UITs, equities and bonds

Your IAR will interview you to determine your financial needs and objectives, gather your customer profile and risk tolerance information to complete an investment profile questionnaire (“IPQ”). Your responses to the IPQ assist in determining a recommended allocation of your assets into an asset allocation model fitting one of five investment profiles: conservative; moderate conservative; moderate; moderate growth; and growth. Your IAR will have limited discretion to change your investment profile risk tolerance to a lower tolerance without your approval; however, to increase your risk tolerance, your IAR will obtain your written consent. Your IAR will assist you in selecting one of the four program options to implement the portfolio. Your IAR will create a proposal (“Proposal”) including your investment profile questionnaire responses, selected program option(s) and applicable fees. You, your IAR and NEXT will enter into a NEXT Select Client Services Agreement (“NEXT Select Agreement”) outlining your participation in the Platform.

## Representative Managed Program

RMP is a program within the Platform designed to provide investment advice through an IAR for a fee based on the value of your Platform Assets. Acting under the NEXT Select Agreement, your IAR establishes an account at Pershing for the purpose of creating a portfolio to be managed by your IAR on a discretionary basis. Lockwood has no discretion over assets managed in the RMP and is not providing investment advisory services to you.

At the inception of the relationship, your IAR uses the investment profile based on your IPQ to select portfolio securities based on an asset allocation model. Your IAR will enter transaction orders consistent with your investment profile, risk tolerance and objectives. Currently the list of approved investments for the RMP includes mutual funds, exchanged traded funds (“ETFs”), options (limited to covered calls and purchases), fee-based unit investment trusts (“UITs”), equities, bonds and other securities.

Your IAR’s selection of investments in RMP will be limited by the FINRA registrations held by your IAR. If your IAR only holds the Series 6, Investment Company and Variable Contracts Products registration, the IAR will implement the IAR-directed model portfolio strategy using only mutual funds.

Because of the account’s discretionary nature, your IAR has full judgment over the selection and amount of investments to be purchased or sold in the account, without obtaining your prior consent or approval. Once a portfolio is constructed, your IAR monitors the account and rebalances the portfolio as changes in market conditions and client circumstances warrant.

## ETF and Mutual Fund Program

ETFP is designed to provide discretionary investment advice through NEXT’s proprietary strategically managed ETF and mutual fund models. The model portfolios are managed for a fee based on the value of your Platform Assets. Acting under the NEXT Select Agreement, your IAR establishes an account at Pershing to be invested in one of NEXT’s proprietary ETF or mutual fund models. Your responses to the IPQ will determine which of the models is appropriate based on your investment objectives, time horizon and risk tolerance.

Once an asset allocation model has been selected, you will grant NEXT discretionary authority to:

- Invest the assets in the Program account in accordance with the selected ETF or mutual fund model strategy(ies);
- Make changes to the asset allocations, as deemed appropriate; and
- Rebalance the assets when needed.

Changes in the asset allocation model, which include adding, removing or replacing securities at NEXT’s discretion, are made based on a variety of factors, including but not limited to, changes in economic, financial, market and/or political conditions. We anticipate replacing securities on an infrequent basis because the models’ securities consist of ETFs and mutual funds that are designed to track the performance of particular indices.

At the inception of an account, ETFP assets are invested in ETF or mutual fund models determined in accordance with set target percentages of the total assets in the account. Thereafter, as markets fluctuate and

values change, amounts originally allocated to an ETF or mutual fund model will either exceed or fall below the original target allocations. We periodically adjust model allocations back to the original asset targets, or “rebalance” the account. However, we do not rebalance models constantly, and asset allocations will drift away from their original target percentages before NEXT, within its authority and judgment, brings those allocations back in line with the original percentages.

NEXT is responsible for monitoring the models and rebalancing each model as changes in market conditions warrant. Lockwood trades and rebalances EFTP accounts based solely on NEXT’s models and directives. Each ETF model in the EFTP is invested solely in ETFs and money market funds. Each mutual fund model in the EFTP is invested solely in mutual funds and money market funds.

The tax consequences of ETF ownership differ from those of mutual funds. Held in taxable accounts, ETFs can be more tax efficient compared to traditional mutual funds. Generally, holding an ETF in a taxable account will generate less tax liabilities than if you held a similarly structured mutual fund in the same account. If you are concerned with tax efficiency, you should discuss this with your IAR or with your tax advisor.

## Separately Managed Program

SMP is a program designed to provide investment advice through other investment advisers (“SMA Managers”) for a fee based on the value of your Platform Assets. SMA Managers have been invited by NEXT to provide portfolio investment management services and have entered into a participation agreement with Lockwood. The selected SMA Manager has discretion to invest the assets in exchange traded products such as ETFs, exchange traded notes and exchange traded vehicles, mutual funds, equities, bonds and other securities.

At the inception of the relationship, the IAR uses the information from your IPQ to recommend an SMA Manager whose strategy(ies) are appropriate for you based on your objectives and profile. Acting under the NEXT Select Agreement, the IAR establishes an account at Pershing for the purpose of creating a portfolio to be managed by an SMA Manager on a discretionary basis. If the recommended SMA Manager believes that the SMA Manager’s services are suitable for you, the SMA Manager will manage the account according to the SMA Manager’s strategy(ies) and your reasonable restrictions, if any. The SMA Manager can, in its sole discretion, decline to accept a client for any reason.

Because of the account’s discretionary nature, the SMA Manager has full authority over the selection and amount of investments to be purchased or sold in the account, without obtaining your prior consent or approval. Once a model portfolio is constructed, the SMA Manager monitors the account and rebalances the portfolio as changes in market conditions and client circumstances warrant.

## Multi-Manager Program

MMP is designed to provide you with access to various investment strategies, including model strategies provided by one or more model providers (“Model Providers”) and other available investments, such as ETFs, stocks and mutual funds (“Other Investments”) via a single Unified Managed Account (“UMA”). Model Providers are selected for MMP participation by NEXT and enter into a contractual relationship with Lockwood. Your IAR is granted authority to select and allocate assets among the Model Providers according to your risk tolerance. Your IAR is also granted limited discretionary authority to invest, reinvest and otherwise



deal with assets allocated to Other Investments in your UMA according to your investment objectives, risk tolerance, and time horizon determined by the IPQ.

NEXT has entered into an agreement with Lockwood, an investment adviser registered with the SEC, to act as the overlay manager for UMAs in the MMP. Lockwood is granted limited discretionary trading authority with respect to assets in your UMA based on the selected models; to implement model changes; and to rebalance accounts pursuant to target allocations and program trading parameters established by NEXT. Lockwood will allocate assets across the investment choices available in MMP, in a manner consistent with your instructions, or in the case of Other Investments, your IAR's instructions, without regard to Lockwood's own assessment of such investment choices in circumstances where Lockwood has the authority to recommend or select them. Lockwood, as overlay manager, has the right to impose limitations on the percentage of program assets allocated to any one equity or money market position in Other Investments. NEXT will generally adhere to a 5% maximum single equity position size limit to manage the idiosyncratic risk of any one stock on your overall portfolio. No allocation of your assets to a particular model strategy or Other Investment should be considered an approval or endorsement by Lockwood of such model strategy or Other Investment. When a Model Provider makes a change to a model strategy, Lockwood will implement changes to the UMA accounts at its sole discretion. Except as described below, with respect to such changes, Lockwood's sole authority with respect to individual security selection is to carry out the client's or IAR's directions through implementation of the model portfolios provided by the model providers ("Model Portfolios"). Lockwood does not make any individual security decision on a client's behalf other than such decisions necessary to implement changes to the Model Portfolios, or if applicable to reject any or all changes to a model strategy. Lockwood and NEXT retain the authority to terminate or change Model Providers and to remove or replace Other Investments from the MMP. Assets from a removed or modified model strategy can be automatically reallocated for investment among the other models currently held within a UMA. Lockwood is authorized to allocate assets from an unavailable Other Investment to cash except as otherwise directed by your IAR. This replacement process will be subject to the usual and customary settlement procedures and can have tax consequences.

In addition to acting as the overlay manager, Lockwood is also a Model Provider for the MMP. In its role as a Model Provider, Lockwood acts in the same capacity as other Model Providers and creates its own Model Portfolios based on its proprietary research.

NEXT and your IAR are responsible for gathering client information; selecting Model Providers, Model Portfolios, and Other Investments; and determining if one or more Model Portfolio(s) or Other Investments selected are suitable for you. NEXT's Due Diligence Committee is responsible for performing due diligence and monitoring Model Providers. Lockwood can choose not to accept a UMA client in its sole discretion.

## **Fees**

The fees for participation in NEXT Select are based on an annual percentage of your Platform Assets. The Total Fee is comprised of three components: (a) the Program Fee, (b) the Advisory Fee, and, (c) if applicable, the Manager(s) Fee. The Manager Fee applies in the ETFP, SMP and MMP, but no Manager Fee is included in the RMP.

The Total Fee is calculated at the beginning of each calendar quarter based on the fair market value of your Platform Assets, including money market funds, interest and reinvested dividends in the account, on the last business day of the prior calendar quarter. Pershing determines fair market value for fee calculation purposes.

Fees are automatically deducted from your account, or from any other account in Pershing's custody as directed by you, quarterly in advance and are noted on account statements sent to you by the custodian. The first payment is prorated based on the number of calendar days in the partial quarter. If you invest or withdraw \$10,000 or more in the account after the first day of a calendar quarter, a prorated fee or rebate is calculated on each eligible deposit or withdrawal with adjustments applied in the subsequent billing period. If the account is terminated prior to the end of a calendar quarter, a pro rata portion of the total fee will be reimbursed to you.

If you have more than one Platform account, your accounts can be "household" for purposes of calculating the fee. A "household" is generally a group of accounts having the same address of record or same Social Security number. Individual Retirement Accounts ("IRAs"), SIMPLE IRAs and other personal retirement accounts generally can be combined for householding purposes; however, other retirement plan accounts subject to ERISA and charitable remainder trusts cannot be aggregated. You are responsible for verifying that the fee charged is accurate. Should you find an error, you should contact your IAR immediately. If you are not satisfied with the action your IAR takes, you may contact us at the number on the cover page of this brochure.

### Fee Schedule

**Total Fee = Advisory Fee + Program Fee + Manager Fee (if applicable)**

Platform Assets	Maximum Allowable Advisory Fee	Program Fee			
		Representative Managed Program	ETF and Mutual Fund Program	Separately Managed Program	Multi-Manager Program
First \$250,000	1.50%	0.200%	0.250%	0.350%	0.400%
Next \$250,000	1.50%	0.175%	0.225%	0.325%	0.375%
Next \$500,000	1.50%	0.150%	0.200%	0.300%	0.350%
Next \$1,000,000	1.50%	0.100%	0.175%	0.250%	0.300%
Next \$1,000,000	1.50%	0.080%	0.150%	0.200%	0.250%
Assets above \$3,000,000	1.00%	0.080%	0.150%	0.200%	0.250%
<b>Manager Fee</b>		N/A	0.10%	0.00% - 0.50%	0.00% - 0.50%

The above Fee Schedule is based on the amount of money you invest in the Platform and is not dependent on the amount of trading in the account or the advice given in any particular time period. Transactions in accounts are executed for a single wrap fee, which reduces the potential conflict of interest associated with executing orders for accounts and earning transaction-based compensation in connection with each order. You should be aware that lower fees for comparable services could be available from other sources.

The Advisory Fee compensates your IAR for assisting in the design, implementation, and ongoing monitoring of your investment plan. The Advisory Fee is negotiated between you and your IAR but will not exceed 1.5%. The fee charged depends upon a number of factors including the amount of the assets under management, the nature and extent of other account relationships between you and your IAR, the nature and complexity of the model portfolios, and other factors that the IAR deems relevant. The fee you negotiate can be different than the fee your IAR negotiates with other clients or the fee other IARs negotiate with other clients for similar services.

The Program Fee includes execution, clearing, custody, and NEXT, Lockwood and Pershing fees. The Program Fee is assessed in each of the program options. The Program Fee is non-negotiable.

The Manager Fees applies in the ETFP, SMP and MMP. The Manager Fee in the SMP and MMP varies by the selected SMA Manager or Model Provider and ranges between 0.00% and 0.50% of your Platform Assets. In the MMP, if your account has more than one Model Provider, the effective Manager Fee will be a blend of all Model Providers' fees weighted by the dollar amount invested in each Model Portfolio. SMA Managers or Model Providers who charge no, or a nominal fee are typically compensated by advisory fees from the propriety funds the SMA Managers or Model Providers include in their models. In the ETFP, the Manager Fee is 0.10%.

### **Changes to Fees**

An increase in the Advisory Fee component of the Total Fee can only be made with your written consent. Advisory Fee changes after the first day of the calendar quarter will be effective on the next quarterly billing cycle and will not be prorated. Your IAR cannot negotiate or change the Program Fee, or the Manager Fee. NEXT can change the Program Fee schedule at any time by giving prior written notice to you. Following the 30-day notice period, the new fee schedule will become effective unless you terminate the NEXT Select Agreement. Your continued acceptance of the services will constitute consent to changes in the Total Fee, including an increase in the amount charged, if any.

### **Other Fees and Expenses**

You will pay certain custodial fees and other ancillary charges within a NEXT Select account. You are charged for specific account services, such as account transfer fees, electronic fund and wire transfer charges, checking fees and for other optional services elected by you on a per event basis. All such fees are subject to the pricing schedule set by Pershing and are shared between Pershing and NEXT. Your IAR receives no portion of such charges. The Total Fee does not cover individual retirement account ("IRA") and tax-qualified retirement plan trustee or custodial fees and annual and termination fees, if applicable.

You can elect to receive communications and documents from Pershing, including confirmations and statements, electronically by authorizing electronic delivery where indicated in your NEXT Select Agreement or Account Information Form, or by completing an Electronic Communications Consent form. Unless you authorize electronic delivery, Pershing LLC will deliver communications and documents to you via U.S. mail, for which there will be a charge.

Interest on all cash account delinquencies (Cash Due Interest) in your account is charged directly to your account at the then current rate. Transfer agent servicing fees, if any, are passed through to you and can vary based upon the transfer agent and position.

Brokerage and other transaction costs incurred in NEXT Select accounts are included in the wrap fee except as described below under “Additional Fees for Trades Executed at Other Broker/Dealers.”

### **Additional Fees for Collective Investment Vehicles**

For accounts that contain collective investment vehicles (“Collective Investment Vehicles”), such as mutual funds and closed-end funds, unit investment trusts, exchange-traded funds or publicly traded real estate investment trusts, each Collective Investment Vehicle bears its own internal fees and expenses, such as fund operating expenses, management fees, redemption fees and other fees and expenses or other regulatory fees, as disclosed in the applicable prospectus, statement of additional information, or product description. None of these fees are shared with NEXT or your IAR. This compensation is in addition to the Total Fee, resulting in increased costs to you.

Some mutual funds assess redemption fees to investors upon the short-term sale of its funds. Depending on the particular mutual fund, this can include sales for rebalancing purposes. Please see the prospectus for the specific mutual fund for detailed information regarding such fees. In addition, you can incur redemption fees, when the portfolio manager to an investment strategy determines that it is in your overall interest, in conjunction with the stated goals of the investment strategy, to divest from certain Collective Investment Vehicles prior to the expiration of the collective investment vehicle’s minimum holding period. Depending on the length of the redemption period, the particular investment strategy and/or market conditions, a portfolio manager may be able to minimize any redemption fees when, in the portfolio manager’s discretion, it is reasonable to allow you to remain invested in a Collective Investment Vehicle until expiration of the minimum holding period.

### **Additional Fees for Trades Executed at Other Broker/Dealers**

SMA Managers or Lockwood can elect to execute trades at broker/dealers other than Pershing for some or all of their transactions or investment styles. This is frequently referred to as “trading away” or “step out trades.” Clients who select such managers or participate in the SMP or MMP are subject to any transaction charges or other charges, including commissions, mark-ups, mark-downs, or other additional trading costs that can be imposed by the executing broker/dealer in addition to the Program Fee and the other fees described herein.

### **Fee Offset**

You are entitled to a fee offset if your account is funded with a deposit of one or more open end mutual funds, unit investment trusts, or proceeds from the sale of open end mutual funds or unit investment trusts, where NEXT was paid a sales charge in its capacity as a broker/dealer within one year of the initial billing date. The mutual fund fee offset varies depending on whether the mutual fund was subject to a front-end or a back-end sales charge. For mutual funds subject to a front-end sales charge, the fee offset is calculated using the number of shares multiplied by the closing price of the security on the day prior to the initial billing date multiplied by the annual Advisory Fee. For mutual funds subject to a back-end sales charge, the fee offset is equal to the amount of the back-end sales charge incurred: (1) upon liquidation of a mutual fund in your account; or (2) upon liquidation of a mutual fund within 60-days prior to the date the proceeds are transferred into your account. The unit investment trust fee offset is calculated in the same manner as the front-end load mutual fund fee offset. Fee offsets are spread equally over four calendar quarters.

## Fee Information Applicable to Wrap Fee Accounts

A wrap fee pricing structure allows you to pay an all-inclusive fee for account management, brokerage, clearance and administrative services. A portion of the wrap fee is paid to your IAR, NEXT, Lockwood, Pershing and, if applicable, a SMA Manager or Model Provider(s) for their respective services. You should consider that, depending upon the level of the wrap fee charges, the amount of portfolio activity in your accounts, the value of services provided under the investment program, and other factors, the wrap fee could exceed the aggregate cost of services if they were to be provided separately.

The Advisory Fee portion of the Total Fee is shared between your IAR and NEXT. The fees earned could be more or less than what NEXT or your IAR might earn from other programs available in the financial services industry or if the services were purchased separately. Therefore, NEXT and your IAR have a financial incentive to recommend NEXT Select to clients and prospective clients. However, compensation paid to IARs from the Total Fee does not vary depending upon the number of trades made in NEXT Select Accounts. We do not earn more if fewer trades are placed. This arrangement gives us no economic incentive to place either more or fewer trades in NEXT Select Accounts.

## Item 5 – Account Requirements and Types of Clients

### Account Requirements

The initial minimum account size for NEXT Select program options are listed below.

Program	Minimum
Representative Managed Program	\$25,000
ETF Program – Mutual Fund Models	\$5,000
ETF Program – ETF Models	\$10,000
Separately Managed Program	\$25,000
Multi-Manager Program	\$50,000

The initial account minimum can, however, be waived at NEXT's discretion, taking into account various factors. Such factors may include, but are not limited to, length of client relationship or combined values of other household/family member accounts.

In the SMP, should the SMA Manager require a higher minimum, the higher minimum will apply. In the Multi-Manager Program, the minimum account size for each model style is determined by the Model Provider.

### Types of Clients

NEXT, through its IARs, offers investment advisory services to individuals, high net worth individuals, pension and profit sharing plans, charitable organizations and corporations or other businesses. Our clients can have both fee-based advisory accounts and commission-based brokerage accounts. Our representatives can offer clients advisory services, brokerage services, or both, depending on a client's preferences and needs.

## **Item 6 – Portfolio Manager Selection and Evaluation**

NEXT does not utilize the services of any third-party money manager in the RMP. In the RMP, your IAR acts as portfolio manager and selects specific investments to implement an asset allocation model consistent with your investor profile, risk tolerance and investment objectives. IARs acting as portfolio managers generally do not have documented performance histories against which to measure. Therefore, IARs of NEXT are not subject to the same selection and review process that we use for SMA Managers and Model Providers.

We do not select or utilize the services of any third-party portfolio manager in the ETFP. NEXT's Investment Committee is responsible for investment management of NEXT Select assets in the ETFP in accordance with model investment policies, and for overseeing model investments.

### **SMA Managers and Model Providers**

In the SMP and the MMP, NEXT, through its Due Diligence Committee, is responsible for reviewing, selecting and monitoring SMA Managers and Model Providers. SMA Managers and Model Providers who meet certain of NEXT's prerequisites are required, among other things, to provide information relating to their firm, business practices, and policies and procedures.

SMA Managers and Model Providers selected for participation are also subject to an annual review to determine if there are any material changes or disclosure events that will impact the quality of the SMA Manager's or Model Provider's performance of the services contemplated in NEXT Select. NEXT's Due Diligence Committee also conducts periodic reviews of the MMP's overlay manager, Lockwood.

Your IAR is responsible for initial SMA Manager or Model Provider selection based on the information you provide at the inception of the account along with your IPQ and investment profile. Your IAR is also responsible for monitoring the appropriateness of the selected SMA Manager or Model Provider(s) in light of any changes in your financial condition, risk tolerance and investment objectives reported by you from time to time.

### **Performance Calculation**

NEXT has engaged Lockwood to calculate investment performance and to provide quarterly reports to clients, subject to a minimum account value. Neither NEXT, nor any third party, reviews or verifies the accuracy of performance or its compliance with any presentation standards.

A quarterly custodial statement containing a description of all account activity is provided to you. Your IAR reviews overall performance of each account on a periodic basis in order to ensure that transactions are suitable based on your investment objectives, meet your quality expectations and comply with any investment restrictions requested by you.

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

Fees based on a share of capital gains or capital appreciation of assets of an advisory client are commonly referred to as "performance-based fees." NEXT does not charge performance-based fees. We also do not engage in side-by-side management.

# Methods of Analysis, Investment Strategies and Risk of Loss

## Methods of Analysis and Investment Strategies

Your IAR will incorporate your needs and investment objectives as well as time horizon and risk tolerance when developing and selecting investment strategies. Your IAR is not bound by any specific methods of analysis or investment strategies for the management of model portfolios in the RMP, but rather as previously stated, your IAR will consider your unique situation and all information gathered at the account inception, your IPQ, as well as changes to your financial picture over time.

The primary sources of information used to conduct these types of analysis are reputable financial publications, research prepared by others, ratings services, press releases, annual reports, prospectuses and other filings with the SEC. The implementation of your IAR's strategies varies based upon the individual client. Prior to investing, you should ensure that you understand and agree with the investment strategy used by the IAR.

In the ETFP, NEXT's Investment Committee uses both quantitative and qualitative analysis to construct its ETF and mutual fund allocation models. The Investment Committee relies on Modern Portfolio Theory and Monte Carlo simulations to test its models and to evaluate performance relative to risk. The Committee's sources of information include Zephyr Analytics, Morningstar Principia, publicly available research and prospectuses.

Each ETF or mutual fund model's goal is to meet its investment objective through a diversified portfolio of strategically managed ETFs or mutual funds based on a target fixed income-to-equity ratio. We seek to maintain allocation targets through periodic rebalancing.

Each client's account is managed based on the client's financial situation, investment objectives and instructions. The IAR works with the client to obtain sufficient information to provide individualized investment advice and is reasonably available to consult with the client on an ongoing basis. Clients are permitted to impose reasonable restrictions on the management of the account.

However, there is a possibility that by imposing restrictions, you may receive an asset allocation proposal that differs from the allocation your IAR would otherwise consider appropriate. Clients who do not impose any restrictions are likely to receive asset allocation proposals that are similar to proposals presented to other clients with similar investment profiles.

## Tax Implications

Tax implications are a critical component of any investment strategy. Therefore, depending on the strategy that you choose to implement, it is possible that any trading activity could result in a taxable event and lower investment returns. Certain SMA Managers in SMP and Model Providers in MMP employ tactical strategies that do not consider taxes, including the avoidance of wash sales, in the management of portfolios. Since investments could have tax or legal consequences, you should contact your tax professionals and attorneys to help answer questions about your specific situations or needs.

## Risk of Loss

Investing in any type of securities involves risk of loss that you should be prepared to bear. NEXT does not guarantee the performance of an account or any specific level of performance. Market values of the securities in the account will fluctuate with market conditions. When the account is liquidated, it could be worth more or less than the amount invested. The following are some types of risk that could affect the value of your portfolio:

- **Market risk:** The risk that changes in the overall market will have an adverse effect on individual securities, regardless of the issuer's circumstances.
- **Business risk:** Whether because of management or adverse circumstances, some businesses will inevitably fail. This is especially true during economic recessions. For example, a company stock can become worthless in the event of a bankruptcy, which would result in a loss of principal to shareholders.
- **Interest rate risk:** If the Federal Reserve raises interest rates, the market prices of bonds can be affected. When interest rates rise, the market prices of bonds typically fall.
- **Regulatory risk:** Legislative, regulatory and/or judicial changes that impact businesses can drastically change entire industries.
- **Industry/company risk:** These risks are associated with a particular industry or a specific company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, which is a lengthy process before they can generate a profit. They carry a higher risk of fluctuations in profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Liquidity risk:** Certain investments lack liquidity or the ability to access their principal quickly, without incurring substantial penalties, or the inability to sell the investment until sometime in the future.
- **Inflation risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Opportunity risk:** A client or an IAR can choose a conservative product to invest in, which could cause the client to miss out on market upswings which potentially could have increased the value of securities with higher risk. The opposite is also true; market downturns could cause a client to lose a significant amount of principal invested in higher risk securities, when his or her funds could have been invested in lower risk options.
- **Reinvestment risk:** There is a possibility you will be unable to make additional purchases of a security already in your portfolio at the same rate at which the original purchase was made.
- **Currency or exchange rate risk:** Foreign securities face the uncertainty that the value of either the foreign currency or the domestic currency will increase or decrease; either of which will cause the value of the client's portfolio to fluctuate.
- **Exchange-Traded Funds:** ETFs face market trading risks, including the potential lack of an active market for fund shares, losses from trading in the secondary markets, and disruption in the creation and redemption process of the ETF. Any of these factors can lead to liquidity risk and/or the fund's shares trading at a premium or discount to its "net asset value."
- **Leveraged equity ETFs risk:** The use of leverage by an ETF increases the risk to the portfolio. The more a portfolio invests in leveraged instruments, the more the leverage will magnify gains or losses on those investments. Due to the complexity and structure of these portfolios, they may not perform over time in direct or inverse correlation to their underlying index.



- **Credit risk:** The risk that an issuer of a fixed income security may fail to pay interest and/or principal in a timely manner, or that negative perceptions of the issuer's ability to make such payments will cause the price of the security to decline. These risks are greater for securities that are rated below investment grade (junk bonds), which may be considered speculative and are more volatile than investment grade securities.
- **Options risk:** Holding options for long-term periods could weaken and/or reduce the value of the underlying stock or create the possibility of a worthless position.
- **Global risk:** International investing involves a greater degree of risk and increased volatility. Changes in currency exchange rates and differences in accounting and taxation policies outside the U.S. can raise or lower returns. Also, some overseas markets are not as politically and economically stable as the United States and other nations.

You should understand and be willing to accept these and other types of risks before choosing to invest in securities or receive investment advisory services.

## **Voting Client Securities**

You can authorize SMA Managers or Lockwood in writing to exercise discretion in voting or otherwise acting on all matters for which a security holder vote, consent, election or similar action is solicited by, or with respect to, issuers of securities beneficially held as part of the Platform Assets in SMP or MMP accounts. The default authorization for ERISA accounts (such as SIMPLE or SEP IRAs), is the SMA Manager or Lockwood will receive all proxies and related material and will vote on your behalf. For assets held in RMP or ETFP accounts, neither NEXT nor the IAR will exercise such authority and you expressly retain the authority. You reserve the right to revoke proxy voting authority at any time.

## **Item 7 – Client Information Provided to Portfolio Managers**

Information regarding your financial situation, investment objectives, risk tolerance, time horizon and other relevant factors as described by you, is gathered prior to opening an account and assists your IAR when recommending the most appropriate asset allocation model(s) and strategies for you. You should notify your IAR promptly when changes to your financial situation, objectives, or other personal information occur, so that your IAR can adjust his or her management of your portfolio, if necessary. You can impose any reasonable restrictions on the management of the account. Each client is contacted at least annually to determine if any changes have occurred that will affect the ongoing suitability of the portfolio selected and to determine if any new restrictions should be imposed on the account.

## **Item 8 – Client Contact With Portfolio Managers**

You are generally free to contact NEXT and your IAR at any time during normal business hours via telephone, facsimile, mail or email. In-person meetings should be scheduled in advance to ensure that your IAR is available. SMA Managers used in the program are not generally available to discuss specific investment issues.

## Item 9 – Additional Information

### Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to the client's evaluation of NEXT or the integrity of NEXT's management.

NEXT is a broker/dealer in addition to its activities as a registered investment adviser. In connection with its broker/dealer business, NEXT has been the subject of certain regulatory actions, some of which NEXT has determined to be immaterial. Others are summarized below:

- On August 23, 2010, NEXT entered into an AWC with FINRA involving certain supervisory and other violations of FINRA rules during the period February 2008 through March 2009. FINRA found that NEXT failed to detect excessive trading by one of its registered representatives, failed to provide reasonable supervision of variable annuity transactions, and failed to have a reasonable branch audit program in place. NEXT consented, without admitting or denying the findings, to a censure and fine of \$400,000, and agreed to pay \$103,179 in restitution to certain clients.
- On October 13, 2011, NEXT entered into an AWC with FINRA. FINRA found that, between September 2007 and January 2009, NEXT failed to have reasonable grounds for approving the sale of a specific private placement. NEXT consented, without admitting or denying the findings, to a censure and fine of \$50,000, and agreed to pay \$2,000,000 in restitution to certain clients who invested in the private placement in question.
- On May 3, 2013, NEXT entered into an AWC with FINRA. FINRA found that NEXT failed to properly monitor and maintain emails for two registered representatives' outside business email accounts. NEXT consented, without admitting or denying the findings, to a censure, fine of \$250,000, and certain undertakings specific to the firm's ongoing email review.
- On May 6, 2014, NEXT entered into a Consent Order with the New Hampshire Bureau of Securities Regulation with respect to the approval of certain seminar invitations of a registered representative distributed in 2010 and 2011 that contained inaccurate information. NEXT agreed to cease and desist from further violations of New Hampshire securities laws and to pay an administrative fine of \$120,000 and investigative costs of \$20,000. NEXT further agreed to establish procedures or modify existing procedures to ensure information in advertising material submitted for approval is properly vetted prior to use.
- On May 28, 2014, NEXT entered into an AWC with FINRA. FINRA found that, between March 2009 and August 2011, NEXT failed to timely and/or accurately amend certain registered representatives' Forms U4 and U5 to disclose customer complaints, judgments, and liens; from January 2010 to August 2011, NEXT's former general counsel directly supervised registered persons without a principal registration; and from March 2009 to August 2012, the firm failed to establish and maintain a supervisory system, including written procedures, which was reasonably designed to detect and prevent unsuitable sales of structured products to retail customers. NEXT consented, without admitting or denying the findings, to a censure and fine of \$88,750.
- On January 27, 2016, NEXT entered into an AWC with FINRA. FINRA found that, between May 1, 2009 and April 30, 2014, NEXT failed to apply applicable sales charge discounts to certain customers' purchases of unit investment trusts (UITs) and to establish, maintain, and enforce a supervisory system and written supervisory procedures reasonably designed to ensure that customers received sales charge discounts on

all eligible UIT purchases. NEXT consented, without admitting or denying the findings, to a censure, a fine of \$125,000, and to pay restitution to the affected customers of \$216,150.04.

- On December 6, 2017, NEXT entered into an AWC with FINRA. FINRA found that, from August 2012 through September 2015, NEXT failed to have adequate exception reports to detect excessive trading, failed to perform any review of those reports for an extended period, and allowed excessive trading to occur due to inadequate oversight. FINRA also found that, between August 2012 and April 2014, NEXT had deficiencies in its supervisory procedures pertaining to the sale of multi-share class variable annuities and variable annuity exchanges. FINRA also found that the firm failed to reasonably monitor the use by its registered representatives of consolidated reports, did not take steps to ensure that information on its website was up to date regarding its Financial Partners, and did not reasonably supervise non-cash compensation received by its registered representatives in connection with product sponsor education and training meetings. NEXT consented, without admitting or denying the findings, to a censure, a fine of \$750,000, and to engage an independent consultant to conduct a review of its policies, systems and procedures, and training relating to the violations identified in the AWC.
- On March 11, 2019, the SEC issued an Order Instituting Administrative and Cease-and-Desist Proceedings, Pursuant to Section 203(e) and 203(k) of the Investment Advisers Act of 1940, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order as to NEXT in connection with the SEC's Share Class Selection Disclosure Initiative. The Order alleges that (a) between January 1, 2014, and December 31, 2016, NEXT purchased, recommended, or held for advisory clients mutual fund share classes that charged 12b-1 fees instead of lower-cost share classes of the same funds for which clients were eligible, (b) NEXT received 12b-1 fees in connection with the investments, and (c) NEXT failed to disclose in its Form ADV the conflicts of interest related to the receipt of 12b-1 fees and its selection of mutual fund shares classes that pay such fees. NEXT agreed, without admitting or denying the findings, to cease and desist from committing or causing any future violations of Sections 206(2) and 207 of the Advisers Act, to a censure, to pay approximately \$1.4 million to compensate investors affected by its conduct, and to notify affected investors of the entry of the Order.
- On December 20, 2019, NEXT entered into a Consent Order with the Massachusetts Securities Division with respect to allegations that between January 2007 and December 2017 the firm approved the sale of non-traded real estate investment trusts ("REITs") by a registered representative that the Division alleged were unsuitable because the amount invested exceeded the firm's liquid net worth concentration guidelines for non-traded REITs. NEXT, without admitting or denying the allegations, agreed to a censure, to pay a fine of \$150,000 and to make rescission offers to ten Massachusetts investors.
- On December 30, 2019, NEXT entered into a Consent Order with the New Hampshire Bureau of Securities Regulation with respect to allegations that between 2009 and 2016 the firm approved unsuitable recommendations of non-traded REITs to a number of New Hampshire investors that exceeded the firm's aggregate and product specific portfolio concentration guidelines for non-traded REITs, failed to comply with investor-income thresholds for the purchase of such products, or were made to clients over the age of 80. NEXT, without admitting or denying the allegations, agreed to pay \$325,000 in fines and costs to the Bureau and to offer remediation to 77 New Hampshire investors.
- On February 13, 2020, NEXT consented to a Disciplinary Order with the Texas State Securities Board with respect to allegations that between 2014 and 2018 the firm did not adequately supervise one of its registered representatives who used a trading strategy that included short-term trading in Class A mutual fund shares that resulted in certain customers incurring significant expenses as a result of mutual fund sales

charges. To resolve the matter, NEXT, without admitting or denying the allegations, agreed to pay a \$100,000 fine and refund \$500,000 to customers whose accounts were the subject of the trading strategy.

NEXT, as a broker/dealer, is regulated by each of the 50 states and has been subject to orders related to the violation of certain state laws and regulations in connection with its brokerage activities. For more information about these state events and other disciplinary and legal events involving NEXT and its IARs, clients should refer to Investment Adviser Public Disclosure at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) or FINRA BrokerCheck® at <https://brokercheck.finra.org>.

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

NEXT is registered as a broker/dealer and as an investment adviser with the SEC. NEXT is a member of FINRA and the Securities Investor Protection Corporation (“SIPC”). NEXT is also licensed as an insurance agency in all states. NEXT is affiliated with NEXT Financial Insurance Services Company (“NFISCO”), an insurance agency.

As an indirect wholly owned subsidiary of Atria, NEXT is also affiliated with Cadaret, Grant & Co., Inc., a broker/dealer and SEC registered investment adviser, Capital Strategy Group Ltd., an SEC registered investment adviser, and Cadaret, Grant Agency, an insurance agency. Atria also owns CUSO Financial Services, LP, a broker/dealer and SEC registered investment adviser, CFS Insurance and Technology Services, LLC, an insurance agency, and Sorrento Pacific Financial, LLC, a broker/dealer, SEC registered investment adviser and insurance agency.

## **Conflicts of Interest as a Broker/Dealer and Insurance Agency**

NEXT is dually registered as both a broker/dealer and as a registered investment adviser and is also a licensed insurance agency. Each IAR is an independent contractor registered representative with NEXT. This creates a conflict of interest because an IAR is able to choose between offering a client advisory fee-based programs and services and/or commission-based products and services. To mitigate this conflict, NEXT requires that any advisory program or service that a client is offered is suitable for the client’s investment goals and financial needs.

You can participate in Pershing’s LoanAdvance program which is a securities-based line-of-credit that can be used for most personal, consumer or business needs. In LoanAdvance, a client pledges eligible securities in his or her advisory account as collateral to secure the non-purpose loan. The client is charged a rate of interest that is a floating rate not to exceed 3 percentage points above the Prime Rate as published in *The Wall Street Journal*. The amount by which the interest rate is marked up over the Prime Rate, if any, is shared by Pershing with NEXT and our IARs. This results in additional compensation in connection with a client’s advisory account. Trading is permissible in the advisory account that is pledged for the loan; however, the collateral must meet Pershing’s LoanAdvance maintenance requirement to support the loan.

If you purchase securities that result in the payment of commissions through NEXT in its capacity as a broker/dealer, while at the same time the client receives asset management services, your IAR receives a fee for such services through NEXT in its capacity as a registered investment adviser. This creates a conflict of interest, and clients should clarify the capacity through which individual products or services are offered, and the type of compensation that is paid to NEXT and the IAR. It is important to note that when acting as a

broker/dealer, neither NEXT nor its IARs owe you a fiduciary duty. A client who receives advisory or consulting services from an IAR can purchase securities or insurance products offered through NEXT. IARs receive commissions, markups or markdowns as registered representatives or insurance agents in connection with such transactions. Additionally, the individuals who are responsible for the immediate supervision of IARs can receive a portion of those commissions as an override to compensate them for their supervisory services. Clients are under no obligation to purchase products or services recommended by an IAR or through an IAR or otherwise through NEXT or its affiliates. Clients are free to implement recommendations through any broker/dealer or advisory firm. If a client requests that an IAR recommend a broker/dealer, the IAR will recommend NEXT; however, the client is under no obligation to effect transactions through us.

## **IRA Rollover Considerations**

If you are a participant in an employer-sponsored retirement plan such as a 401(k) plan, and decide to roll assets out of the plan into NEXT Select, NEXT and your IAR have a financial incentive to recommend that you invest those assets in the Platform, because NEXT and your IAR will be paid on those assets, for example, through advisory fees. You should be aware that such fees likely will be higher than those a participant pays through a plan, and there can be maintenance and other miscellaneous fees.

Plan participants are under no obligation to roll their retirement assets over to an IRA with NEXT and should carefully consider all relevant factors, such as penalty-free withdrawals starting as early as age 55, whether loans are permitted, legal protections, required minimum distributions, fees and expenses, service levels, available investment options, employer stock considerations and state taxes. NEXT asks clients considering a rollover to complete NEXT's Retirement Plan Rollover Disclosure Form documenting the rationale for the rollover decision and disclosing important information and considerations in connection with the rollover.

## **Conflicts of Interest with Independent Registered Investment Advisers**

In addition to or in lieu of their registrations as IARs of NEXT, certain IARs own their own registered independent investment advisory firms (an "Independent RIA"). An Independent RIA owner can have three different but concurrent roles:

- As a registered representative with NEXT who receives commissions for recommending securities;
- As an IAR of NEXT who receives a fee for rendering advisory services on behalf of NEXT; and/or
- As an IAR of an Independent RIA who offers services outside of NEXT.

You should be aware that the receipt of additional compensation while acting in concurrent roles creates a conflict of interest and impairs the objectivity of these IARs when making advisory recommendations.

If your IAR is associated with an Independent RIA firm, this will be disclosed on your IAR's Part 2B of Form ADV. Depending on the terms negotiated, your IAR can retain a higher percentage of the advisory fee for services provided through an Independent RIA than would be retained when services are provided through NEXT. You should ask your IAR if purchasing services through an Independent RIA would result in increased costs to you. You are not obligated to purchase recommended investment products from our IARs or their Independent RIAs.

## **Conflicts of Interest with Affiliated Insurance Agency**

NEXT is affiliated with NEXT Financial Insurance Services Company, a licensed insurance agency. NFISCO is a subsidiary of NEXT Financial Holdings, Inc., the parent company of NEXT. IARs, in their capacity as insurance agents with NFISCO or as independent insurance agents, can effect transactions in insurance products for clients and earn commissions for these activities.

The fees paid to NEXT for advisory services are separate and distinct from the insurance commissions earned by NFISCO and/or its insurance agents. Clients are under no obligation to use NFISCO and/or its insurance agents for insurance services and can use the insurance agency and agent of their choosing.

## **Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

NEXT has adopted a Code of Ethics (“Code”) which sets forth standards of business conduct, which all associated persons of NEXT are required to follow. The Code also describes certain reporting requirements with which covered persons must comply. The Code includes provisions relating to the confidentiality of client information, insider trading, gifts and entertainment, and personal securities trading, among other things.

NEXT’s clients or prospective clients can request a copy of NEXT’s Code by contacting us using the contact information on the cover page of this Brochure.

IARs will often invest in the same securities recommended to clients. Generally, these securities are shares of open-end mutual funds or stocks and bonds actively traded on a national securities exchange or market where the time and size of the transactions will not affect purchases or sales for clients. They can also make purchases for their own accounts at or about the same time as the purchases/sales are made in client accounts. Orders for clients and orders for IARs’ own accounts are sometimes aggregated in “block trades” or aggregated orders. Aggregated orders can achieve better execution for all participating accounts and those advantages will be fairly allocated among participating accounts.

IARs can hold positions in securities held or recommended to clients but are not allowed to front-run or otherwise benefit from these positions. Internal procedures have been instituted to ensure that the client is treated fairly in execution of all trades.

To avoid conflicts of interest, NEXT IARs are prohibited from buying or selling securities for their personal accounts where their decision is substantially derived, in whole or in part, by reason of their employment unless the information is also available to the investing public on reasonable inquiry. No IAR may place their own interests over those of the client. Further, all IARs must comply with all applicable federal and state regulations governing registered investment advisers.

## **Brokerage Practices**

NEXT has no brokerage soft dollar arrangements and receives no benefits or research in exchange for executions.

NEXT utilizes Pershing to execute transactions in NEXT Select accounts and to custody Platform assets. Transactions executed through Pershing are subject to our duty to obtain “best execution”, i.e., a price that is

as favorable as possible under the prevailing market conditions. 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/dealers' services, including commission rates, prompt, reliable execution, execution capabilities (including block positioning), financial stability, ability to maintain confidentiality, delivery, and ability to obtain best execution. To assist in evaluating the quality of Pershing's equity executions, NEXT engages the services of a third-party vendor who monitors Pershing's equity executions for quality and helps us identify transactions that are eligible for price improvement. While NEXT makes every effort to obtain the best execution possible, because we execute only through Pershing, there is no assurance that best execution will be obtained.

NEXT Select accounts are managed based on model portfolio strategies. One or more clients can be assigned to the same model portfolio, based on their investment objective and risk profile. Aggregate orders in a block trade are typically executed when models are rebalanced or if one or more securities are added or removed from a model. Transactions can, however, be executed independent of transactions for other clients. An IAR must reasonably believe that a block order is consistent with NEXT's duty to seek best execution and will benefit each client participating in an aggregated order. The average price per share of a block trade is allocated to each account that participates in the block trade.

In SMP and MMP, SMA Managers or Lockwood, as Overlay Manager, can elect to execute trades at broker/dealers other than Pershing for some or all of their transactions or investment styles. This is frequently referred to as "trading away" or "step out trades." Clients who select such managers in the SMP or MMP will be subject to transaction charges or other charges, including commissions, mark-ups, mark-downs, or other additional trading costs that can be imposed by the executing broker/dealer. You should refer to the applicable SMA Manager's or Lockwood's Form ADV Part 2A for additional information.

## **Custody**

NEXT has limited custody of our clients' funds or/or securities when clients authorize us to deduct our management fees directly from their client's account. NEXT is also deemed to have custody of a client's funds and/or securities when a client has on file a standing letter of authorization ("SLOA") with the account custodian to move money from the client's account to a third-party and the SLOA authorizes us to designate, based on your instructions from time to time, the amount or timing of the transfers. The SEC has set forth a set of procedural safeguards intended to alleviate a firm being held to the full requirements of the SEC's Custody Rule under these circumstances, which we follow.

NEXT has an arrangement with Pershing to provide clearance and custody of NEXT Select accounts. Pershing: (a) maintains custody of all account assets, (b) executes and performs clearance of purchase and sale orders in accounts, and (c) performs all custodial functions customarily performed with respect to securities brokerage accounts, including but not limited to the crediting of interest and dividends on account assets. Pershing will forward client account statements as well as confirmation of each purchase and sale to you. You may elect to receive transaction information in your monthly statements in lieu of transaction confirmations, except in the RMP where confirmation suppression is not an option. Pershing acts as the general administrator of each account, which includes charging and collecting account fees on NEXT's behalf and processing, pursuant to NEXT's instructions, deposits to and withdrawals from the account. Pershing does not assist clients in selecting

NEXT or any investment objective or in determining suitability. You retain ownership of all cash, securities and other instruments in the account.

You should receive at least quarterly statements from Pershing. NEXT urges you to compare the holdings listed on the custodian's statement to those listed on reports NEXT or your IAR may provide. If you have a question about a discrepancy, you should direct it to your IAR. If the IAR is unable to adequately address your concern, you should contact NEXT at the phone number on the cover page of this Brochure.

## **Review of Accounts**

Each IAR monitors his or her client accounts and conducts a review of accounts periodically. Factors that could result in additional reviews include, but are not limited to, significant market corrections, large deposits or withdrawals from an account, substantial changes in the value of a client's portfolio, or a change in the client's investment objectives or life circumstances.

In addition to the account reviews conducted by IARs, transactions in RMP accounts are subject to review by the IAR's designated supervisor through an alert-based electronic transaction review system.

At the end of each calendar quarter, clients participating in NEXT's wrap fee programs are sent a performance report. Pershing also sends account statements to you on a monthly or quarterly basis. Although the information we provide in the performance reports is obtained from sources believed to be reliable, we urge you to compare the holdings listed on the custodian's statement to those listed on reports NEXT or your IAR provide. You should carefully review all statements and performance reports. If any discrepancies are noted, you should contact us at the number on the cover page of this Brochure.

## **Client Referrals and Other Compensation**

### **NEXT Compensation to IAR**

Your IAR recommending NEXT Select receives compensation from NEXT. NEXT compensates its IARs pursuant to an independent contractor agreement, and not as an employee. This compensation includes a portion of the advisory fee, which may be more or less than what your IAR would receive at another advisory firm. Such compensation includes other types of compensation, such as bonuses, awards or other items of value offered by NEXT. NEXT pays its IARs in different ways, for example:

- Reimbursement or credit of fees IARs pay to NEXT for technology services;
- Free or reduced-cost marketing materials;
- Payments in connection with the transition of association from another broker/dealer or investment advisor firm to NEXT;
- Payments in the form of repayable or forgivable loans; and
- Attendance at NEXT conferences and events.

NEXT pays its IARs this compensation based on the IAR's overall business production and on the amount of assets on NEXT's advisory platforms, including NEXT Select.



NEXT also provides various benefits and/or payments to IARs that are newly associated with NEXT to assist the IAR with the costs (including missed revenues during account transition) associated with transitioning his or her business to NEXT (referred to as “Transition Assistance”). The proceeds of such Transition Assistance payments are intended to be used for a variety of purposes, including but not limited to, providing working capital to assist in funding the IAR’s business, offsetting account transfer fees payable to the custodian as a result of the IAR’s clients transitioning to NEXT’s platforms, technology set-up fees, marketing, mailing and stationary costs, registration and licensing fees, moving and office space expenses, staffing support and termination fees associated with moving accounts. NEXT does not verify that any payments made are used for such transition costs.

The amount of the Transition Assistance payments is based on a percentage of the overall revenue earned or compensation received by the IAR at his or her prior firm. These payments are generally paid by NEXT or forgiven by NEXT based on years of service with NEXT (e.g., if the IAR remains with NEXT for 5 years) and/or the scope of business engaged in with NEXT, including the amount of advisory account assets with NEXT.

The receipt of Transition Assistance creates a conflict of interest in that an IAR has a financial incentive to recommend that a client open and maintain an account with the IAR and NEXT for advisory and/or commission-based accounts in order to receive the Transition Assistance benefit or payment. NEXT and its IARs attempt to mitigate these conflicts of interest by assessing and recommending that clients use NEXT’s services based on the benefits that such services provide to clients, rather than the Transition Assistance earned by any particular IAR. However, you should be aware of this conflict and take it into consideration in deciding whether to establish or maintain a relationship with NEXT and your IAR.

## **Revenue Sharing**

NEXT earns fees when we invest your account assets or recommend that you invest in certain mutual funds (including money market funds) and ETFs. These fees are called “revenue sharing.” Mutual fund and ETF sponsors and third-party money managers (“Partners”) pay these fees to NEXT in what we call the Partners Program. Partners pay different amounts of revenue sharing fees and receive different levels of benefits for their payments. We do not share revenue sharing fees with our IARs. An IAR’s compensation is the same regardless of whether a sale involves a Partner’s product or service.

The payments made under our Partners Program are calculated based either on gross sales or assets under management, or on a flat fee arrangement, and vary by Partner. The benefits Partners receive include our IAR contact lists and business metrics, preferred placement on our website, participation in product training initiatives and marketing and sales campaigns, and the ability to participate in our conferences.

We use the revenue from our Partners to support certain marketing, training, and educational initiatives including our annual National Educational Conference. The conference provides a venue to communicate new products and services to our registered representatives and IARs, to offer training to them and their support staff, and to keep them abreast of regulatory requirements. The revenue is also used to pay for annual awards for our registered representatives and IARs who generate the most revenue overall and to pay for our general marketing expenses. A NEXT registered representative or IAR who earns total compensation over a threshold amount receives an award, in the form of a trophy, medal, or plaque, and is invited to attend NEXT’s top producer conference. Revenue from Partners helps to pay for top producer conference costs. Top producing

NEXT registered representatives and IARs receive an award based on total sales, including sales of Partners' mutual funds and ETFs.

We prepare and make available to our IARs a quarterly list of Partners' mutual funds and ETFs that have been screened for investment performance against other Partners' funds with similar objectives and asset classes (the "Select Fund List" or "List"). NEXT and our IARs have a conflict of interest when an IAR chooses or recommends an investment from the Select Fund List for your portfolio because NEXT receives revenue sharing fees from the mutual fund or ETF sponsor. Our receipt of revenue sharing fees influences our selection of mutual funds and ETFs, as we are likely to recommend a fund or ETF whose sponsor pays us revenue sharing fees over a fund or ETF whose sponsor does not pay us.

You do not pay more to purchase funds from the List through NEXT than you would pay to purchase these funds through another broker-dealer, and your IAR does not receive additional compensation for selecting a fund from the List. IARs are not required to choose or recommend investments from the Select Fund List.

To see NEXT's Third-Party Fee Disclosure, which identifies the participants in the Partners Program, please visit the Customer Disclosures section of our website at [www.nextfinancial.com/customers/disclosures](http://www.nextfinancial.com/customers/disclosures).

### **Pershing Clearing Relationship**

Pershing is the clearing firm for NEXT's brokerage business and is the custodian for NEXT Select and Contour accounts. Pershing earns fees from clients and third parties and shares some of them with NEXT. Our IARs do not receive any part of these fees.

When Pershing is the custodian of your account, it automatically moves (sweeps) the cash in your account into money market funds and/or FDIC insured bank deposit accounts. You and your IAR select the money market fund or bank deposit account. Pershing retains some of the interest paid on the bank deposit account, or shareholder servicing fees paid on the money market fund and pays a portion of that to NEXT. These payments are called "distribution assistance" and they vary based on the bank deposit account or money market fund you select. NEXT does not determine the interest rates paid on bank deposit accounts or shareholder servicing fees paid on money market funds, or the amount or percentage of distribution payments that we receive. When interest rates are low, or in the event of a regulatory change, Pershing reserves the right to reduce or discontinue its distribution assistance payments to NEXT.

Our receipt of distribution assistance payments creates a conflict of interest because NEXT has an incentive to recommend or make available money market funds and FDIC insured bank deposit accounts with higher distribution assistance payments over those with lower or no payments. We mitigate this conflict through disclosure in this Brochure. We do not share distribution assistance payments with IARs.

Pershing also pays fees to NEXT, or shares fees it earns with NEXT, for the following items:

- Transition assistance in the form of reimbursement of IRA termination fees of up to \$165 per account for a retirement account transferred to Pershing and up to \$125 per retail account for retail accounts transferred to Pershing;
- A growth assistance credit for seven years to support, service, and grow brokerage assets on the Pershing platform;

- A portion of certain brokerage account services and custodial fees charged to customer accounts that exceeds the amount that we are required to pay Pershing for such services, including account transfer fees, IRA custodial and termination fees, paper confirm and statement fees, inactive (custodial) account fees, retirement account maintenance fees, and margin interest; and
- A portion of shareholder servicing fees from certain mutual fund sponsors as part of their FundVest® FOCUS program. We also receive other fees in connection with the FundVest FOCUS program, as described below.

In the FundVest FOCUS program, NEXT is eligible to receive through a contractual agreement, 100% of Rule 12b-1 fees, and for participating funds that do not pay Rule 12b-1 fees, up to 50% of FundVest service fees for FundVest assets over a threshold amount that are held in the aggregate in client's brokerage and advisory accounts. We credit all Rule 12b-1 fees we receive to a client's advisory accounts. Our receipt of a portion of the FundVest funds' service fees creates a conflict of interest because we have an incentive to invest your assets or to recommend that you purchase or hold these mutual funds that pay fees to NEXT over other funds that do not pay these fees. We mitigate this conflict through disclosure in this Brochure. NEXT does not share these fees with IARs.

Most FundVest funds have higher internal expenses than funds that are not in the FundVest program, and the share classes of funds in the program have higher internal expenses than share classes not in the program. The higher internal expenses will reduce the long-term performance of an account when compared to an account that holds lower-cost share classes of the same fund. Clients should ask whether lower-cost share classes are available and/or appropriate for their account considering their expected investment holding periods, amounts invested, and anticipated trading frequency. FundVest funds held less than six months are also subject to a short-term redemption fee of \$50 which will be charged to your account. Further information regarding mutual fund fees and charges is available in the applicable mutual fund prospectus. For a list of funds participating in the FundVest program, please contact us using the contact information provided on the cover page of this Brochure. Pershing, in its sole discretion, may add or remove mutual funds from the FundVest program or may terminate the FundVest program without prior notice.

## **Solicitation Activities**

From time to time, NEXT enters into solicitation agreements with individuals or entities whereby investment advisory accounts are solicited by NEXT and referred to another state-registered or SEC-registered investment adviser. In these situations, NEXT is compensated for the referral activity.

NEXT also has solicitation arrangements with persons or entities who are not our IARs. If a solicitor will receive any portion of the advisory fee paid by the client, the client will receive a written disclosure statement describing the arrangement. A client will not pay higher fees because of the solicitor's arrangement.

## **Professional Edge Program**

The Professional Edge Program offers certain NEXT IARs, who are members of the Program, but who do not provide investment advisory services to clients themselves, the capability to refer their clients to other NEXT IARs. The Professional Edge Program participants receive a portion of advisory fees charged by the IAR managing the client's account. The fees assessed to a client who has been referred to another IAR as a

result of their participation in the Professional Edge Program are no more or less than fees charged by IARs who do not use the program.

### **Financial Information**

NEXT is not required to include a balance sheet in this Brochure because we do not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.

There is no financial condition that is reasonably likely to impair NEXT's ability to meet its contractual commitments to its clients. NEXT has never been the subject of a bankruptcy proceeding.