



Slavic Mutual Funds Management Corporation

FORM ADV FIRM BROCHURE

April 27, 2021

Corporate Headquarters
1075 Broken Sound Parkway NW, Suite 100
Boca Raton, FL 33487
Tel: 561-241-9244 | Fax: 561-241-1070
<https://www.slavicira.com/>

This brochure provides information about the qualifications and business practices of Slavic Mutual Funds Management Corporation ("SMF"). If you have any questions about the contents of this brochure, please contact us at the phone number above. 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. SMF's description of itself in this brochure as a registered investment advisor does not imply a certain level of skill or training on the part of SMF or its representatives.

Additional information about SMF is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2. Material Changes

This section summarizes the material changes to the SMF Form ADV Firm Brochure since the last version of our Form ADV on March 31, 2021. SMF has clarified and updated the entire ADV Brochure to more clearly describe our services, pricing, and potential conflicts of interest. We encourage you to read each section.

At least annually, SMF will provide you with a copy of our updated ADV Brochure or a summary of material changes from that brochure previously provided to you. Please retain this document for your future reference as it contains important information about our advisory services. SMF will not provide another copy of the ADV Brochure, during the 12 months following the date of ADV Brochure, unless there are material changes from the ADV Brochure SMF previously provided to you. You may also obtain a copy of our current ADV Brochure at any time on the SEC's website at www.sec.gov.

Item 3. Table of Contents

Item 2. Material Changes.....	2
Item 3. Table of Contents.....	3
Item 4. Advisory Business	5
A. Slavic Mutual Funds Management Corporation, Principal Owners.....	5
B. Our Advisory Services	5
C. How We Tailor Our Advisory Services	6
i. Electronic Communication.....	8
D. Portfolio Management Services to Wrap Fee Programs	8
E. Assets Under Management	8
Item 5. Fees and Compensation	9
A. How We Are Paid	9
B. Method of Payment of Fees	9
C. Other Fees and Expenses.....	9
D. Payment of Fees in Advance.....	10
E. Compensation for the Sale of Securities.....	10
Item 6. Performance Based Fees and Side-By-Side Management.....	10
Item 7. Our Clients	10
Item 8. Methods of Analysis, Investment Strategies and Risk of Loss.....	11
Item 9. Disciplinary Information	14
Item 10. Other Financial Industry Activities and Affiliations	14
Item 11. Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading	15
Item 12. Brokerage Practices	16

Item 13. Review of Accounts	16
Item 14. Client Referrals and Other Compensation.....	17
Item 15. Custody	17
Item 16. Investment Discretion	18
Item 17. Voting Client Securities.....	18
Item 18. Financial Information.....	18

Item 4. Advisory Business

A. Slavic Mutual Funds Management Corporation, Principal Owners

Slavic Mutual Funds Management Corporation (“SMF”) is an investment advisor registered with the United States Securities and Exchange Commission (“SEC”) pursuant to the Investment Advisors Act of 1940. SMF has provided advisory services as a registered investment advisor since 1987. Note that registration as an investment advisor with the SEC does not imply a certain level of skill or training.

SMF is principally based in Boca Raton, Florida with a branch office in Scottsdale, Arizona, although due to current COVID-19 safety protocols, most operations are being performed remotely. John J. Slavic founded SMF and is the president and principal owner. Michael A. Sandler is also a principal owner of SMF.

SMF is under common ownership with Slavic Integrated Administration (“SIA”), a 401K administrator and recordkeeper, that together with SMF are also known as Slavic401K. Please refer to Item 10 for more information on SIA.

B. Our Advisory Services

Our primary function is to offer investment consulting and investment management services to Employee Retirement Income Security Act of 1974 (“ERISA”) and Non-ERISA employee benefit plans, with a focus on corporate 401Ks. We specialize in Multiple Employer Plans (“MEP”) offered through Professional Employer Organizations (“PEOs”) (hereinafter referred to as the “Plan Sponsor”). Specific retirement plan needs, anticipated cash flows, risk tolerance, ERISA’s diversification mandate and the retirement plan’s legal framework are considered by SMF in conjunction with the Plan Sponsor in developing an investment management program. We provide both discretionary and non-discretionary advisory and consulting services on mutual fund lineups and provide ongoing mutual fund monitoring for Plan Sponsors pursuant to the Plan Sponsor’s Investment Policy Statement (hereinafter “IPS”) and other restrictions. For ERISA plans, these services are provided pursuant to ERISA section 3(21) for non-discretionary engagements and ERISA section 3(38) for discretionary engagements. When operating under a discretionary engagement, we assume the statutorily-mandated fiduciary responsibility for making investment decisions pursuant to the guidelines and restrictions detailed in the Plan Sponsor’s IPS. When operating under a non-discretionary engagement, we will make recommendations to the Plan Sponsor pursuant to the guidelines and restrictions detailed in the Plan Sponsor’s IPS, but the Plan Sponsor retains the fiduciary responsibility to act on any recommendations provided.

In addition, SIA has created a proprietary algorithm that has been perpetually licensed to SMF on a non-exclusive basis, which utilizes it to offer investment options for retirement platforms (e.g., 401K accounts). Plan Sponsors can offer our pre-allocated portfolios service (the “Pre-Allocated Portfolios”) and/or a digital investment allocation model (“Bespoke”) to their “Plan Participants” (A “Plan Participant”, as used in this document, is an individual who contributes to and/or is eligible to receive benefits from an employer-sponsored retirement plan or pension. This includes person(s) contributing to a 401K or similar retirement plan). Plan Participants may elect the pre-Allocated Portfolio or Bespoke option if their Plan Sponsor includes these options in the Plan investment line-up. SMF does not directly engage Participants. These portfolios currently consist primarily of mutual funds (see Item 5 for more detail on the types of mutual fund share classes), but SMF reserves the right to include exchange traded funds (ETFs) as part of the pre-allocated portfolios or Bespoke in the future without prior notice. Please see Item 8—Risk of Loss. SMF presents these investment options to Plan Sponsors as part of the plan development process, which are subject to the approval of the Plan Sponsor’s investment committee.

Our Bespoke digital asset allocation model is also offered to third party recordkeepers for use by Plan Sponsors,

not directly affiliated with us, on their platforms pursuant to an agreement between us and the non-affiliated Plan Sponsors. Under this program, the plan sponsor typically engages an unaffiliated third-party money manager, who assumes the role of 3(38) fiduciary. The third-party money manager, in conjunction with the Plan Sponsor, determines the menu of mutual funds and/or ETFs, from which the Bespoke algorithm identifies the mutual fund or ETF options to fit within the identified models. In this limited capacity, SMF does not otherwise monitor the investment options and has no responsibility for the ongoing oversight of the funds available for inclusion in the Bespoke allocation model.

Lastly, SMF offers individual retirement account management to individuals (“Direct Clients”), utilizing the Pre-Allocated Portfolios through our wrap fee program. SMF primarily utilizes mutual funds and ETFs to manage individual retirement accounts, but may occasionally, at the Direct Client’s request, invest in individual stocks and bonds. For a complete description of our wrap fee program please see our Form ADV Brochure Part 2—Appendix 1 (“Wrap Fee Brochure”). Please speak with one of our representatives if you have any questions relating to this Brochure or the Wrap Fee Brochure.

Please note that our advisory services to the Plan Sponsor should not be construed as individual advice at the Plan Participant level.

C. How We Tailor Our Advisory Services

SMF’s Pre-Allocated Portfolios are offered indirectly through employer-sponsored qualified retirement plans to Plan Participants, and directly to individuals through our wrap fee program (individual retirement accounts or “Direct Clients”). In the Pre-Allocated Portfolios, the Plan Participant can select from among three managed portfolios: aggressive, moderate, or conservative or any combination thereof. The mutual funds that make up these portfolios are selected by the SMF Investment Committee and then presented to the Plan Sponsor or trustee for final approval and inclusion with a Plan’s Pre-Allocated Portfolio. We utilize the information you (the Participant or Direct Client) furnish in the investor profile questionnaire designed by SMF to provide advisory services and investment options through our Pre-Allocated Portfolio services. The questionnaire was developed with questions we believe assist in determining a reasonable investment allocation and risk tolerance, but it should not be construed as an indication of future performance or recognized as a universally accepted investment questionnaire. The investor profile questionnaire is a tool used to help you (the Plan Participant or Direct Client) evaluate your risk tolerance and investment timeline. By selecting the responses that best describe you as an investor, a score is computed based solely upon the information you have provided to us as part of your investor profile questionnaire. Each of our investment strategies have a profile score range. Based on your score, you are categorized into an investment strategy: conservative, moderate, or aggressive. With this information provided via the profile questionnaire, we will create a portfolio that we believe is designed to meet your stated investment needs. You should be aware that we rely upon your answers to questions relating to your risk tolerance, investment objectives, and investment time horizon provided through the profile questionnaire, and that such answers serve as the basis for our investment allocation recommendations. However, we encourage you to consult with investment or tax professionals that you deem appropriate to help you understand these allocations or to help you make your own independent determination and self-select any one, or a combination, of our strategies. This is especially true if you are going to deviate from the results of the profile questionnaire.

Please note that we developed our questionnaires based on our investment experience as opposed to any recognized industry standards, with the goal of obtaining sufficient relevant information to provide what we believe are suitable individual investment selections, in line with your risk tolerance and investment objectives. However, we can make no assurances that the questions that we have posed are complete in all material respects

as it relates to your individual circumstances or that your responses will result in the achievement of your identified investment objectives.

As a Plan Participant or Direct Client, once you have selected your Strategy, you grant SMF the authority to implement such Strategy for your account. You may change your designated Strategy online at any time that you choose and if you are having any problems, you can contact us directly to redirect the allocation of your funds.

FURTHER SUGGESTIONS

As discussed above, the digital investment allocation model (“Bespoke”) is a proprietary algorithm developed by SIA and licensed to SMF on a non-exclusive basis to offer it for use to employer-sponsored qualified retirement plans. If engaged contractually by the Plan Sponsor, SMF acts as a 3(38) fiduciary for purposes of ERISA or section 4975 of the Internal Revenue Code of 1986, as amended, in either the planning, execution or provision of advice. Bespoke suggests an investment plan based on an individual’s specific financial data through an analysis of a participant’s risk assessment, other financial assets, net worth, age, spousal income, and projected Social Security benefits. Bespoke relies on the completeness and accuracy of the participant’s investment questionnaire(s). With this data, Bespoke will automatically allocate within a participant’s account equity and fixed income mutual fund positions, based on a modified “rule of 100”,¹ weighted according to current longevity tables and a point system that modifies the rule of 100 formula. Personal data entered in Bespoke can be updated online if there are future changes to the Plan Participant’s financial profile. When updated, the Plan Participant’s account will be rebalanced accordingly. Otherwise, Bespoke will periodically automatically rebalance the account.

Plan Sponsors may impose reasonable investment restrictions within their IPS, which we will only accept at our discretion, within their IPS. However, because the Plan Sponsors’ are our clients, we do not accept restrictions by individual Plan Participants in our Bespoke offering, and we cannot accept restrictions from Plan Participants or Direct Clients in our Pre-Allocated Portfolios.

The assets held and/or traded in the Plan Participant’s account through the authority granted to us by the Plan Sponsor are subject to risk. The value of the assets held in your account is subject to a variety of factors, such as the liquidity and volatility of the securities markets, along with unanticipated economic and health events (e.g., COVID-19). Investment performance of any kind is not guaranteed. It is your responsibility to ensure that the information you provide to us is complete and accurate. It is also your responsibility to notify us if any information we have about you is inaccurate or becomes inaccurate, including information about your investment goals or risk tolerance. Please see *Item 8—Risk of Loss* for further details on the risk associated with investing in our programs.

¹ The Rule of 100 exemplifies how much risk an investor should take at a specific age.

i. Electronic Communication

SMF will interact and communicate with you primarily through an electronic means. It is important that you provide us with a valid email address and immediately notify us of any changes to your email address. We may also communicate with each other via other means such as telephone or by mail. You should carefully review all summaries, statements, reports and other information provided by us, and promptly report any discrepancies to SMF.

D. Portfolio Management Services to Wrap Fee Programs

SMF offers the Pre-Allocated Portfolios through a wrap fee program to individual retirement account ("IRA") participants. The Wrap Fee Brochure describes the Slavic Managed IRA Program (the "IRA Program"). The IRA Program is designed to assist you in your investment goals by providing you with access to one of our portfolio services. If you open an account in the IRA Program, you will pay SMF an asset-based program fee. This "wrap fee" covers SMF's investment advisory services, custody of the securities, as well as compensation to any SMF portfolio manager. The IRA Program fee may be higher or lower than the fees that SMF would charge if you had purchased the services covered by the fees separately; may be higher or lower than the fees that SMF charges other clients, depending on, among other things, the extent of services provided to those clients and the cost of such services; and may be higher or lower than the cost of similar services offered through other financial firms.

You may be able to obtain some or all the services described in the Wrap Fee Brochure without participating in the IRA Program subject to certain restrictions. If you were to do so, your total cost may be lower or higher than the IRA Program Fee. You should consider these and other differences when deciding whether to invest in an investment advisory or a brokerage account and, if applicable, which advisory programs best suit your individual needs. For a complete description of our IRA Program please see our Wrap Fee Brochure.

For a complete description of our wrap fee program please see our Form ADV Brochure Part 2—Appendix 1 ("Wrap Fee Brochure"). Please speak with one of our representatives if you have any questions relating to this Brochure or the Wrap Fee Brochure.

E. Assets Under Management

As of December 31, 2020, our approximate assets consisted of the following:

Approximate Amount of Assets Under Management	
Discretionary*	\$2,666,473,000
Asset Under Advisement**	\$1,570,771,000
Total	\$4,239,243,000

* This is equivalent to the regulatory assets under management disclosed in Item 5.F of Adviser's Form ADV Part 1A. Please note that SMF has no non-discretionary regulatory assets under management. All its non-discretionary assets are assets under advisement as further explained below.

**Assets under advisement represent our Investment Consulting assets, for which we have neither discretionary authority nor responsibility for arranging or effecting the purchase or sale of recommendations provided to and

accepted by the ultimate client. We simply provide recommendations. Inclusion of these assets will make our total assets number different from regulatory assets under management disclosed in Item 5.F of Adviser's Form ADV Part 1A due to specific calculation instructions for Regulatory Assets Under Management.

Item 5. Fees and Compensation

A. How We Are Paid

The fees charged for the investment consulting services we offer to Plan Sponsors described in Item 4 is negotiated and may be contracted separately or included in our administrative services offered through SIA.

I. Qualified Retirement Plans—Pre-Allocated Portfolios

For the services provided in the Pre-Allocated Portfolio program, you will pay SMF an annual fee of 25 (0.25%) basis points on the value of the assets invested in the managed portfolio. The fee is computed and deducted from plan assets quarterly, in arrears, on the first month of each quarter (January, April, July and October).

II. Qualified Retirement Plans—Bespoke

The annual fee for Bespoke is determined by the value of the assets invested in the managed portfolio. The fee is computed and deducted from plan assets quarterly, in arrears, in the first month of each quarter (January, April, July and October).

The annual fee shall be calculated as described below:

- 0.25% (0.25 of one percent) assessed quarterly for the first \$100,000 of the participant's balance, plus
- 0.15% (0.15 of one percent) assessed quarterly for the next \$150,000 of the participant's balance, plus
- 0.10% (0.10 of one percent) assessed quarterly for assets exceeding \$250,000 of the participant's balance.

Our program fee may be negotiated by the plan sponsor of an employer-sponsored qualified retirement plan; however, the program fee is not negotiable at the plan participant level. The program fee is subject to change from time to time, upon notice to the plan sponsor and/or trustee.

i. Third Party Recordkeeper Bespoke Service

The annual fee for this service is negotiable, and based upon services rendered at December 31, 2020 will not exceed 15bps based either on only those plans assets being managed through Bespoke or all plan assets. However, if additional services not currently being offered are requested this fee could be more.

III. Individual retirement accounts

Direct Clients are charged fees ranging from .40 - .60 bps for individual retirement accounts. Please see our wrap fee brochure for a description of the fees we charge and the costs incurred.

B. Method of Payment of Fees

SMF's advisory fee is automatically deducted, quarterly in arrears, from the assets held in your account, to the extent permitted by law.

C. Other Fees and Expenses

SMF's advisory fees described above do not include charges resulting from trades executed with or through other

broker-dealers, markups or markdowns by such broker-dealers, electronic fund and wire transfer fees, custodial fees, and any other charges imposed by the Plan account custodian. All these additional fees are the responsibility of each Plan Sponsor. See Item 12 for a discussion of brokerage practices. In addition, clients will incur additional fees and expenses of their underlying investments made or recommended by us, which include fees incurred as shareholders of mutual funds and ETFs. Each mutual fund and ETF expense ratio (the total amount of fees and expenses charged by the fund) is stated in each mutual fund's prospectus. Clients should note that many mutual funds have different share classes, with some share classes paying a distribution fee to broker-dealers (a "12b-1 fee") and others that do not. Additionally, some mutual fund share classes include a sub-transfer agent fee ("Sub-TA" fee), to offset certain shareholder servicing costs. Consequently, share classes that do not pay a 12b-1 or Sub-TA fee are less expensive for clients. The mutual fund fees and expenses, including those assessed by different mutual fund share classes, are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. SMF will generally not recommend a share class that pays a 12b-1 or Sub-TA fee when there is another share class with similar characteristics that does not pay a 12b-1 fee. However, in situations where the only share class that is available is a share class that pays a 12b-1 or Sub-TA fee, SMF has worked with its custodian to return such fees back to the Plan Sponsors.

While SMF endeavors to invest in the lowest share class available, we cannot always guarantee this. For example, in our Bespoke models we have Plans of all sizes and certain Plans may be too small to qualify for the absolute lowest share class (i.e., institutional share class). In these situations, we choose the lowest share class available that all Plans can invest, this means that larger Plans may not be invested in the lowest share class available to them on an individual basis.

D. Payment of Fees in Advance

Plan Sponsors do not pay fees to SMF in advance.

E. Compensation for the Sale of Securities

SMF does not accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds. SMF seeks to invest in only institutional share class mutual funds, whenever available (see above for a discussion of 12b-1 and Sub-TA fees, as well as our fund selection process).

Item 6. Performance Based Fees and Side-By-Side Management

SMF does not receive performance-based fees and does not engage in side-by-side management agreements.

Item 7. Our Clients

SMF provides investment consulting and portfolio management services to ERISA and Non-ERISA employee benefit plans, with a focus on 401K plans.

The Pre-Allocated Portfolios and Bespoke services are limited to qualified retirement Plan Sponsors, and as result, their Plan Participants. There is not a minimum asset requirement.

Individual investors (Direct Clients) for retirement accounts are eligible to participate in the IRA Program. There is a minimum asset requirement of \$10,000 to enroll into the IRA Program. We may waive or alter this minimum at our discretion.

Item 8. Methods of Analysis, Investment Strategies and Risk of Loss

A. *SMF Investment Committee*

The members of the SMF investment committee have been associated with SMF for several years and placed on the committee due to their knowledge and experience in various types of investments, including mutual funds and ETFs. The members of the investment committee include both licensed investment adviser representatives and non-licensed analysts or other professionals that have input into our investment strategies, including mutual fund selection and implementation. However, only the licensed investment adviser representatives make the final investment decisions. As a general matter, the SMF investment committee identifies the mutual funds within our asset allocation investment strategies based on a variety of factors, including fund costs, historical and current market performance, platform capacity, and the outcome of reviews conducted on the underlying mutual funds or, if appropriate, EFTs.

No financial plan, strategy, or individual investment has the ability to accurately predict the future, eliminate risk or guarantee investment results. Investment returns can, and often do, vary from year to year and vary from a long-term average. All investments and/or strategies carry the risk of loss and there is no guarantee that any investment strategy will meet its objective.

SMF uses Fi360, a proprietary third-party mutual fund scoring software, to evaluate mutual funds recommended to Plan Sponsors for their programs, and in the Pre-Allocated Portfolio. Fi360 provides a peer percentile ranking of an investment against a set of quantitative due diligence criteria such as regulatory oversight, minimum track record, stability of the organization, assets in the investment, composition consistency with asset class, style consistency, expense ratio/fees relative to peers, risk-adjusted performance, and performance relative to peers. The scoring criteria helps the SMF investment committee determine which funds to offer in the fund lineup and as part of the portfolios. The plan sponsor has the final approval of the fund lineup. Criteria include: the fund's track record, value of assets in the fund, the stability of the fund and its managers, and the expense ratio and fees relative to peer funds.

SMF periodically rebalances the Bespoke portfolio investment options by using the modified "rule of 100." In conjunction with the rule of 100, SMF relies exclusively on the information the Plan Sponsor, Plan Participant, or Direct Client provides to us without independent verification. Thus, it is imperative for each Plan Sponsor, Plan Participant, or Direct Client to provide accurate and complete information. Inaccurate information may result in additional loss. It is important to note that while we believe the "rule of 100" is the most efficient and sound investment philosophy for our programs, it is not the only methodology or philosophy available, and the results of other methodologies may be better or worse than the "rule of 100".

B. *Investment Risk*

All investing involves risk including the possible loss of principal. There can be no assurance any strategy will achieve its investment objectives. In addition to the general risks of investing, each investment is subject to additional risks. Depending on the type of security or strategy employed, you may face the following investment risks:

I. Market Risk:

The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic, and social conditions may trigger market events.

II. Interest Rate Risk:

Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.

III. Inflation Risk:

If any type of inflation is present, a dollar today will not buy as much as a dollar tomorrow. Purchasing power is eroded at the rate of inflation. Inflation tends to erode returns on investments, as well.

IV. Mutual Funds Risk:

The risk associated with a mutual fund is largely determined by its underlying securities, which can go down in value. Dividends and interest payments may also change as market conditions shift. In addition, mutual funds are subject to investment advisory and other expenses, which will be indirectly paid by the fund holder. Also, the additional cost of our investment allocation services is on top of the mutual fund expenses resulting in higher costs than investing directly in mutual funds, as there are two levels of fees. Furthermore, SMF has no control in personnel changes at a Fund and the turnover of portfolio managers could impact the Fund's returns.

V. Risk Relating to Mutual Funds and ETFs

There are certain risks relating to mutual funds and ETFs that pursue complex or alternative investment strategies or returns. These mutual funds and ETFs may employ various investment strategies and techniques for both hedging and more speculative purposes such as short selling, leverage, derivatives, and options, which can increase volatility and the risk of investment loss. Alternative investment strategies are not suitable for all investors. While mutual funds and ETFs may at times utilize nontraditional investment options and strategies, they have different investment characteristics than unregistered privately offered alternative investments. Because of regulatory limitations, mutual funds and ETFs that seek alternative-like investment exposure must utilize a more limited spectrum of investments. As a result, investment returns and portfolio characteristics of alternative mutual funds may vary from traditional hedge funds pursuing similar investment objectives. They are also more likely to have relatively higher correlation with traditional market returns than privately offered alternative investments. Moreover, traditional hedge funds have limited liquidity with long lock-up periods allowing them to pursue investment strategies without having to factor in the need to meet investor redemptions. On the other hand, mutual funds typically must meet daily shareholder redemptions. This differing liquidity profile can have a material impact on the investment returns generated by a mutual fund pursuing an alternative investing strategy compared with a traditional hedge fund pursuing the same strategy.

Non-traditional investment options and strategies are often employed by a portfolio manager to further a fund's or ETF's investment objective and to help offset market risks. However, these features may be complex, making it more difficult to understand the funds or ETF's essential characteristics and risks, and how it will perform in different market environments and over various periods of time. They may also expose the fund or ETF to increased volatility and unanticipated risks particularly when used in complex combinations and/or accompanied using borrowing or "leverage".

VI. Risks Related to Legal and Regulatory Matters:

Legal developments which may adversely impact investing and investment-related activities can occur at any time. “Legal Developments” means changes and other developments concerning foreign, as well as US federal, state and local laws and regulations, including adoption of new laws and regulations, amendment or repeal of existing laws and regulations, and changes in enforcement or interpretation of existing laws and regulations by governmental regulatory authorities and self-regulatory organizations (such as the SEC, the US Commodity Futures Trading Commission, the Internal Revenue Service, the US Federal Reserve and the Financial Industry Regulatory Authority). SMF’s management of accounts may be adversely affected by the legal and/or regulatory consequences of transactions effected for the accounts. Accounts may also be adversely affected by changes in the enforcement or interpretation of existing statutes and rules by governmental regulatory authorities or self-regulatory organizations.

VII. Risks Related to System Failures and Reliance on Technology:

SMF’s investment strategies, operations, research, communications, risk management, and back-office systems rely on technology, including hardware, software, telecommunications, internet-based platforms, and other electronic systems. Additionally, parts of the technology used are provided by third parties and are, therefore, beyond our direct control. We seek to ensure adequate backups of hardware, software, telecommunications, internet-based platforms, and other electronic systems, when possible, but there is no guarantee that our efforts will be successful. In addition, natural disasters, power interruptions and other events may cause system failures, which will require the use of backup systems (both on- and off-site). Backup systems may not operate as well as the systems that they back-up and may fail to properly operate, especially when used for an extended period. To reduce the impact a system failure may have, we continually evaluate our backup and disaster recovery systems and perform periodic checks on the backup systems’ conditions and operations. Despite our monitoring, hardware, telecommunications, or other electronic systems, malfunctions may be unavoidable and result in consequences such as the inability to trade for or monitor accounts and portfolios. If such circumstances arise, the Investment Committee will consider appropriate measures for the Plan Sponsor, Plan Participant, or Direct Client, as applicable.

VIII. Risk Related to Cybersecurity

A portfolio is susceptible to operational and information security risks due to the increased use of the Internet. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyberattacks include, but are not limited to, infection by computer viruses or other malicious software code, gaining unauthorized access to systems, networks, or devices through “hacking” or other means for the purpose of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Cybersecurity failures or breaches by third-party service providers may cause disruptions and impact the service providers’ and SMF’s business operations, potentially resulting in financial losses, the inability to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement, or other compensation costs, and/or additional compliance costs. While SMF has established business-continuity plans and risk management systems designed prevent or reduce the impact of such cyberattacks, there are inherent limitations in such plans and systems due in part to the everchanging nature of technology and cyberattack tactics.

IX. Pandemic Risks

The recent outbreak of the novel coronavirus rapidly became a pandemic and has resulted in disruptions to the economies of many nations, individual companies, and the markets in general, the impact of which cannot

necessarily be foreseen at the present time. This has created closed borders, quarantines, supply chain disruptions and general anxiety, negatively impacting global markets in an unforeseeable manner. The impact of the novel coronavirus and other such future infectious diseases in certain regions or countries may be greater or less due to the nature or level of their public health response or due to other factors. Health crises caused by the recent coronavirus outbreak or future infectious diseases may exacerbate other pre-existing political, social, and economic risks in certain countries. The impact of such health crises may be quick, severe and of unknowable duration. This pandemic and other epidemics and pandemics that may arise in the future could result in continued volatility in the financial markets and could have a negative impact on investment performance.

The above list of risk factors does not purport to be a complete list or explanation of all the risks involved in an investment strategy or security. In addition, due to the dynamic nature of investments and markets, investment securities may be subject to additional and different risk factors not discussed above.

Item 9. Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to the evaluation of SMF or the integrity of SMF's management. As of the date of this brochure, SMF has no disciplinary information to disclose.

Item 10. Other Financial Industry Activities and Affiliations

We are not, nor are any of our management persons, registered, nor do we have an application pending to register, as a broker-dealer, futures commission merchant, commodity pool operator, commodity trading advisor or an associated person of the foregoing entities.

In addition, neither SMF nor its management persons have any relationship or arrangement that is material to its advisory business or to its clients, where any related person acts as a:

- Broker-dealer, municipal securities dealer, or government securities dealer or broker,
- Investment company or other pooled investment vehicle,
- Other investment adviser or financial planner,
- Futures commission merchant (or commodity pool operator or commodity trading advisor),
- Banking or thrift institution,
- Accountant or accounting firm,
- Lawyer or law firm,
- Pension consultant,
- Real estate broker or dealer or
- Sponsor or syndicator of limited partnerships.

However, as identified in Item 4, SMF is affiliated with SIA. SIA serves as a third-party administrator and record keeper to qualified retirement plans and was founded in 1995 to concentrate on single employer and multiple

employer plan administration and compliance. SIA offers recordkeeping and administrative services, including plan design, consultations, preparing plan documents, and conducting enrollment meetings. In addition, SIA owns the intellectual property of the Bespoke platform, therefore, both SMF and SIA benefit when SMF recommends or utilizes the Bespoke offering to or for a 401K Plan.

In addition, if a Plan Participant in an employer-sponsored retirement plan such as a 401K plan, decides to roll assets out of the plan into the IRA Program sponsored by SMF, this presents a conflict of interest. You should be aware that the fees in the IRA Program likely will be different from those a participant pays through an employer-sponsored retirement plan. SMF has a profit incentive to retain Plan Participants that leave their employer or retire even though the fees earned on those assets may or may not be higher in our IRA Program than the employer-sponsored plan. To address this conflict, SMF and SIA maintain policies to ensure the proper disclosure of fees charged by SMF versus a participant keeping their assets with an employer sponsored plan and encourage the participant to consult with other professionals he or she deems appropriate before making a final decision.

Furthermore, it is important to note that if a Plan Sponsor chooses to include the Pre-Allocated Portfolios and/or Bespoke services, a potential conflict of interest exists. Although SMF allocates in a manner that it believes to be in the best interest of the participant, SMF benefits when Plan Sponsors include these options in their Plan line-ups because SMF earns additional compensation. This conflict occurs when SMF acts in a 3(21) or 3(38) Fiduciary capacity. SMF addresses this conflict by fully disclosing its fees to participants who elect one of these services.

SMF does not recommend or select other investment advisers.

Item 11. Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading

SMF has a code of ethics adopted pursuant to SEC Rule 204A-1 under the Investment Advisers Act of 1940 (the “Code of Ethics”). The Code of Ethics, which supplements SMF’s compliance manual, is provided to all SMF employees and each employee is responsible for acknowledging receipt and understanding.

SMF and its employees have an obligation to act in the best interests of its clients, and to make full and fair disclosure of all material facts, particularly where the client’s interests may conflict with the interests of the firm or its employees. SMF employees must disclose all securities accounts owned or controlled at their date of hire.

Employees are required to promptly report any suspected violation of the Code of Ethics. Violations of the Code of Ethics may result in discipline, up to and including termination. SMF’s Code of Ethics is available upon request.

I. Personal Trading

Under the Code of Ethics, SMF’s personnel should conduct their personal investment activities in a manner that SMF believes is not detrimental to its advisory clients. SMF personnel must conduct all personal trading in such a manner as to avoid any conflicts of interest or any abuse of their position of trust and responsibility. SMF and/or its employees can buy, sell, or hold securities that it also recommends to clients, subject to the requirements of its internal policies and procedures. SMF’s policies are based on the principle that SMF and its employees have a fiduciary duty to place the interests of clients ahead of their own interests. To the extent not prohibited by its policies, SMF and/or its employees can hold, acquire, increase, decrease, or dispose of securities or other interests at or about the same time that SMF is purchasing or selling the same securities or interests for an advisory account. The fact that SMF primarily recommends mutual funds significantly reduces any potential conflicts of interest. However, SMF has created internal controls to monitor client account activity and proper allocation of investment opportunities, based on each client’s stated investment objectives/IPS, to address any potential

conflicts.

Item 12. Brokerage Practices

SMF does not select broker-dealers as a part of its investment consulting services to qualified retirement plans. However, from time to time, we are asked to recommend custodial options for our clients, and we will recommend custodians for Bespoke, Pre-Allocated, and individually managed retirement plans. If there is a need for custody services, and depending on the circumstances and needs, we may recommend several custodians, provided such custodians can meet their fiduciary obligation of best execution. Factors we consider when making any recommendations may include but are not limited to: the custodian's ability to provide professional services, our experience with the firm(s), their reputation, and the firm's quality of execution services and costs for such services, among other factors. We do not consider whether we or a related person receive client referrals, nor do we have any soft dollar relationships as we do not execute individual securities trades and receive no direct services from any custodian we may recommend. Clients are under no obligation to accept any of our recommendations and are free to select any of our partner custodians.

Factors which we consider in recommending any custodian or broker-dealer to you include their respective financial strength, reputation, execution, pricing, research, and service. Certain of these custodians provide investment research products and/or services which assist us in our investment decision-making process. We also receive from these custodians, without cost to us, computer software and related systems support, which allow us to better monitor client accounts maintained at these custodians. The software and related systems support may benefit us, but not our clients directly. Additionally, we may receive the following benefits from these custodians: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and access to an electronic communication network for client order entry and account information. In fulfilling our duties to you, we always endeavor to put your interests first. You should be aware; however, that our receipt of economic benefits from a broker-dealer creates a conflict of interest since these benefits may influence our choice of broker-dealer over another broker-dealer that does not furnish similar software, systems support, or services.

In evaluating whether to recommend that client's custody their assets at a particular custodian, we consider the availability of the foregoing products and services and other arrangements as part of the total mix of factors it considers and not solely the nature, cost or quality of custody and brokerage services provided by a custodian. As stated above, clients should be aware that the receipt of such economic benefits by us in and of itself creates a potential conflict of interest and may indirectly influence our choice of custodian for custody and brokerage services. To address these potential conflicts of interest, we have developed and implemented a Compliance Program, which includes a review of the services and execution quality we receive from each custodian.

Item 13. Review of Accounts

SMF's investment committee periodically reviews the investment results of the funds and portfolios to evaluate compliance with the terms of the investment guidelines and investment management agreements, as applicable. Advisors are available upon request to discuss allocation or operational related questions.

The selection and review of the fund investments for inclusion in each Plan Line-up are performed by the plan

sponsor's investment committee. The investment options are designed to follow modern portfolio theory, whereby diversification through asset allocation allows participants to better achieve their target strategy. SMF's investment committee assesses the overall investment performance of each strategy and reviews the reasonableness of fees charged for the funds.

Performance Reports

On a periodic basis, we will provide directly to Plan Sponsors and pursuant to our agreement with the Plan Sponsors, their respective Plan Participants with a performance evaluation of the investment(s) (hereinafter called the Performance Report). The Performance Report reviews the performance of each Plan's investment options, expressed by various modern portfolio statistics that compare the performance of the investment options to the guidelines called for by the Investment Policy Statement of the particular Plan Sponsor. The Performance Report provides historical and comparative information and is not to be relied upon as a forecast or predictor of future performance returns. Performance Reports are reviewed with the Plan Sponsors by a licensed member of SMF. Direct Clients do not currently receive these types of performance reports, but will receive statements directly from their custodian and will be contacted by a firm representative at least annually regarding their accounts. All reports received from SMF should be compared to statements received from your custodian.

In addition, all Plan Participants in Plans that offer the Bespoke or Pre-Allocated Portfolios receive Email Express notifications with their individual balances. Email Express is a weekly commentary that offers general market observation and is not designed to provide individualized investment advice, it is for informational purposes only. Email Express is not available to Direct Clients at this time.

Item 14. Client Referrals and Other Compensation

Sponsorships of client events by mutual fund companies:

From time to time, mutual fund companies or the managers of mutual funds sponsor and pay for client luncheons or other events that SMF hosts. This may include third-party speakers that SMF does not have to compensate (although SMF may also pay consultants to attend these events or other client meetings to offer their expertise). These arrangements may give rise to conflicts of interest, or perceived conflicts of interest, in that SMF has an incentive to invest client assets in investment products managed or sold by companies that provide such benefits to SMF. SMF's commitment to its clients and the policies and procedures it has adopted and the review of such arrangements by the advisory CCO are designed to limit any interference with SMF's independent decision making when choosing the best investment products for our clients.

SMF does not compensate persons/firms for client referrals to SMF. However, SIA does enter into agreements where it will pay a third party a referral fee for soliciting administration clients to SIA, who may ultimately engage SMF.

Item 15. Custody

SMF does not maintain physical custody of its clients' assets. Client assets are held by a qualified custodian pursuant to a separate custody agreement. However, pursuant to Rule 206(4)-2 under the Investment Advisers Act of 1940, as amended, in certain circumstances SMF may be deemed to have custody of client assets.

SMF is deemed to have custody of certain client assets due to its affiliation with SIA, a third-party administrator and record-keeper for retirement accounts. Retirement plan sponsors and managed IRA participants have granted SIA authority to obtain possession of client assets in connection with their administrative services. Because SIA is an affiliate company, this results in SMF having technical custody even though physical assets are held at a qualified custodian. Clients receive quarterly account statements from a third-party qualified custodian and should review those statements carefully.

Item 16. Investment Discretion

Certain services under ERISA are provided as a 3(21)-limited scope fiduciary. Under this arrangement we are a fiduciary to the plan but do not have discretionary authority to make investment selections or replace investment options within the plan. We provide extensive investment tools to the trustees and/or administrators of the plan to guide them in their duty to implement, maintain, administer, and provide fiduciary oversight of their investment programs. We also provide services under ERISA that are provided as a 3(38)-full scope fiduciary, where we have the authority to make investment selections or replace investment options within the plan.

Our authority to act in relation to each sponsored plan is contained in each investment management agreement executed between SMF and the Plan Sponsor, or, in the case of the Managed IRA Platform, the Participant. For the Pre-Allocated Portfolios and Bespoke we have full discretion and authority to purchase, sell or exchange securities. With respect to the Pre-Allocated Portfolios and Bespoke, plan participants may limit this authority by electing to self-direct their account(s).

Item 17. Voting Client Securities

SMF does not accept authority to vote clients' securities (i.e., proxy voting) as part of its services. In addition, SMF will not advise or act for you with respect to any legal matters for securities held in your account, including bankruptcies or class actions. In the event SMF receives any legal documents, we will attempt to send you any documents received with respect to such matters.

Item 18. Financial Information

SMF does not require or solicit prepayment of advisory fees and is therefore not required to include a balance sheet for its most recent fiscal year. SMF is not subject to any financial condition that is reasonably likely to impair its ability to meet contractual commitments to its clients. SMF has not been the subject of any bankruptcy petition at any time during the past 10 years.