

**Item 1: Cover Page
Part 2A of Form ADV: Firm Brochure
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Chief Compliance Officer**

This brochure provides information about the qualifications and business practices of Nexus Wealth Advisors, LLC. If clients have any questions about the contents of this brochure, please contact us at (831) 476-5210. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any State Securities Authority. Additional information about our firm is also available on the SEC's website at www.adviserinfo.sec.gov by searching CRD #307230.

Please note that the use of the term "registered investment adviser" and description of our firm and/or our associates as "registered" does not imply a certain level of skill or training. Clients are encouraged to review this Brochure and Brochure Supplements for our firm's associates who advise clients for more information on the qualifications of our firm and our employees.

Item 2: Material Changes

Nexus Wealth Advisors is required to make clients aware of information that has changed since the last annual update to the Firm Brochure (“Brochure”) and that may be important to them. Clients can then determine whether to review the brochure in its entirety or to contact us with questions about the changes.

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Item 4: Advisory Business

Our firm is dedicated to providing individuals and other types of clients with a wide array of investment advisory and financial planning services. Our firm is a limited liability company formed under the laws of the State of California in 2013 and was a registered investment adviser until becoming inactive in 2018. Since that time, our firm has continually provided investment advisory and financial planning services acting in its capacity as an independent contractor for United Capital Financial Advisers, LLC ("United Capital"). Our firm has opted to renew its registration as an investment adviser in the State of California in 2020. Our firm is wholly owned by Lance Wexler.

The purpose of this Brochure is to disclose the conflicts of interest associated with the investment transactions, compensation and any other matters related to investment decisions made by our firm or its representatives. As a fiduciary, it is our duty to always act in the client's best interest. This is accomplished in part by knowing our client. Our firm has established a service-oriented advisory practice with open lines of communication for many different types of clients to help meet their financial goals while remaining sensitive to risk tolerance and time horizons. Working with clients to understand their investment objectives while educating them about our process, facilitates the kind of working relationship we value.

All material conflicts of interest under CCR Section 260.238 (k) are disclosed below regarding our firm, our representatives or our employees, which could be reasonably expected to impair the rendering of unbiased and objective advice. To comply with CCR Section 260.238(j), we disclose that lower fees for comparable services may be available from other sources.

Types of Advisory Services Offered

Financial Life Management:

As part of our Financial Life Management services, clients will be provided with both Financial Guidance and Investment Management services. This comprehensive service is designed to assist clients in meeting their financial goals through the use of a financial plan or consultation and Investment Management. Our firm conducts client meetings to understand their current financial situation, existing resources, financial goals, and tolerance for risk. Based on what is learned, an investment approach is presented to the client, consisting of individual stocks, bonds, ETFs, options, mutual funds and other public and private securities or investments. Once the appropriate portfolio has been determined, portfolios are regularly monitored, and if necessary, rebalanced or revised based upon the client's individual needs, stated goals and objectives. Upon client request, our firm provides a summary of observations and recommendations for the planning or consulting aspects of this service. Additional details on both Financial Guidance and Investment Management are provided below.

Investment Management:

Our firm and its advisors utilize a multi-step process when determining how to best position a Client's investment portfolio. Our advisors employ a set of tools and conversations designed to assess and determine the client's priorities around various investment related attributes including: performance, protection, tax efficiency, low cost, income, and value-aligned or socially responsible.

Using the information referenced above along with portfolio size and other factors, our firm will architect a tailored investment portfolio that may consist of exchange traded funds (“ETFs”), mutual funds, individual stocks, bonds, options and other public and private securities or investments. The Client’s individual investment strategy is tailored to their specific needs and may include some or all of the previously mentioned securities. Portfolios will be designed to meet a particular investment goal, determined to be suitable to the Client’s circumstances. Once the appropriate portfolio has been determined, portfolios are regularly monitored, and if necessary, rebalanced or revised based upon the Client’s individual needs, stated goals and objectives. Our advisors also determine and periodically review each Client’s relationship to risk and volatility as they relate to investing.

Sub-Advisory Services for Financial Life Management & Investment Management:

For certain client assets, our firm may outsource a portion of the investment management to a sub-Advisory firm (“Sub-Adviser”) which is not affiliated with our firm. United Capital Financial Advisers, LLC (“United Capital”), an investment adviser not affiliated with our firm, is one such sub-adviser. Sub-Adviser is granted limited discretionary investment authority over assets that our firm assigns to Sub-Adviser. For the assets directed to Sub-Adviser for services, its responsibilities may include the authority to:

- Exercise discretion to determine the types of securities bought and sold, along with the percentage allocation
- Apply its discretion as to when to buy and sell
- Apply its discretion as to the timing of transactions
- Select the broker-dealer for execution of securities transactions, if appropriate, and take other portfolio management actions our firm delegates or deems appropriate
- Deduct Sub-Adviser fees directly from the custodian account, for which the Sub-Adviser is managing assets

Any authority of Sub-Adviser only applies to the specific assets, within the Client’s custodial account, for which Sub-Adviser has been appointed as the discretionary manager. Sub-Adviser shall not provide investment advice, or have any Advisory responsibility to the Client, beyond the assets for which it is appointed as Sub-Adviser. The terms of services provided by Sub-Adviser are directed in accordance with a separate written agreement entered into between our firm and Sub-Adviser. United Capital, one such Sub-Adviser, also provides separate non-fiduciary services to our firm under its division FinLife Partners, as described below in the FinLife Partners Service Offering section.

Our firm has a financial incentive to refer Clients to United Capital rather than manage the assets on its own or refer them to another adviser, creating a conflict of interest. When our firm refers clients to United Capital for Sub-Adviser services it receives various incentives, including:

- Certain technology implementation fees incurred by our firm in connection with our firm’s use of FinLife Partners’ technology solutions will be reduced if a predetermined number of our firm’s clients subscribe to our firm’s guidance services that utilize such technology solutions and United Capital’s Sub-Adviser services.
- If our firm does not utilize predetermined threshold volume of Sub-Adviser services or technology solutions offered by United Capital or FinLife Partners, as applicable, then the relationship with United Capital and its FinLife Partners division may be terminated.

To address this conflict, if the Client does not want to invest their assets with United Capital as the Sub-Adviser or receive our firm's financial guidance services that require access to the FinLife platform, the Client may discuss alternative options with our firm.

Before selecting a Sub-Adviser, our firm will ensure that the chosen party is properly licensed or registered.

Financial Guidance:

Our firm provides a variety of standalone financial planning and consulting services to clients for the management of financial resources based upon an analysis of current situation, goals, and objectives. Financial Guidance services will typically involve preparing a financial plan or rendering a financial consultation for clients based on the client's financial goals and objectives as well as a tailored action plan. This planning or consulting may encompass one or more of:

- Retirement Planning
- Investment Planning
- Investment Management Suggestions for non-supervised assets (i.e. 401k's and 403b's);
- Estate Planning
- Charitable Planning
- Education Planning
- Cash Flow Planning
- Real Estate Analysis
- Mortgage/Debt Analysis
- Insurance Analysis
- Tax Planning (not including tax preparation and filing)
- Divorce Planning
- Other Business and Personal Financial Planning

Written financial plans or financial consultations rendered to clients usually include general recommendations for a course of activity or specific actions to be taken by the clients. Implementation of the recommendations will be at the discretion of the client. Our firm provides clients with a summary of their financial situation and observations for Financial Guidance engagements. Assuming that all the information and documents requested from the client are provided promptly, plans or consultations are typically completed within 6 months of the client signing a contract with our firm.

When providing a consolidated financial summary of accounts to clients, data included may contain information about accounts for which our firm does not manage or advise the client. As such, no inference should be drawn that our firm serves as the adviser on all securities listed in these consolidated financial summaries. Our firm will not supervise assets or provide any ongoing investment recommendations unless it is granted authority, in writing, to manage the particular assets.

Our firm does not provide tax preparation and filing services. Clients are urged to consult with a tax professional for any tax advice.

CCR Section 260.235.2 requires that we disclose to our financial planning clients that a conflict of interest exists between us and our clients. The client is under no obligation to act upon the

investment adviser's recommendation. If the client elects to act on our recommendations, the client is under no obligation to effect the transaction through our firm.

Retirement Plan Consulting:

Our firm provides retirement plan consulting services to employer plan sponsors on an ongoing basis. Generally, such consulting services consist of assisting employer plan sponsors in establishing, monitoring and reviewing their company's participant-directed retirement plan. As the needs of the plan sponsor dictate, areas of advising may include:

- Establishing an Investment Policy Statement – Our firm may assist in the development of a statement that summarizes the investment goals and objectives along with the broad strategies to be employed to meet the objectives.
- Investment Options – Our firm may work with the Plan Sponsor to evaluate existing investment options and make recommendations for appropriate changes.
- Asset Allocation and Portfolio Construction – Our firm may develop strategic asset allocation models to aid Participants in developing strategies to meet their investment objectives, time horizon, financial situation and tolerance for risk.
- Investment Monitoring – Our firm will monitor the performance of the investments and notify the client in the event of over/underperformance and in times of market volatility.
- Participant Education – Our firm may provide opportunities to educate plan participants about their retirement plan offerings, different investment options, and general guidance on allocation strategies.

In providing services for retirement plan consulting, our firm does not provide any advisory services with respect to the following types of assets: employer securities, real estate (excluding real estate funds and publicly traded REITS), participant loans, non-publicly traded securities or assets, other illiquid investments, or brokerage window programs (collectively, "Excluded Assets"). All retirement plan consulting services shall be in compliance with the applicable state laws regulating retirement consulting services. This applies to client accounts that are retirement or other employee benefit plans ("Plan") governed by the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). If the client accounts are part of a Plan, and our firm accepts appointment to provide services to such accounts, our firm acknowledges its fiduciary standard within the meaning of Section 3(21) of ERISA as designated by the Retirement Plan Consulting Agreement with respect to the provision of services described therein.

Tailoring of Advisory Services

Our firm offers individualized investment advice to our Financial Life Management and Investment Management clients. General investment advice will be offered to our Financial Guidance and Retirement Plan Consulting clients.

Our firm does not usually allow Financial Life Management or Investment Management clients to impose restrictions on investing in certain securities or types of securities due to the level of difficulty this would entail in managing their account. Exceptions will be made on a case-by-case basis.

Participation in Wrap Fee Programs

Our firm does not directly offer or sponsor a wrap fee program. However, third party managers we utilize may offer wrap programs. The details of third-party manager wrap programs will be outlined in their separate disclosure documents provided to clients.

Regulatory Assets Under Management

Our firm recently renewed its licensure as a registered investment adviser and, therefore, does not have initial assets to report.

Item 5: Fees & Compensation

Compensation for Our Advisory Services

Financial Life Management & Investment Management:

The following advisory fee schedule provides information about the fees our firm generally charges for our Financial Life Management and Investment Management services. Clients should be aware that our fees may be higher or lower than those charged by others in the industry and it may be possible to obtain the same or similar services from other advisers at lower or higher rates.

Assets Under Management	Annual % of Assets Charged for Financial Life Management Services	Annual % of Assets Charged for Investment Management Services
First \$2,000,000	1.25%	1.00%
2,000,001 to \$5,000,000	1.00%	0.85%
\$5,000,001 to \$10,000,000	0.85%	0.75%
Greater than \$10,000,000	Negotiable	Negotiable

For accounts where we provide discretionary asset management, the advisory fee schedule is generally applicable to all assets under management, including cash and cash equivalents. Advisory fees include fees for the following services: review, selection, monitoring and replacement services for a variety of securities including, but not limited to, ETFs, exchange traded notes, mutual funds, individual securities, bonds, and alternative investments.

Fees to be assessed will be outlined in the advisory agreement to be signed by the client. Annualized fees are calculated and charged quarterly in advance based on the market value of the client account assets as of the last business day of the previous calendar quarter. For client accounts opened or closed after the beginning of a calendar quarter, our fees may be pro-rated, and any remaining balance will be charged or refunded to the client, as appropriate, in a timely manner. Fees are negotiable and will be deducted from client account(s). Adjustments will be made for deposits and withdrawals made during the quarter that exceed \$20,000. The dollar threshold for crediting and debiting fees may change over time, at our firm's discretion. In rare cases, our firm may agree to directly bill clients.

The annual fee charged to clients utilizing Sub-Advisers shall be in addition to the fees assessed by our firm not to exceed a total advisory fee 2.50%. Typically, our firm will debit fees directly from client account(s) for this service as disclosed in the executed advisory agreement between the client and our firm. Our firm will then pay the Sub-Adviser a portion of the total advisory fee debited directly from client account(s) on a quarterly basis. Some Sub-Advisers may be granted authority to deduct Sub-Adviser fees directly from the custodian account, for which the Sub-Adviser is managing assets.

As part of this process, Clients understand the following:

- a) Clients must provide our firm with written authorization permitting direct payment of advisory fees from their account(s) maintained by a custodian who is independent of our firm;
- b) Our firm sends quarterly statements to the client showing the fee amount, the value of the assets upon which the fee is based, and the specific manner in which the fee is calculated as well as disclosing that it is the client's responsibility to verify the accuracy of fee calculation, and that the custodian does not determine its accuracy; and
- c) The account custodian sends a statement to the client, at least quarterly, showing all account disbursements, including advisory fees.

Our firm typically combines the assets from "related accounts" to reduce the combined rate charged to clients (this is also known as "householding"). Our firm reserves the right to determine whether client accounts are "related" for purposes of aggregation. A determination of related accounts is part of the advisory fee negotiation between the Client and our firm. Clients should be aware that there may be certain restrictions on the aggregation of investments for ERISA, trusts, and IRA accounts.

Financial Guidance:

Generally, clients engage our firm for Financial Life Management services, which offers a combination of our Investment Management and Financial Guidance services for a single fee. Occasionally, as negotiated on a case by case basis, our firm may charge on a flat fee basis for standalone Financial Guidance services, which typically includes assessing clients' financial needs and providing suitable recommendations. However, this service offering does not include discretionary asset management. The total estimated fee, as well as the ultimate fee charged, is based on the scope and complexity of our engagement with the client. Flat fees for Financial Guidance services will not exceed \$7,500. Our firm requires full payment for Financial Guidance services to be rendered upon the client's execution of an advisory agreement. Our firm will not require a retainer exceeding \$500 when services cannot be rendered within 6 months.

Our firm will charge a reduced fee rate ("Renewal Rate") for any subsequent Financial Guidance Agreements executed provided that the client renews the Agreement within 15 months of the most recently delivered plan or consultation. The agreed upon Renewal Rate will be outlined in the signed agreement.

Retirement Plan Consulting:

Our Retirement Plan Consulting services are billed on an hourly or flat fee basis or a fee based on the percentage of Plan assets under management. The total estimated fee, as well as the ultimate fee charged, is based on the scope and complexity of our engagement with the client. The maximum

hourly fee to be charged will not exceed \$250. Our flat fees will not exceed \$5,000. Fees based on a percentage of managed Plan assets will be charged according to the following fee schedule:

Assets Under Management	Annual % of Assets Charge
First \$2,000,000	1.00%
2,000,001 to \$5,000,000	0.85%
\$5,000,001 to \$10,000,000	0.75%
Greater than \$10,000,000	Negotiated

The fee-paying arrangements will be determined on a case-by-case basis and will be detailed in the signed consulting agreement.

Exceptions to Advisory Fee Schedule

Our firm reserves the authority to reduce and/or waive advisory fees for clients who have maintained an advisory relationship with our firm for a certain period of time (“Legacy Clients”), family members, and friends. Our firm, at its sole discretion, also may opt to reduce advisory fees on a case-by-case basis.

Other Types of Fees & Expenses

Clients may incur transaction fees for trades executed by their chosen custodian via individual transaction charges. These transaction fees are separate from our firm’s advisory fees and will be disclosed by the custodian. Our firm typically uses Charles Schwab & Co., Inc. as our preferred custodian. Schwab does not charge transaction fees for U.S. listed equities and exchange traded funds.

Clients may also pay holdings charges imposed by the chosen custodian for certain investments, charges imposed directly by a mutual fund, index fund, or exchange traded fund, which shall be disclosed in the fund’s prospectus (i.e., fund management fees, initial or deferred sales charges, mutual fund sales loads, 12b-1 fees, surrender charges, variable annuity fees, IRA and qualified retirement plan fees, and other fund expenses), mark-ups and mark-downs, spreads paid to market makers, fees for trades executed away from custodian, wire transfer fees and other fees and taxes on brokerage accounts and securities transactions. Our firm does not receive a portion of these fees.

Termination & Refunds

Either party may terminate the advisory agreement signed with our firm for Financial Life Management or Investment Management services in writing at any time. Upon notice of termination, our firm will process a pro-rata refund of the unearned portion of the advisory fees charged in advance.

Financial Guidance clients may terminate their agreement at any time before the delivery of a financial plan by providing written notice. For purposes of calculating refunds, all work performed by us up to the point of termination shall be calculated at the hourly fee disclosed in the executed advisory agreement. Clients will receive a pro-rata refund of unearned fees based on the time and effort expended by our firm.

Either party to a Retirement Plan Consulting Agreement may terminate at any time by providing written notice to the other party. Full refunds will only be made in cases where cancellation occurs within 5 business days of signing an agreement. After 5 business days from initial signing, either party must provide the other party 30 days written notice to terminate billing. Billing will terminate 30 days after receipt of termination notice. Clients will be charged on a pro-rata basis, which takes into account work completed by our firm on behalf of the client. Clients will incur charges for bona fide advisory services rendered up to the point of termination (determined as 30 days from receipt of said written notice) and such fees will be due and payable.

Commissionable Securities Sales

Our firm and representatives do not sell securities for a commission in advisory accounts.

Item 6: Performance-Based Fees & Side-By-Side Management

Our firm does not charge performance-based fees.

Item 7: Types of Clients & Account Requirements

Our firm generally provides Investment Management and Financial Guidance services to the following types of clients:

- Individuals and High Net Worth Individuals;
- Trusts, Estates or Charitable Organizations;
- Pension and Profit-Sharing Plans;

Generally, our firm's Financial Life and Investment Management services are available for households with minimum assets of at least \$500,000, with typical individual advisory account minimums of \$100,000. Multiple client accounts may be aggregated to meet this requirement. Typically, our firm also requires a minimum annual fee of \$6,250 for Financial Life Management clients. However, there is no minimum annual fee imposed for our Investment Management services. We may, in our sole discretion, waive the minimum account size requirement or impose a different minimum account size requirement.

Our firm's investment strategies are designed as long-term investment vehicles and asset withdrawals may impede the achievement of a Client's investment objectives or goals. Our firm, at its sole discretion, may from time to time make exceptions to the minimums, as deemed appropriate. Account minimums are reviewed periodically and are subject to change. Upon giving notice to our firm, or by contacting their account custodian directly, clients may make additions to or withdrawals from their advisory accounts. Account minimums are imposed for various reasons including, but not limited to, the diminishing impact on the smaller allocations within a broadly diversified portfolio, the impact of transaction costs on a smaller portfolio's performance, the impact of a smaller portfolio's transaction costs on the total expense to manage the portfolio, and limitations on securities that may be purchased for smaller dollar amounts. If at any time the client's account is less than the minimum account and/or household size designated, the relationship may be subject to termination by our firm after formal written notice is provided to the client.

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

Methods of Analysis & Investment Strategies

Our firm generally recommends long-term investment strategies; however, our advisors may recommend various short-term investment strategies to accommodate certain client goals or objectives.

Our firm and its advisors utilize a multi-step process when determining how to best position a client's investment portfolio. The foundation of this process is our knowledge of our clients' financial situation (e.g., cash flow, assets, liabilities, goals, etc.) most comprehensively obtained through our financial planning process. Our advisors also determine and periodically review each client's relationship to risk and volatility as they relate to investing. Our advisors also employ a set of tools and conversations designed to assess and determine the client's priorities around various investment related attributes including: performance, protection, tax efficiency, low cost, income, and value-aligned or socially responsible.

Using the information referenced above among portfolio size and other factors, our firm will architect a tailored investment portfolio that may consist of individual investments, funds, internally managed models and/or determining which sub-advisers to use.

The frequency and timing of transactions in advisory accounts may vary significantly, and certain investment strategies, such as index strategies, may trade infrequently. Other strategies are tactical and adjust depending on micro- and macroeconomic indicators. When there is significant trading activity, there is a potential that a wash sale is generated, negating the taxable advantage of realizing investment losses from sale of securities. Other strategies attempt to improve the taxable consequence of the assets invested, using tax loss harvesting and other tax management strategies. When deploying tax loss harvesting and other tax management strategies, our firm does not guarantee the ability to reduce the taxable consequence from managing assets. Further, attempts to reduce the taxable consequence of a portfolio may cause a disparity in the performance of the advisory account, because certain assets may be traded, when they might not have been traded if taxes were not considered. Clients are urged to work with their advisor to help choose the investment strategy that best meets their goals and objectives. Selection of a portfolio that is not directly aligned with the risk tolerance associated with a client's information can have implications for performance and realizing the client's financial objectives.

For clients who have engaged our firm for Financial Life Management or Investment Management services, our firm may utilize the sub-advisory services of a third-party investment advisory firm or individual advisor to aid in the implementation of an investment portfolio designed by our firm. Before selecting a firm or individual, our firm will ensure that the chosen party is properly licensed or registered. We will provide initial due diligence on third party money managers and ongoing reviews of their management of client accounts. Our firm will not offer advice on any specific securities or other investments in accounts utilizing sub-advisory services. In order to assist in the selection of a third-party money manager, our firm will gather client information pertaining to their financial situation, investment objectives, and reasonable restrictions to be imposed upon the management of the account.

Our firm may recommend alternative investment strategies such as hedge funds, commodity pools, Real Estate Investment Trusts ("REITs"), Business Development Companies ("BDCs"), among others. Alternative investments involve a high degree of risk and can be illiquid due to restrictions on transfer and lack of a secondary trading market. They can be highly leveraged, speculative and volatile, and an investor could lose all or a substantial amount of an investment. Alternative investments may lack transparency as to share price, valuation and portfolio holdings. Complex tax structures often result in delayed tax reporting. Compared to mutual funds, hedge funds and commodity pools are subject to less regulation and often charge higher fees. Alternative investment managers typically exercise broad investment discretion and may apply similar strategies across multiple investment vehicles, resulting in less diversification.

Our firm may also recommend certain derivative transactions including, but not limited to, options. An option is a financial derivative that represents a contract sold by one party (the option writer) to another party (the option holder, or option buyer). The contract offers the buyer the right, but not the obligation, to buy or sell a security or other financial asset at an agreed-upon price (the strike price) during a certain period of time or on a specific date (exercise date). Options are extremely versatile securities. Traders use options to speculate, which is a relatively risky practice, while hedgers use options to reduce the risk of holding an asset.

In terms of speculation, option buyers and writers have conflicting views regarding the outlook on the performance of call options and put options. Call options give the option to buy at certain price, so the buyer would want the stock to go up. Conversely, the option writer needs to provide the underlying shares in the event that the stock's market price exceeds the strike due to the contractual obligation. An option writer who sells a call option believes that the underlying stock's price will drop relative to the option's strike price during the life of the option, as that is how he will reap maximum profit. This is exactly the opposite outlook of the option buyer. The buyer believes that the underlying stock will rise; if this happens, the buyer will be able to acquire the stock for a lower price and then sell it for a profit. However, if the underlying stock does not close above the strike price on the expiration date, the option buyer would lose the premium paid for the call option.

While call options give the option to buy at a certain price, put options give the option to sell at a certain price, so the buyer would want the stock to go down. The opposite is true for put option writers. For example, a put option buyer is bearish on the underlying stock and believes its market price will fall below the specified strike price on or before a specified date. On the other hand, an option writer who sells a put option believes the underlying stock's price will increase about a specified price on or before the expiration date. If the underlying stock's price closes above the specified strike price on the expiration date, the put option writer's maximum profit is achieved. Conversely, a put option holder would only benefit from a fall in the underlying stock's price below the strike price. If the underlying stock's price falls below the strike price, the put option writer is obligated to purchase shares of the underlying stock at the strike price.

The potential risks associated with these transactions are that (1) all options expire. The closer the option gets to expiration, the quicker the premium in the option deteriorates; and (2) Prices can move very quickly. Depending on factors such as time until expiration and the relationship of the equity price to the option's strike price, small movements in an equity position can translate into big movements in the underlying options.

Additionally, our firm may purchase stocks, mutual funds, and/or other securities for your portfolio with money borrowed from your brokerage account. This allows you to purchase more stock than you would be able to with your available cash, and allows us to purchase stock without selling other

holdings. Margin accounts and transactions are risky and not necessarily appropriate for every client. The potential risks associated with these transactions are (1) You can lose more funds than are deposited into the margin account; (2) the forced sale of securities or other assets in your account; (3) the sale of securities or other assets without contacting you; and (4) you may not be entitled to choose which securities or other assets in your account(s) are liquidated or sold to meet a margin call.

Risk of Loss

Clients should understand that all investment strategies and the investments made when implementing those investment strategies involve risk of loss and clients should be prepared to bear the loss of assets invested and, in the case of uncovered option strategies, beyond the amount invested. The investment performance and the success of any investment strategy or particular investment can never be predicted or guaranteed, and the value of a client's investments fluctuates due to market conditions and other factors. The investment decisions and recommendations made, and the actions taken for clients' accounts are subject to various market, liquidity, currency, economic and political risks, and will not necessarily be profitable. The types of risks to which a client's account is subject, and the degree to which any particular risks impact an account, may change over time depending on various factors, including the investment strategies, investment techniques and asset classes utilized by the account, the timing of the account's investments, prevailing market and economic conditions, reputational considerations, and the occurrence of adverse social, political, regulatory or other developments. Past performance of accounts is not indicative of future performance.

Clients should understand and consider the following risks while investing:

Capital Risk: Capital risk is one of the most basic, fundamental risks of investing; it is the risk that you may lose some portion and up to 100% of your money. All investments carry some form of risk and the loss of capital is generally a risk for any investment instrument.

Cybersecurity Risk: The risk of actual and attempted cyber-attacks, including denial-of-service attacks, and harm to technology infrastructure and data from misappropriation or corruption, and reputation harm. Due to our firm's interconnectivity with third-party vendors, agents, exchanges, clearing houses and other financial institutions, and thus indirectly the Advisory Accounts, could be adversely impacted if any of them is subject to a successful cyber-attack or other information security event. Although our firm takes protective measures and endeavors to modify them as circumstances warrant, its computer systems, software and networks may be vulnerable to unauthorized access, misuse, computer viruses or other malicious code and other events that could have a security impact or render our company unable to transact business on behalf of Advisory Accounts.

Data Sources Risk: Information from third-party data sources to which United Capital subscribes may be incorrect.

Economic Risk: The prevailing economic environment is important to the health of all businesses. Some companies, however, are more sensitive to changes in the domestic or global economy than others. These types of companies are often referred to as cyclical businesses. Countries in which a large portion of businesses are in cyclical industries are thus also very economically sensitive and carry a higher amount of economic risk. If an investment is issued by a party located in a country that experiences wide swings from an economic standpoint or in situations where certain elements of an

investment instrument are hinged on dealings in such countries, the investment instrument will generally be subject to a higher level of economic risk.

External Products: “External Products” are separate accounts or investments managed, sponsored, advised or issued by investment managers that are not affiliated with our firm. External Products are selected by these third-party investment managers who are responsible for performing due diligence review of the External Products they offer. Although our firm reviews the performance history of its third-party managers, it does not calculate or audit the information for accuracy, verify the appropriateness of the methodology on which the performance is calculated or verify whether the performance complies with Global Investment Performance Standards or any other standard for performance calculation. The methods for calculating performance and forming composites may differ among External Products and performance information may not be calculated on a uniform and consistent basis. Past performance may not be indicative of future results and, as such, prospective clients should not place too much emphasis on External Product performance information.

Equity (Stock) Market Risk: Common stocks are susceptible to general stock market fluctuations and, volatile increases and decreases in value as market confidence in and perceptions of their issuers change. If you held common stock, or common stock equivalents, of any given issuer, you would generally be exposed to greater risk than if you held preferred stocks and debt obligations of the issuer.

ETF & Mutual Fund Risk: When investing in an ETF or mutual fund, you will bear additional expenses based on your pro rata share of the ETF's or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities, the ETF, or mutual fund holds. Clients will also incur brokerage costs when purchasing ETFs.

Financial Risk: Financial risk is represented by internal disruptions within an investment or the issuer of an investment that can lead to unfavorable performance of the investment. Examples of financial risk can be found in cases like Enron or many of the dot com companies that were caught up in a period of extraordinary market valuations that were not based on solid financial footings of the companies.

Fixed Income Securities Risk: Typically, the values of fixed-income securities change inversely with prevailing interest rates. Therefore, a fundamental risk of fixed-income securities is interest rate risk, which is the risk that their value will generally decline as prevailing interest rates rise, which may cause your account value to likewise decrease, and vice versa. How specific fixed income securities may react to changes in interest rates will depend on the specific characteristics of each security. Fixed-income securities are also subject to credit risk, prepayment risk, valuation risk, and liquidity risk. Credit risk is the chance that a bond issuer will fail to pay interest and principal in a timely manner, or that negative perceptions of the issuer's ability to make such payments will cause the price of a bond to decline.

Inflation Risk: Inflation risk involves the concern that in the future, your investment or proceeds from your investment will not be worth what they are today. Throughout time, the prices of resources and end-user products generally increase and thus, the same general goods and products today will likely be more expensive in the future. The longer an investment is held, the greater the chance that the proceeds from that investment will be worth less in the future than what they are today. Said another way, a dollar tomorrow will likely get you less than what it can today.

Interest Rate Risk: Certain investments involve the payment of a fixed or variable rate of interest to the investment holder. Once an investor has acquired or has acquired the rights to an investment that pays a particular rate (fixed or variable) of interest, changes in overall interest rates in the market will affect the value of the interest-paying investment(s) they hold. In general, changes in prevailing interest rates in the market will have an inverse relationship to the value of existing, interest paying investments. In other words, as interest rates move up, the value of an instrument paying a particular rate (fixed or variable) of interest will go down. The reverse is generally true as well.

Legal/Regulatory Risk: Certain investments or the issuers of investments may be affected by changes in state or federal laws or in the prevailing regulatory framework under which the investment instrument or its issuer is regulated. Changes in the regulatory environment or tax laws can affect the performance of certain investments or issuers of those investments and thus, can have a negative impact on the overall performance of such investments.

Market Risk: The value of your portfolio may decrease if the value of an individual company or multiple companies in the portfolio decreases or if our belief about a company's intrinsic worth is incorrect. Further, regardless of how well individual companies perform, the value of your portfolio could also decrease if there are deteriorating economic or market conditions. It is important to understand that the value of your investment may fall, sometimes sharply, in response to changes in the market, and you could lose money. Investment risks include price risk as may be observed by a drop in a security's price due to company specific events (e.g. earnings disappointment or downgrade in the rating of a bond) or general market risk (e.g. such as a "bear" market when stock values fall in general). For fixed-income securities, a period of rising interest rates could erode the value of a bond since bond values generally fall as bond yields go up. Past performance is not a guarantee of future returns.

Market Timing Risk: Market timing can include high risk of loss since it looks at an aggregate market versus a specific security. Timing risk explains the potential for missing out on beneficial movements in price due to an error in timing. This could cause harm to the value of an investor's portfolio because of purchasing too high or selling too low.

Options Risk: Options on securities may be subject to greater fluctuations in value than an investment in the underlying securities. Additionally, options have an expiration date, which makes them "decay" in value over the amount of time they are held and can expire worthless. Purchasing and writing put and call options are highly specialized activities and entail greater than ordinary investment risks.

Past Performance: Charting and technical analysis are often used interchangeably. Technical analysis generally attempts to forecast an investment's future potential by analyzing its past performance and other related statistics. In particular, technical analysis often times involves an evaluation of historical pricing and volume of a particular security for the purpose of forecasting where future price and volume figures may go. As with any investment analysis method, technical analysis runs the risk of not knowing the future and thus, investors should realize that even the most diligent and thorough technical analysis cannot predict or guarantee the future performance of any particular investment instrument or issuer thereof.

Description of Material, Significant or Unusual Risks

Our firm generally invests client cash balances in brokerage cash accounts, money market funds, FDIC Insured Certificates of Deposit, high-grade commercial paper and/or government backed debt

instruments. In most cases, at least a partial cash balance will be maintained in a brokerage cash account or a money market account so that our firm may debit advisory fees for our services related to our Financial Life Management or Investment Management services, as applicable.

Item 9: Disciplinary Information

There are no legal or disciplinary events that are material to the evaluation of our advisory business or the integrity of our management.

Item 10: Other Financial Industry Activities & Affiliations

Our firm is not registered, nor does it have an application pending to register, as a broker-dealer, registered representative of a broker dealer, investment company or pooled investment vehicle, other investment adviser or financial planner, futures commission merchant, commodity pool operator, commodity trading advisor, banking or thrift institution, accountant or accounting firm, lawyer or law firm, insurance company or agency, pension consultant, real estate broker or dealer or a sponsor or syndicator of limited partnership, or an associated person of the foregoing entities.

Representatives of our firm are insurance agents/brokers. They offer insurance products and receive customary fees as a result of insurance sales. A conflict of interest exists as these insurance sales create an incentive to recommend products based on the compensation adviser and/or our supervised persons may earn. To mitigate this potential conflict, our firm will act in the client's best interest.

Please see Item 4 above for more information about the selection of third party money managers. Prior to recommending third party advisors, our firm will ensure that third party advisors are licensed or notice filed with the respective authorities. A potential conflict of interest for our firm in utilizing a third party advisor is receipt of discounts or services not available to us from other similar advisers. In order to minimize this conflict our firm will make our recommendations/selections in the best interest of our clients.

Outsourcing of Certain Investment Operations:

Our firm works with various third party service providers, including, among others, Envestnet, Inc., to help support the operational needs of managing and servicing Client accounts. Authority provided to the outsourced service providers may include, but is not limited to placing transactions with broker-dealers at the direction of our firm, opening accounts with Client's account custodian, and facilitating operational requests on the Client's behalf based on instructions provided by associated persons of our firm. When providing these services, the third party service provider is acting as an agent of our firm.

FinLife Partners Service Offering:

In an effort to enhance the quality and breadth of services that our firm provides to its Clients, our firm utilizes a suite of digitally powered technology solutions offered by FinLife Partners, a division of United Capital Financial Advisers, LLC ("FinLife Partners"). FinLife Partners provides access to its technology platform to our firm that includes use of certain technology platform, training relating to use of such technology platform, and if elected by our firm certain clerical document and data compilation services. FinLife Partners is not in any way involved in, or responsible for, the individual investment management or guidance provided to our firm's clients. Our firm pays FinLife Partners a flat fee for its technology implementation services and fees calculated per percentage-basis formula in accordance with the volume of clients for whom our firm utilizes such services and/or products. As such, for certain services offered, Clients indirectly contribute to the payment of cost of services paid to FinLife Partners. Relating to the cost for services, our firm is financially incentivized to refer clients to United Capital, creating a conflict of interest. Financial incentives are described in the Sub-Adviser Limited Discretion section described above.

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

As a fiduciary, it is an investment adviser's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of our clients at all times. Our fiduciary duty is the underlying principle for our firm's Code of Ethics, which includes procedures for personal securities transaction and insider trading. Our firm requires all representatives to conduct business with the highest level of ethical standards and to comply with all federal and state securities laws at all times. Upon employment with our firm, and at least annually thereafter, all representatives of our firm will acknowledge receipt, understanding and compliance with our firm's Code of Ethics. Our firm and representatives must conduct business in an honest, ethical, and fair manner and avoid all circumstances that might negatively affect or appear to affect our duty of complete loyalty to all clients. This disclosure is provided to give all clients a summary of our Code of Ethics. If a client or a potential client wishes to review our Code of Ethics in its entirety, a copy will be provided promptly upon request.

Our firm recognizes that the personal investment transactions of our representatives demands the application of a Code of Ethics with high standards and requires that all such transactions be carried out in a way that does not endanger the interest of any client. At the same time, our firm also believes that if investment goals are similar for clients and for our representatives, it is logical, and even desirable, that there be common ownership of some securities.

In order to prevent conflicts of interest, our firm has established procedures for transactions effected by our representatives for their personal accounts¹. In order to monitor compliance with our personal trading policy, our firm has pre-clearance requirements and a quarterly securities transaction reporting system for all of our representatives.

¹ For purposes of the policy, our associate's personal account generally includes any account (a) in the name of our associate, his/her spouse, his/her minor children or other dependents residing in the same household, (b) for which our associate is a trustee or executor, or (c) which our associate controls, including our client accounts which our associate controls and/or a member of his/her household has a direct or indirect beneficial interest in.

Neither our firm nor a related person recommends, buys or sells for client accounts, securities in which our firm or a related person has a material financial interest without prior disclosure to the client.

Related persons of our firm may buy or sell securities and other investments that are also recommended to clients. In order to minimize this conflict of interest, our related persons will place client interests ahead of their own interests and adhere to our firm's Code of Ethics, a copy of which is available upon request.

Likewise, related persons of our firm buy or sell securities for themselves at or about the same time they buy or sell the same securities for client accounts. In order to minimize this conflict of interest, our related persons will place client interests ahead of their own interests and adhere to our firm's Code of Ethics, a copy of which is available upon request. Further, our related persons will refrain from buying or selling the same securities prior to buying or selling for our clients in the same day unless included in a block trade.

Item 12: Brokerage Practices

Custodian & Brokers Used

Our firm does not maintain custody of client assets (although our firm may be deemed to have custody of client assets if give the authority to withdraw assets from client accounts. See *Item 15 Custody*, below). Client assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. Our firm recommends that clients use the Schwab Advisor Services division of Charles Schwab & Co. Inc. ("Schwab"), a FINRA-registered broker-dealer, member SIPC, as the qualified custodian. Our firm is independently owned and operated, and not affiliated with Schwab. Schwab will hold client assets in a brokerage account and buy and sell securities when instructed. While our firm recommends that clients use Schwab as custodian/broker, clients will decide whether to do so and open an account with Schwab by entering into an account agreement directly with them. Our firm does not open the account. Even though the account is maintained at Schwab, our firm can still use other brokers to execute trades, as described in the next paragraph.

How Brokers/Custodians Are Selected

Our firm seeks to recommend a custodian/broker who will hold client assets and execute transactions on terms that are overall most advantageous when compared to other available providers and their services. A wide range of factors are considered, including, but not limited to:

- combination of transaction execution services along with asset custody services (generally without a separate fee for custody)
- capability to execute, clear and settle trades (buy and sell securities for client accounts)
- capabilities to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- breadth of investment products made available (stocks, bonds, mutual funds, exchange traded funds (ETFs), etc.)
- availability of investment research and tools that assist in making investment decisions
- quality of services

- competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate them
- reputation, financial strength and stability of the provider
- prior service to our firm and our other clients
- availability of other products and services that benefit our firm, as discussed below (see *"Products & Services Available from Schwab"*)

Custody & Brokerage Costs

Schwab generally does not charge a separate fee for custody services but is compensated by charging commissions or other fees to clients on trades that are executed or that settle into the Schwab account. In addition to commissions Schwab charges a flat dollar amount as a "prime broker" or "trade away" fee for each trade that our firm has executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into a Schwab account. These fees are in addition to the commissions or other compensation paid to the executing broker-dealer. Because of this, in order to minimize client trading costs, our firm has Schwab execute most trades for the accounts.

Products & Services Available from Schwab

Schwab Advisor Services is Schwab's business serving independent investment advisory firms like our firm. They provide our firm and clients with access to its institutional brokerage – trading, custody, reporting and related services – many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help manage or administer our client accounts while others help manage and grow our business. Schwab's support services are generally available on an unsolicited basis (our firm does not have to request them) and at no charge to our firm. The availability of Schwab's products and services is not based on the provision of particular investment advice, such as purchasing particular securities for clients. Here is a more detailed description of Schwab's support services:

Services that Benefit Clients

Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which our firm might not otherwise have access or that would require a significantly higher minimum initial investment by firm clients. Schwab's services described in this paragraph generally benefit clients and their accounts.

Services that May Not Directly Benefit Clients

Schwab also makes available other products and services that benefit our firm but may not directly benefit clients or their accounts. These products and services assist in managing and administering our client accounts. They include investment research, both Schwab's and that of third parties. This research may be used to service all or some substantial number of client accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab 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 allocate 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.

Services that Generally Benefit Only Our Firm

Schwab also offers other services intended to help 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.

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

Irrespective of direct or indirect benefits to our client through Schwab, our firm strives to enhance the client experience, help clients reach their goals and put client interests before that of our firm or associated persons.

Our Interest in Schwab's Services.

The availability of these services from Schwab benefits our firm because our firm does not have to produce or purchase them. Our firm does not have to pay for these services, and they are not contingent upon committing any specific amount of business to Schwab in trading commissions or assets in custody.

In light of our arrangements with Schwab, a conflict of interest exists as our firm may have incentive to require that clients maintain their accounts with Schwab based on our interest in receiving Schwab's services that benefit our firm rather than based on client interest in receiving the best value in custody services and the most favorable execution of transactions. As part of our fiduciary duty to our clients, our firm will endeavor at all times to put the interests of our clients first. Clients should be aware, however, that the receipt of economic benefits by our firm or our related persons creates a potential conflict of interest and may indirectly influence our firm's choice of Schwab as a custodial recommendation. Our firm examined this potential conflict of interest when our firm chose to recommend Schwab and have determined that the recommendation is in the best interest of our firm's clients and satisfies our fiduciary obligations, including our duty to seek best execution.

In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Although our firm will seek competitive rates, to the benefit of all clients, our firm may not necessarily obtain the lowest possible commission rates for specific client account transactions. Our firm believes that the selection of Schwab as a custodian and broker is the best interest of our clients. It is primarily supported by the scope, quality and price of Schwab's services, and not Schwab's services that only benefit our firm.

Soft Dollars

Our firm does not receive soft dollars in excess of what is allowed by Section 28(e) of the Securities Exchange Act of 1934. The safe harbor research products and services obtained by our firm will generally be used to service all of our clients but not necessarily all at any one particular time.

Client Brokerage Commissions

Schwab does not make client brokerage commissions generated by client transactions available for our firm's use.

Client Transactions in Return for Soft Dollars

Our firm does not direct client transactions to a particular broker-dealer in return for soft dollar benefits.

Brokerage for Client Referrals

Our firm does not receive brokerage for client referrals.

Directed Brokerage

Neither our firm nor any of our firm's representatives have discretionary authority in making the determination of the brokers-dealers and/or custodians with whom orders for the purchase or sale of securities are placed for execution, and the commission rates at which such securities transactions are effected. Our firm routinely recommends that clients direct us to execute through a specified broker-dealer. Our firm recommends the use of Schwab. Each client will be required to establish their account(s) with Schwab if not already done. Please note that not all advisers have this requirement.

Special Considerations for ERISA Clients

A retirement or ERISA plan client may direct all or part of portfolio transactions for its account through a specific broker or dealer in order to obtain goods or services on behalf of the plan. Such direction is permitted provided that the goods and services provided are reasonable expenses of the plan incurred in the ordinary course of its business for which it otherwise would be obligated and empowered to pay. ERISA prohibits directed brokerage arrangements when the goods or services purchased are not for the exclusive benefit of the plan. Consequently, our firm will request that plan sponsors who direct plan brokerage provide us with a letter documenting that this arrangement will be for the exclusive benefit of the plan.

Client-Directed Brokerage

Our firm allows clients to direct brokerage outside our recommendation. Our firm may be unable to achieve the most favorable execution of client transactions. Client directed brokerage may cost clients more money. For example, in a directed brokerage account, clients may pay higher brokerage commissions because our firm may not be able to aggregate orders to reduce transaction costs, or clients may receive less favorable prices.

Aggregation of Purchase or Sale

Our firm provides investment management services for various clients. There are occasions on which portfolio transactions may be executed as part of concurrent authorizations to purchase or sell the same security for numerous accounts served by our firm, which involve accounts with similar investment objectives. Although such concurrent authorizations potentially could be either advantageous or disadvantageous to any one or more particular accounts, they are affected only when our firm believes that to do so will be in the best interest of the effected accounts. When such concurrent authorizations occur, the objective is to allocate the executions in a manner which is deemed equitable to the accounts involved. In any given situation, our firm attempts to allocate trade executions in the most equitable manner possible, taking into consideration client objectives, current asset allocation and availability of funds using price averaging, proration and consistently non-arbitrary methods of allocation.

Item 13: Review of Accounts or Financial Plans

Our firm's principal, Lance Wexler, periodically and continuously monitors client accounts for which our firm exercises discretionary investment management to identify situations that may warrant either a detailed review or specific action on behalf of a client. Such reviews may include, but are not limited to, performance, client objectives, inactivity, high concentrations in individual securities, or changes in the client's account information or financial situation. Portfolios are additionally reviewed for issues such as sub-adviser performance results, the need for rebalancing, or changes in sub-adviser.

Our firm attempts to meet with our Financial Life Management and Investment Management clients at least annually to discuss changes in the client's investment objectives, risk tolerance and changes to or new reasonable restrictions on the management of their investments. Clients are asked to either meet in person or by telephone or online conference at which time their financial situation, condition, or investment objectives or goals are reviewed. If the client and advisor do not meet for a considerable period, greater than a year, after reasonable effort is made by our firm to do so, the client's account will be managed based on previously communicated expectations.

Our firm will periodically review third party money manager reports provided to us and/or the client at least annually. Our firm will contact clients from time to time in order to review their financial situation and objectives; communicate information to third party money managers as warranted; and, assist the client in understanding and evaluating the services provided by the third-party money manager. Clients will be expected to notify our firm of any changes in their financial situation, investment objectives, or account restrictions that could affect their financial standing.

Client Custodial Statements

Each client with an advisory account receives an account statement directly from the custodian on at least a quarterly basis. The statement provides detailed information including transactions, fee debits, and other activity during the period, securities positions and money market fund positions, and their end-of-period fair market values. Year-end summaries of realized gains and losses (IRS Schedule D information), and dividends and interest received (IRS 1099-INT and 1099-DIV) are mailed by the custodian to all Clients with taxable accounts.

Performance Reporting

In addition to the custodial reports provided to clients, our firm may provide performance reports. The portfolio performance reports may provide realized gains or losses during the period, securities and money market fund positions and their end-of-period market values, and personal investment performance. It is possible that information may be different when comparing the custodial statement to the performance report provided by our firm. Clients are advised to use the custodial statement as the most accurate record of their account. Performance reports attempt to display performance net of any asset management fees, but there may be certain instances where fees are not accounted for, including when fees are paid by check or from a separate account not included in the performance report.

Financial Guidance

Financial plans and/or written summaries are prepared for Clients who have retained our firm for this purpose. Upon completion of the plan, our firm will meet with the client to review the plan and answer any questions the client may have about the contents of the plan. Our firm will typically follow up on outstanding recommendations and actions associated with the plan within the first year following plan completion. Clients are encouraged to renew/update their financial plans at least every 15 months.

Retirement Plan Consulting

Retirement Plan Consulting clients receive reviews of their retirement plans for the duration of the service. Our firm also provides ongoing services where clients are met with upon their request to discuss updates to their plans, changes in their circumstances, etc. Retirement Plan Consulting clients do not receive written or verbal updated reports regarding their plans unless they choose to engage our firm for ongoing services.

Item 14: Client Referrals & Other Compensation

Schwab

Our firm receives economic benefit from Schwab in the form of the support products and services made available to our firm and other independent investment advisors that have their clients maintain accounts at Schwab. These products and services, how they benefit our firm, and the related conflicts of interest are described above (*see Item 12 – Brokerage Practices*). The availability of Schwab's products and services is not based on our firm giving particular investment advice, such as buying particular securities for our clients.

Product Sponsor Funded Events

In an effort to keep our clients informed as to the services we offer and the various financial products we utilize, our firm occasionally sponsors events in conjunction with our product providers. These events are educational in nature and are not dependent upon the use of any specific products. While a conflict of interest may exist given that these events are at least partially funded by product

sponsors, all funds received from the sponsors are used for the education of our clients, and we will always adhere to our fiduciary duties in selecting appropriate investments for our clients.

Referral Fees

Our firm does not pay referral fees (non-commission based) to independent solicitors (non-registered representatives) for the referral of their clients to our firm in accordance with relevant state statutes and rules.

Item 15: Custody

State Securities Bureaus generally take the position that any arrangement under which a registered investment adviser is authorized or permitted to withdraw client funds or securities maintained with a custodian upon the adviser's instruction to the custodian is deemed to have custody of client funds and securities. As such, our firm has adopted the following safeguarding procedures:

- a) Clients must provide our firm with written authorization permitting direct payment of advisory fees from their account(s) maintained by a custodian who is independent of our firm;
- b) Our firm sends quarterly statements to the client showing the fee amount, the value of the assets upon which the fee is based, and the specific manner in which the fee is calculated as well as disclosing that it is the client's responsibility to verify the accuracy of fee calculation, and that the custodian does not determine its accuracy; and
- c) The account custodian sends a statement to the client, at least quarterly, showing all account disbursements, including advisory fees.

Clients are encouraged to raise any questions with us about the custody, safety or security of their assets and our custodial recommendations.

Third Party Money Movement:

On February 21, 2017, the SEC issued a no-action letter ("Letter") with respect to Rule 206(4)-2 ("Custody Rule") under the Investment Advisers Act of 1940 ("Advisers Act"). The letter provided guidance on the Custody Rule as well as clarified that an adviser who has the power to disburse client funds to a third party under a standing letter of instruction ("SLOA") is deemed to have custody. As such, our firm has adopted the following safeguards in conjunction with Schwab:

- The client provides an instruction to the qualified custodian, in writing, that includes the client's signature, the third party's name, and either the third party's address or the third party's account number at a custodian to which the transfer should be directed.
- The client authorizes the investment adviser, in writing, either on the qualified custodian's form or separately, to direct transfers to the third party either on a specified schedule or from time to time.
- The client's qualified custodian performs appropriate verification of the instruction, such as a signature review or other method to verify the client's authorization and provides a transfer of funds notice to the client promptly after each transfer.

- The client has the ability to terminate or change the instruction to the client's qualified custodian.
- The investment adviser has no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party contained in the client's instruction.
- The investment adviser maintains records showing that the third party is not a related party of the investment adviser or located at the same address as the investment adviser.
- The client's qualified custodian sends the client, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.

Item 16: Investment Discretion

Clients who engage our firm for Financial Life Management or Investment Management services must provide our firm with investment discretion on their behalf, pursuant to an executed investment advisory client agreement. By granting investment discretion, our firm is authorized to execute securities transactions, determine which securities are bought and sold, and the total amount to be bought and sold.

Item 17: Voting Client Securities

Our firm does not accept the proxy authority to vote client securities. Clients will receive proxies or other solicitations directly from their custodian or a transfer agent. In the event that proxies are sent to our firm, our firm will forward them to the appropriate client and ask the party who sent them to mail them directly to the client in the future. Clients may call, write or email us to discuss questions

Third party money managers selected or recommended by our firm may vote proxies for clients. Therefore, except in the event a third party money manager votes proxies, clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets. Therefore (except for proxies that may be voted by a third-party money manager), our firm and/or the client shall instruct the qualified custodian to forward to copies of all proxies and shareholder communications relating to the client's investment assets.

Item 18: Financial Information

Our firm is not required to provide financial information in this Brochure because:

- Our firm does not require the prepayment of more than \$500 in fees when services cannot be rendered within 6 months.
- Our firm does not take custody of client funds or securities.
- Our firm does not have a financial condition or commitment that impairs our ability to meet contractual and fiduciary obligations to clients.

- Our firm has never been the subject of a bankruptcy proceeding.

Item 19: Requirements for State-Registered Advisers

Executive Officers & Management Persons

Lance Aaron Wexler

Educational Background:

- 1994: University California, Santa Cruz; Bachelor of Arts in Economics

Business Background:

- 03/2020 – Present Nexus Wealth Advisors, LLC; Managing Member & Chief Compliance Officer
- 02/2017 – 05/2020 United Capital Financial Advisers; Investment Adviser Representative
- 08/2013 – 01/2018 Nexus Wealth Advisors, LLC; Managing Member & Chief Compliance Officer
- 06/2010 – 09/2013 Waddell & Reed; Investment Adviser Representative & Registered Representative

Exams, Licenses & Other Professional Designations:

- 2010: Series 7 & Series 66 Exams
- 1994: Series 6 & Series 63 Exam
- 2006: Life, Accident & Health Insurance Producer; CA License No. 0B40857

Please see Item 10 of this Firm Brochure for any other business in which our firm is actively engaged. Our firm does not charge performance-based fees. Our firm and management persons have not been involved in any arbitration awards, found liable in any civil, self-regulatory organization or administrative proceedings or have any relationships with issuers or securities apart from what is disclosed above.

Our firm does not have compensation arrangements connected with advisory services which are in addition to our advisory fees. Our management persons and representatives do not have a relationship or arrangement with any issuer of securities. As a fiduciary, our firm always put our Client's interest above our own. Information regarding participation of interest in client transactions can be found in our Code of Ethics as well as Item 11 of this Brochure. Clients may obtain a copy of our Code of Ethics by contacting Mr. Lance Wexler, Chief Compliance Officer at (831) 476-5210.