

Divergent Wealth Advisors, LLC

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**Firm Contact:
Randy Taylor
Chief Compliance Officer**

April 7, 2021

FORM ADV PART 2A BROCHURE

This brochure provides information about the qualifications and business practices of Divergent Wealth Advisors, LLC. If you have any questions about the contents of this brochure, contact us at 385-237-4000. 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 Divergent Wealth Advisors, LLC is available on the SEC's website at www.adviserinfo.sec.gov.

Divergent Wealth Advisors, LLC is a registered investment adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Item 2 Summary of Material Changes

Divergent Wealth Advisors, LLC 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.

Since the filing of our last Annual Updating Amendment, dated March 12, 2020 we have the following material changes to report:

We received a PPP Loan and disclosed in *Item 18 Financial Information* below.

Subsequently, the terms of the loan were complied with and the loan was forgiven and we removed the disclosure from Item 18.

We are advising Randy Taylor has accepted the position as Chief Compliance Officer for Divergent Wealth Advisors as of January 1, 2021.

We are also advising the current indirect owners of the firm are Jordan Collins and Brady Ririe.

Additionally, we have discontinued offering our Moderate Plus and Aggressive Plus models for new accounts.

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Item 4 Advisory Business

Divergent Wealth Advisors, LLC is dedicated to providing individuals and other types of clients with a wide array of investment advisory services. Our firm is a limited liability company formed under the laws of the State of Utah in 2017. Our firm is indirectly owned by Jordan Collins, and Brady Ririe.

Our firm provides asset management and investment consulting services for many different types of clients to help meet their financial goals while remaining sensitive to risk tolerance and time horizons. As a fiduciary, it is our duty to always act in the client's best interest. This is accomplished in part by knowing the client. Our firm has established a service-oriented advisory practice with open lines of communication. Working with clients to understand their investment objectives while educating them about our process facilitates the kind of working relationship we value.

The following paragraphs describe our services and fees. Refer to the description of each investment advisory service listed below for information on how we tailor our advisory services to your individual needs. As used in this brochure, the words "DWA", "we", "our", and "us" refer to Divergent Wealth Advisors, LLC and the words "you", "your", and "client" refer to you as either a client or prospective client of our firm.

Client Investment Process

We provide discretionary and non-discretionary portfolio management services in accordance with your individual investment objectives. If you participate in our discretionary investment advisory services, we require you to grant our firm discretionary authority to manage your account. Subject to a grant of discretionary authorization, we have the authority and responsibility to formulate investment strategies on your behalf. Discretionary authorization will allow us to determine the specific securities, and the amount of securities, to be purchased or sold for your account without obtaining your approval prior to each transaction. We will also have discretion over the broker or dealer to be used for securities transactions, and over the commission rates that we pay. Discretionary authority is typically granted by the investment advisory agreement you sign with our firm and/or through trading authorization forms. DWA does not allow you to place restrictions on the types of investments to be held in the portfolio. Restrictions on investments in certain securities or types of securities is not possible due to the level of difficulty it would entail in managing the account and the types of investments we normally use in our portfolios.

Prior to becoming a client you will be required to enter into a separate written agreement with us that sets forth the terms and conditions of the engagement and describes the scope of the services to be provided, and the fees to be paid.

Types of Advisory Services We Provide

Clients of DWA can engage with our firm in any of the following five investment advisory programs. DWA shall be responsible for assisting you in the selection of the most appropriate program(s) based on our assessment of your needs and objectives.

Divergent Wealth Signature Portfolios

If you elect this program we shall be responsible for assisting you in the selection of one or more of our Divergent Wealth Signature Portfolios. Once selected, you grant us full discretion for the investment and reinvestment of assets in this program. Our firm is authorized, without prior consultation with you, to manage your assets in accordance with your selected Signature Portfolio

strategy. This includes the authorization to buy, sell, and trade on your behalf through your custodian in stocks, bonds, mutual funds, ETFs and other securities and/or contracts relating to the same, and to liquidate any securities used to fund the account.

If your investment objectives change, you are responsible for notifying us so that we can evaluate whether a change to the portfolio needs to be made and you grant us full discretion to make such changes on your behalf, which may include: changing to another Divergent Wealth Signature Portfolio, changing to another program described in this section, or the termination of our investment advisory relationship.

Accounts in this arrangement are subject to the agreed-upon advisory fee described in Item 5 below and, if applicable, are included as assets that determine the amount Divergent Wealth may pay towards costs incurred by engaging a Signature Professional as outlined in Item 5 below. (See "Signature Professional Program" disclosures below for more information).

Divergent Wealth Fixed Income Portfolios

In this program, we shall be responsible for assisting you in the selection of one or more of our Divergent Wealth Fixed Income Portfolios. Once selected, you grant us full discretion for the investment and reinvestment of assets in this program. Our firm *is authorized*, without prior consultation with you, to manage your assets in accordance with your selected Fixed Income strategy. This includes the authorization to buy, sell, and trade through your custodian in bonds, notes, certificates of deposit, mutual funds, ETF's and other fixed-income securities and/or contracts relating to the same, and to liquidate any securities used to fund the account.

If your investment objectives change, you are responsible for notifying us so that we can evaluate whether a change to the portfolio needs to be made and you grant us full discretion to make such changes on your behalf, which may include: changing to another Divergent Wealth Fixed Income Portfolio, changing to another program described in this section, or the termination of our investment advisory relationship.

Accounts in this arrangement are subject to the agreed-upon advisory fee described in Item 5 below. However, they are NOT included as assets that determine the amount Divergent Wealth may pay towards costs incurred by engaging a Signature Professional (See "Signature Professional Program" disclosures below for more information).

Divergent Wealth Custom Portfolios

Under this program, we assist you in the selection of a customized investment strategy. This strategy may include a combination of our Divergent Wealth Signature Portfolios, our Divergent Wealth Fixed Income Portfolios, or a customized strategy mutually agreed upon by you and Divergent Wealth at the onset of our appointment. Once selected, you grant us full discretion for the investment and reinvestment of assets in this program. Our firm *is authorized*, without prior consultation with you to manage your assets in accordance with the agreed-upon customized investment strategy. This includes the authorization to buy, sell, and trade on your behalf through your custodian in stocks, bonds, notes, certificates of deposit, mutual funds, ETFs and other securities and/or contracts relating to the same, and to liquidate any securities used to fund the account.

If your investment objectives change, you are responsible for notifying us so that we can evaluate whether a change to the portfolio needs to be made and you grant us full discretion to make such changes on your behalf, which may include: changing to another Custom Portfolio, changing to another program described in this section, or the termination of our investment advisory relationship.

Accounts in this program are subject to the agreed-upon advisory fee described in Item 5 below. However, they are not included as assets that determine the amount Divergent Wealth may pay towards costs incurred by engaging a Signature Professional (See "Signature Professional Program" disclosures below for more information).

Divergent Wealth Portfolio Consulting Services

Under this program, we will assist you in the management of your assets using a qualified custodian of your choice. A qualified custodian should allow Divergent Wealth Advisors access to the information needed to evaluate the investment options and to track the performance of the assets on their platform.

For accounts held under this program, you hereby appoint our firm as an Investment Adviser and Portfolio Consultant, and we accept such appointment to perform the following services:

We shall be responsible for assisting you in the selection of a suitable investment strategy utilizing your custodian's available investment options. If your custodian allows discretionary management of your account by Divergent Wealth Advisors, you hereby authorize us without prior consultation with you to manage your assets in accordance with the agreed-upon investment strategy. This includes the authorization to buy, sell, and trade through your custodian in stocks, bonds, mutual funds, ETF's, annuity sub-accounts, and other securities and/or contracts relating to the same, and to liquidate any securities used to fund the account.

If your custodian does not allow discretionary management of your account, you will be responsible for executing any of the recommendations provided to you by DWA.

If your investment objectives change, you are responsible for notifying us so that we can evaluate whether a change to the investment portfolio needs to be made and, if allowed by the custodian, you grant us full discretion to make such changes on your behalf, which may include: changing to another financial institution's platform, changing to another program as described in this section, or the termination of our investment advisory relationship.

We reserve the right to revoke this appointment if the custodian's requirements change, if we are no longer able to receive the information needed to perform our agreed-upon services, or if you are unable or unwilling to implement recommendations we have made regarding these assets. You will be notified of the revocation and any unused fees will be rebated to you.

Accounts in this program are subject to the agreed-upon advisory fee set forth in Schedule A of the advisory agreement. However, they are not included as assets that determine the amount Divergent Wealth may pay towards costs incurred by engaging a Signature Professional (See "Signature Professional Program" disclosures below for more information). Our advisory fee may be withdrawn from another account if authorized by you in Schedule A of the advisory agreement.

Divergent Wealth Courtesy Accounts

Under this arrangement, you are solely responsible for the management of the assets in the account. Divergent Wealth does not have discretion with which to manage the account or execute trade orders without your approval. However, we may, under your direction, execute non-discretionary trade orders with the custodian on your behalf. Also, with your authorization, we will transfer money or assets into and out of this account on your behalf.

Accounts in this program are not subject to an advisory fee nor are they included as assets that determine the amount Divergent Wealth may pay towards costs incurred by engaging a Signature Professional (See "Signature Professional Program" disclosures below for more information). However, you are responsible to pay your own trading costs at the custodian's prevailing rate, as well as any other custodial charges that might be incurred.

Divergent Wealth Signature Professional Program

The Signature Professional Program is a value-added service only for qualified clients. This program allows DWA to cover some, and in many cases, all costs a client might incur when engaging a "Signature Professional". A Signature Professional is defined as an estate-planning attorney DWA has pre-screened for their experience, their credentials, their fee structure, their process, and their ability and desire to collaborate with other key financial professionals.

For admittance into the Signature Professional Program, DWA will conduct the pre-screening and interview the attorneys being considered. After this vetting process, Divergent Wealth then approves a pool of several estate planning attorneys (Signature Professionals) for a client to choose from. The client is responsible for interviewing, selecting, and engaging the Signature Professional and is responsible to alert DWA when a selection has been made.

Divergent Wealth Signature Professionals are not affiliated with DWA. A client's relationship with them is independent of our firm's contractual agreement. DWA cannot guarantee their work or services as we have no control over their processes or procedures. DWA is simply offering a pool of several attorneys that a client might consider working with. The client has the ultimate responsibility to engage with the estate planning attorney.

Provided the client elects to work with a Signature Professional, and that the client has at least \$500,000 invested in our Divergent Wealth Signature Portfolios, DWA will pay the Signature Professional's fees up to the amounts set forth in Item 5 below provided that the services go towards the creation or modification of the client's estate planning documents (e.g., wills, trusts, medical directives, and powers of attorney) within 12 months of the signing of this agreement. We reserve the right to waive the \$500,000 minimum investment amount at our discretion and individually determine the amount our firm is willing to pay on the client's behalf. It should be also noted that the Signature Professional offering does not apply to institutional or corporate clients.

In the event that the amount that we contribute towards the Signature Professional's estate planning fees does not cover the full amount of the costs incurred, the client will be solely responsible to cover the difference, or the remaining fees.

Estate plans and legal documents should be reviewed by a competent legal professional periodically to ensure accuracy and adherence to federal and state laws as well as the client's stated objectives. Under this program, Divergent Wealth is not required to supplement future estate planning costs that may be incurred after the initial 12-month period has expired.

Clients are not obligated to use a Signature Professional for their estate planning services. However, if a client chooses not to use a Signature Professional, Divergent Wealth will not contribute funds on the client's behalf to the non-participating attorney or estate planning firm.

We are not attorneys. Even though we may pay some or possibly all of the legal fees incurred with a Signature Professional, the attorney-client relationship will be strictly between the client and the attorney. The client expressly understands and agrees that our firm does not and will not provide any legal services to any client, including the preparation of legal documents or the providing of legal advice.

By participating in the Signature Professional program, the client agrees to allow DWA to collaborate with the Signature Professional. This means the client authorizes DWA to share personal information pertinent to the scope of the engagement with the selected attorney.

Financial Planning & Consulting

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 their current situation, goals, and objectives. Financial planning services will typically involve preparing a financial plan or rendering a financial consultation for clients based on the client's financial goals and objectives. This planning or consulting may encompass Investment Planning, Retirement Planning, Estate Planning, Charitable Planning, Education Planning, Corporate and Personal Tax Planning, Real Estate Analysis, Mortgage/Debt Analysis, Insurance Analysis, Lines of Credit Evaluation, or Business and Personal Financial Planning.

Written financial plans or financial consultations rendered to clients usually include general recommendations for a course of action or specific steps 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 planning engagements. Financial consultations are not typically accompanied by a written summary of observations and recommendations, as the process is less formal than the planning service. 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.

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 could include: investment options, plan structure, and participant education. Retirement Plan Consulting services typically include:

- Establishing an Investment Policy Statement - Our firm will 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 will work with the Plan Sponsor to evaluate existing investment options and make recommendations for appropriate changes.
- Asset Allocation and Portfolio Construction - Our firm will 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.

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 REIT's), 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) or 3(38) of ERISA as designated by the Retirement Plan Consulting Agreement with respect to the provision of services described therein.

Types of Investments

We primarily offer advice on ETFs. Refer to the *Methods of Analysis, Investment Strategies, and Risk of Loss* below for additional disclosures on this topic.

Additionally, we may advise you on various types of investments based on your stated goals and objectives. We may also provide advice on any type of investment held in your portfolio at the inception of our advisory relationship.

Tailoring of Advisory Services

Our firm offers individualized investment advice to our investment advisory clients. General investment advice will be offered to our Financial Planning & Consulting clients and Retirement Plan Consulting clients.

Changes in Your Financial Circumstances

In providing the contracted services, we are not required to verify any information we receive from you or from your other professionals (e.g., attorney, accountant, etc.) and we are expressly authorized to rely on the information you provide. Furthermore, unless you indicate to the contrary, we shall assume that there are no restrictions on our services, other than to manage your account in accordance with your designated investment objectives. It is your responsibility to promptly notify us if there are ever any changes in your financial situation or investment objectives for the purpose of reviewing/evaluating/revising our previous recommendations and/or services.

Participation in Wrap Fee Programs

DWA does not participate in a Wrap Fee Program.

Regulatory Assets Under Management

As of December 31, 2020, we provide continuous management services for \$409,323,748 in client assets on a discretionary basis, and \$0 in client assets on a non-discretionary basis.

Item 5 Fees and Compensation

Compensation for Our Advisory Services

Financial Planning & Consulting

Our firm charges on an hourly or flat fee basis for financial planning and consulting services, only for stand-alone services. 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. Flat fees range from \$1,500 to \$10,000. The fee-paying arrangements for Financial Planning & Consulting service will be determined on a case-by-case basis and will be detailed in the signed consulting agreement. Our firm will not require a retainer exceeding \$1,200 when services cannot be rendered within 6 months.

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. Fees based on a percentage of managed Plan assets will not exceed 1.60%. The fee-paying arrangements for Retirement Plan Consulting service will be determined on a case-by-case basis and will be detailed in the signed consulting agreement. Clients will be invoiced directly for the fees.

Investment Advisory Services

The total annual advisory fee shall not exceed 1.60% of the market value of your assets under management. The fees for Investment Advisory Services depend upon the market value of your assets under our management. In special circumstances, and in our sole discretion, we may negotiate a lesser Program fee based upon certain criteria (i.e., the dollar amount of assets to be managed, related accounts, potential future assets, account composition, pre-existing client relationship, account retention, etc.). Assets in each of your account(s) are included in the fee assessment unless specifically identified in writing for exclusion. Our annual portfolio management fee is billed and payable quarterly in advance, based on the value of the account(s) on the last day of the previous quarter. Fee adjustments will be made for individual deposits or withdrawals during the quarter in excess of \$2,500. Typically, the fee will be deducted from the account being managed, but may, if the client desires, be paid from another account or directly invoiced to you.

If the portfolio management agreement is executed at any time other than the first day of a calendar quarter, our fees will apply on a pro-rata basis, which means that the advisory fee is payable in proportion to the number of days in the quarter for which you are a client.

At our discretion, we may combine the account values of family members living in the same household to determine the applicable advisory fee. For example, we may combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts. Combining account values may increase the asset total, which may result in your paying a reduced advisory fee based on the available breakpoints in our fee schedule stated above.

We will deduct our fee directly from your account through the qualified custodian holding your funds and securities. We will deduct our advisory fee only when you have given our firm written authorization permitting the fees to be paid directly from your account. Further, the qualified custodian will deliver an

account statement to you at least quarterly. These account statements will show all disbursements from your account. You should review all statements for accuracy. If you have any questions about the statement(s) you receive from the qualified custodian call our main office number located on the cover page of this brochure.

Divergent Wealth Signature Portfolios

Accounts in this arrangement are subject to the agreed-upon advisory fee set forth in the Signature Professional Program Agreement and, if applicable, are included as assets that determine the amount Divergent Wealth may pay towards costs incurred by engaging a Signature Professional as outlined below. Our advisory fee may be withdrawn from another account if authorized by you.

Divergent Wealth Fixed Income Portfolios

Accounts in this arrangement are subject to the agreed-upon advisory fee set forth in the Signature Professional Program Agreement. However, they are NOT included as assets that determine the amount Divergent Wealth may pay towards costs incurred by engaging a Signature Professional. Our advisory fee may be withdrawn from another account if authorized by you.

Divergent Wealth Custom Portfolios

Accounts in this program are subject to the agreed-upon advisory fee set forth in the Signature Professional Program Agreement. However, they are not included as assets that determine the amount Divergent Wealth may pay towards costs incurred by engaging a Signature Professional. Our advisory fee may be withdrawn from another account if authorized by you.

Divergent Wealth Portfolio Consulting Services

Accounts in this program are subject to the agreed-upon advisory fee set forth in the Signature Professional Program Agreement. However, they are not included as assets that determine the amount Divergent Wealth may pay towards costs incurred by engaging a Signature Professional. Our advisory fee may be withdrawn from another account if authorized by you.

Divergent Wealth Courtesy Accounts

Accounts in this program are not subject to an advisory fee nor are they included as assets that determine the amount Divergent Wealth may pay towards costs incurred by engaging a Signature Professional. However, you are responsible to pay your own trading costs at the custodian's prevailing rate, as well as any other custodial charges that might be incurred.

Signature Professional Costs Covered

Contribution of Fees

Assets Under Management in Divergent Wealth Signature Portfolios	Divergent Wealth's Maximum Contribution to Estate Planning Services
\$500,000 - \$1,000,000	\$1,000
\$1,000,000 - \$2,000,000	\$2,000
\$2,000,000 - \$5,000,000	\$5,000
\$5,000,000 - \$10,000,000	\$10,000
\$10,000,000+	\$15,000

Calculation Notes

- For new clients initially funding their accounts, accounts and assets invested in the Divergent Wealth Signature Portfolios will be aggregated upon the completion of the assets being transferred into the Divergent Wealth Signature Portfolios. If additional assets are transferred after Divergent Wealth has paid their portion of the clients estate planning bill, Divergent Wealth is not liable to contribute additional funds to the Signature Professional.
- For existing clients, the amount of assets invested in the Divergent Wealth Signature Portfolios will be aggregated on the day this new agreement is signed.

Under the Signature Professional Program the client expressly agrees and authorizes Divergent Wealth to recoup the difference in the tiered contributions (see schedule above) if their assets in the Divergent Wealth Signature Portfolios drop to a lower tier within 12 months following the date DWA contributed funds toward estate planning costs. This could occur because of withdrawals, asset transfers to another firm or to another Divergent Wealth investment program. The client also authorizes these funds to be deducted in the same manner that advisory fees are deducted from the client's account.

Additional Fees and Expenses

The fee charged for the DWA advisory services do not include: (1) custodial fees for assets held outside Fidelity Investments®, nor charges for transactions not executed through the Qualified Custodian; (2) custodian or brokerage account administrative, maintenance, and other service charges or fees charged directly by Fidelity Investments® (such as wire fees, account closeout fees, costs associated with exchanging currencies, etc.); (3) trustee fees charged by Fidelity Investments® (or their affiliates) on qualified retirement plans, or similar accounts; (4) mark-ups and mark-downs, dealer spreads or other costs associated with the purchase or sale of securities, or national securities exchange fees; (5) taxes, including transfer taxes, U.S. Federal, State and international sovereign taxes; (5) dividend reinvestment costs; (6) foreign receives and delivers; or (7) any other charges imposed by law or otherwise agreed to with regard to Client accounts. These fees will be charged to client accounts in addition to the DWA fees.

As part of our investment advisory services to you, we may invest, or recommend that you invest, in mutual funds and exchange-traded funds. The fees that you pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange-traded funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. You will also incur transaction charges and/or brokerage fees when purchasing or selling securities (outside of our managed portfolios). These charges and fees are typically imposed by the broker-dealer or custodian through whom your account transactions are executed. We do not share in any portion of the brokerage fees/transaction charges imposed by the broker-dealer or custodian. To fully understand the total cost you will incur, you should review all the fees charged by mutual funds, exchange-traded funds, our firm, and others. For information on our brokerage practices, refer to the *Brokerage Practices* section of this brochure.

Termination & Refunds

Either party may terminate the advisory agreement signed with our firm for Investment Advisory Program 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 at the beginning of the quarter.

Financial Planning & Consulting 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 currently in effect. 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 a 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

Representatives of our firm are registered representatives of Purshe Kaplan Sterling Investments, Inc. ("PKS"), member FINRA/SIPC. As such, they are able to accept compensation for the sale of securities or other investment products, including distribution or service ("trail") fees from the sale of mutual funds. Clients should be aware that the practice of accepting commissions for the sale of securities presents a conflict of interest and gives our firm and/or our representatives an incentive to recommend investment products based on the compensation received. Our firm generally addresses commissionable sales conflicts that arise when explaining to clients these sales create an incentive to recommend based on the compensation to be earned and/or when recommending commissionable mutual funds, explaining that "no-load" funds are also available. Our firm does not prohibit clients from purchasing recommended investment products through other unaffiliated brokers or agents.

Persons providing investment advice on behalf of our firm are licensed as independent insurance agents. These persons will earn commission-based compensation for selling insurance products, including insurance products they sell to you. Insurance commissions earned by these persons are separate and in addition to our advisory fees. This practice presents a conflict of interest because persons providing investment advice on behalf of our firm who are insurance agents have an incentive to recommend insurance products to you for the purpose of generating commissions rather than solely based on your needs. You are under no obligation, contractually or otherwise, to purchase insurance products through any person affiliated with our firm.

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

We do not accept performance-based fees or participate in side-by-side management. Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a client's account. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Our fees are calculated as described in the *Fees and Compensation* section above and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

Item 7 Types of Clients

Our firm has the following types of clients:

- Individuals, High Net Worth Individuals, Families, and Partnerships;
- Trusts, Estates or Charitable Organizations;
- Pension and Corporate Retirement Plans;
- Corporations, Limited Liability Companies and/or Other Business Types.

Our firm does not impose requirements for opening and maintaining accounts or otherwise engaging us.

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

General Risks of Owning Securities

The prices of securities held in client accounts and the income they generate may decline in response to certain events taking place around the world. These include events directly involving the issuers of securities held as underlying assets of mutual funds or ETFs in a client's account, conditions affecting the general economy, and overall market changes. Other contributing factors include local, regional, or global political, social, or economic instability and governmental or governmental agency responses to economic conditions. Finally, currency, interest rate, and commodity price fluctuations may also affect security prices and income.

The prices of and the income generated by most debt securities held in a client's account may be affected by changing interest rates and by changes in the effective maturities and credit ratings of these securities. For example, the prices of debt securities in the client's account generally will decline when interest rates rise and increase when interest rates fall. In addition, falling interest rates may cause an issuer to redeem, "call," or refinance a security before its stated maturity, which may result in our firm having to reinvest the proceeds in lower yielding securities. Longer-maturity debt securities generally have higher rates of interest and may be subject to greater price fluctuations than shorter maturity debt securities. Debt securities are also subject to credit risk, which is the possibility that the credit strength of an issuer will weaken and/or an issuer of a debt security will fail to make timely payments of principal or interest and the security will go into default.

The guarantee of a security backed by the U.S. Treasury or the full faith and credit of the U.S. government only covers the timely payment of interest and principal when held to maturity. This means that the current market values for these securities will fluctuate with changes in interest rates.

Investments in securities issued by entities based outside the United States may be subject to increased levels of the risks described above. Currency fluctuations and controls, different accounting, auditing, financial reporting, disclosure, regulatory and legal standards and practices could also affect investments in securities of foreign issuers. Additional factors may include expropriation, changes in tax policy, greater market volatility, different securities market structures, and higher transaction costs.

Finally, various administrative difficulties, such as delays in clearing and settling portfolio transactions or in receiving payment of dividends can increase risk. Finally, investments in securities issued by entities domiciled in the United States may also be subject to many of these risks.

Methods of Analysis

Securities analysis methods rely on the assumption that the companies whose securities are purchased and/or sold, the rating agencies that review these securities and other publicly-available sources of information about these securities are providing accurate and unbiased data. While our firm is alert to indications that data may be incorrect, there is always a risk that our firm's analysis may be compromised by inaccurate or misleading information.

Fundamental Analysis: When analyzing a stock, futures contract, or currency using fundamental analysis, there are two basic approaches one can use: bottom-up analysis and top-down analysis. The terms are used to distinguish such analysis from other types of investment analysis, such as quantitative and technical. Fundamental analysis is performed on historical and present data, but with

the goal of making financial forecasts. There are several possible objectives: (a) to conduct a company stock valuation and predict its probable price evolution; (b) to make a projection on its business performance; (c) to evaluate its management and make internal business decisions; (d) to calculate its credit risk.; and/or (e) to find out the intrinsic value of the share.

When the objective of the analysis is to determine what stock to buy and at what price, there are two basic methodologies investors rely upon: (a) Fundamental analysis maintains that markets may misprice a security in the short run but that the "correct" price will eventually be reached. Profits can be made by purchasing the mispriced security and then waiting for the market to recognize its "mistake" and reprice the security, and (b) Technical analysis maintains that all information is reflected already in the price of a security. Technical analysts analyze trends and believe that sentiment changes predate and predict trend changes. Investors' emotional responses to price movements lead to recognizable price chart patterns. Technical analysts also analyze historical trends to predict future price movement. Investors can use one or both of these different but complementary methods for stock picking. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

Mutual Fund and/or Exchange Traded Fund Analysis: This analysis includes a review of the experience and track record of the manager of the mutual fund or ETF in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. The underlying assets in a mutual fund or ETF are also reviewed in an attempt to determine if there is significant overlap in the underlying investments held in another fund(s) in the Client's portfolio. The funds or ETFs are monitored in an attempt to determine if they are continuing to follow their stated investment strategy. A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as our firm does not control the underlying investments in a fund or ETF, managers of different funds held by the Client may purchase the same security, increasing the risk to the Client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the holding(s) less suitable for the Client's portfolio.

Technical Analysis: A fundamental principle of technical analysis is that a market's price reflects all relevant information, so their analysis looks at the history of a security's trading pattern rather than external drivers such as economic, fundamental and news events. Therefore, price action tends to repeat itself due to investors collectively tending toward patterned behavior - hence technical analysis focuses on identifiable trends and conditions. Technical analysts also widely use market indicators of many sorts, some of which are mathematical transformations of price, often including up and down volume, advance/decline data, and other inputs. These indicators are used to help assess whether an asset is trending and if it is, the probability of its direction and of continuation. Technicians also look for relationships between price/volume indices and market indicators. Technical analysis employs models and trading rules based on price and volume transformations, such as the relative strength index, moving averages, regressions, inter-market, and intra-market price correlations, business cycles, stock market cycles or, classically, through recognition of chart patterns. Technical analysis is widely used by traders and financial professionals and is very often used by active day traders, market makers, and pit traders. The risk associated with this type of analysis is that analysts use subjective judgment to decide which pattern(s) a particular instrument reflects at a given time and what the interpretation of that pattern should be.

Investment Strategies

We may use the following strategies in managing client accounts, provided that such strategies are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

Asset Allocation: The implementation of an investment strategy that attempts to balance risk versus reward by adjusting the percentage of each asset in an investment portfolio according to the investor's risk tolerance, goals, and investment time frame. Asset allocation is based on the principle that different assets perform differently in different market and economic conditions. A fundamental justification for asset allocation is the notion that different asset classes offer returns that are not perfectly correlated, hence diversification reduces the overall risk in terms of the variability of returns for a given level of expected return. Although risk is reduced as long as correlations are not perfect, it is typically forecast (wholly or in part) based on statistical relationships (like correlation and variance) that existed over some past period. Expectations for return are often derived in the same way.

An asset class is a group of economic resources sharing similar characteristics, such as risk and return. There are many types of assets that may or may not be included in an asset allocation strategy. The "traditional" asset classes are stocks (value, dividend, growth, or sector-specific [or a "blend" of any two or more of the preceding]; large-cap versus mid-cap, small-cap or micro-cap; domestic, foreign [developed], emerging or frontier markets), bonds (fixed income securities more generally: investment-grade or junk [high-yield]; government or corporate; short-term, intermediate, long-term; domestic, foreign, emerging markets), and cash or cash equivalents. Allocation among these three provides a starting point. Occasionally included are hybrid instruments such as convertible bonds and preferred stocks, counting as a mixture of bonds and stocks. Other alternative assets that may be considered include commodities, precious metals, non-ferrous metals, agriculture, energy, others.; Commercial or residential real estate (also REITs); Collectibles such as art, coins, or stamps; insurance products (annuity, life settlements, catastrophe bonds, personal life insurance products, etc.); derivatives such as long-short or market neutral strategies, options, collateralized debt, and futures; foreign currency; venture capital; private equity; and/or distressed securities.

There are several types of asset allocation strategies based on investment goals, risk tolerance, time frames, and diversification. The most common forms of asset allocation are strategic, dynamic, tactical, and core-satellite.

- **Strategic Asset Allocation:** The primary goal of strategic asset allocation is to create an asset mix that seeks to provide the optimal balance between expected risk and return for a long-term investment horizon. Generally speaking, strategic asset allocation strategies are agnostic to economic environments, i.e., they do not change their allocation postures relative to changing market or economic conditions.
- **Dynamic Asset Allocation:** Dynamic asset allocation is similar to strategic asset allocation in that portfolios are built by allocating to an asset mix that seeks to provide the optimal balance between expected risk and return for a long-term investment horizon. Like strategic allocation strategies, dynamic strategies largely retain exposure to their original asset classes; however, unlike strategic strategies, dynamic asset allocation portfolios will adjust their postures over time relative to changes in the economic environment.
- **Tactical Asset Allocation:** Tactical asset allocation is a strategy in which an investor takes a more active approach that tries to position a portfolio into those assets, sectors, or individual stocks that show the most potential for perceived gains. While an original asset mix is formulated much like strategic and dynamic portfolio, tactical strategies are often traded more actively and are free to move entirely in and out of their core asset classes

- **Core-Satellite Asset Allocation:** Core-Satellite allocation strategies generally contain a 'core' strategic element making up the most significant portion of the portfolio, while applying a dynamic or tactical 'satellite' strategy that makes up a smaller part of the portfolio. In this way, core-satellite allocation strategies are a hybrid of the strategic and dynamic/tactical allocation strategies mentioned above.

Debt Securities (Bonds): Issuers use debt securities to borrow money. Generally, issuers pay investors periodic interest and repay the amount borrowed either periodically during the life of the security and/or at maturity. Alternatively, investors can purchase other debt securities, such as zero coupon bonds, which do not pay current interest, but rather are priced at a discount from their face values and their values accrete over time to face value at maturity. The market prices of debt securities fluctuate depending on such factors as interest rates, credit quality, and maturity. In general, market prices of debt securities decline when interest rates rise and increase when interest rates fall. Bonds with longer rates of maturity tend to have greater interest rate risks.

Certain additional risk factors relating to debt securities include: (a) When interest rates are declining, investors have to reinvest their interest income and any return of principal, whether scheduled or unscheduled, at lower prevailing rates.; (b) Inflation causes tomorrow's dollar to be worth less than today's; in other words, it reduces the purchasing power of a bond investor's future interest payments and principal, collectively known as "cash flows." Inflation also leads to higher interest rates, which in turn leads to lower bond prices; (c) Debt securities may be sensitive to economic changes, political and corporate developments, and interest rate changes. Investors can also expect periods of economic change and uncertainty, which can result in increased volatility of market prices and yields of certain debt securities. For example, prices of these securities can be affected by financial contracts held by the issuer or third parties (such as derivatives) relating to the security or other assets or indices. (d) Debt securities may contain redemption or call provisions entitling their issuers to redeem them at a specified price on a date prior to maturity. If an issuer exercises these provisions in a lower interest rate market, the account would have to replace the security with a lower yielding security, resulting in decreased income to investors. Usually, a bond is called at or close to par value. This subjects investors that paid a premium for their bond risk of lost principal. In reality, prices of callable bonds are unlikely to move much above the call price if lower interest rates make the bond likely to be called.; (e) If the issuer of a debt security defaults on its obligations to pay interest or principal or is the subject of bankruptcy proceedings, the account may incur losses or expenses in seeking recovery of amounts owed to it.; (f) There may be little trading in the secondary market for particular debt securities, which may affect adversely the account's ability to value accurately or dispose of such debt securities. Adverse publicity and investor perceptions, whether or not based on fundamental analysis, may decrease the value and/or liquidity of debt securities.

Our firm attempts to reduce the risks described above through diversification of the client's portfolio and by credit analysis of each issuer, as well as by monitoring broad economic trends and corporate and legislative developments, but there can be no assurance that our firm will be successful in doing so. Credit ratings for debt securities provided by rating agencies reflect an evaluation of the safety of principal and interest payments, not market value risk. The rating of an issuer is a rating agency's view of past and future potential developments related to the issuer and may not necessarily reflect actual outcomes. There can be a lag between the time of developments relating to an issuer and the time a rating is assigned and updated.

Exchange-Traded Funds: An ETF is a type of Investment Company (usually, an open-end fund or unit investment trust) whose primary objective is to achieve the same return as a particular market index. The vast majority of ETFs are designed to track an index, so their performance is close to that of an index mutual fund, but they are not exact duplicates. A tracking error, or the difference between the returns of a fund and the returns of the index, can arise due to differences in composition,

management fees, expenses, and handling of dividends. ETFs benefit from continuous pricing; they can be bought and sold on a stock exchange throughout the trading day. Because ETFs trade like stocks, you can place orders just like with individual stocks - such as limit orders, good-until-canceled orders, stop-loss orders etc. They can also be sold short. Traditional mutual funds are bought and redeemed based on their net asset values ("NAV") at the end of the day. ETFs are bought and sold at the market prices on the exchanges, which resemble the underlying NAV but are independent of it. However, arbitrageurs will ensure that ETF prices are kept very close to the NAV of the underlying securities. Although an investor can buy as few as one share of an ETF, most are traded in board lots. Anything bought in less than a board lot will increase the cost to the investor. Anyone can buy any ETF no matter where in the world it trades. This provides a benefit over mutual funds, which generally can only be bought in the country in which they are registered.

An ETF typically pays out dividends received from the underlying stocks on a quarterly basis. However, the underlying stocks pay dividends throughout the quarter. Therefore, these funds can hold cash for various time periods throughout the quarter, even though the underlying benchmark index is not composed of cash. With dividend-paying ETFs, the cash ends up in your brokerage account, just like the dividend on a common stock. If you want to reinvest that cash, you have to make another purchase. ETFs are designed to replicate the performance of their underlying index or commodity. Investors always know exactly what they are buying and can see exactly what constitutes the ETF. The fees are also clearly laid out. Because mutual funds only have to report their holdings twice a year, when you buy into a mutual fund, what you're getting may not be as clear.

One of the main features of ETFs is their low annual fees, especially when compared to traditional mutual funds. The passive nature of index investing, reduced marketing, and distribution and accounting expenses all contribute to the lower fees. However, individual investors must pay a brokerage commission to purchase and sell ETF shares; for those investors who trade frequently, this can significantly increase the cost of investing in ETFs. That said, with the advent of low-cost brokerage fees, small or frequent purchases of ETFs are becoming more cost-efficient.

Fixed Income: Fixed income is a type of investing that involves the purchase of debt-based securities which pay periodic income to investors at regular intervals and in reasonably predictable levels. Fixed-income investors are typically retired individuals who rely on their investments to provide a regular, stable income stream. This demographic tends to invest heavily in fixed-income investments because of the reliable returns they offer. Fixed-income investors who live on set amounts of periodically paid income face the risk of inflation eroding their spending power.

Some examples of fixed-income investments include Treasuries, money market instruments, corporate bonds, asset-backed securities, municipal bonds and international bonds. The primary risk associated with fixed-income investments is the borrower defaulting on his payment. Other considerations include exchange rate risk for international bonds and interest rate risk for longer-dated securities. The most common type of fixed-income security is a bond. Bonds are issued by federal governments, local municipalities and major corporations. Fixed-income securities are recommended for investors seeking a diverse portfolio; however, the percentage of the portfolio dedicated to fixed income depends on your own personal investment style. There is also an opportunity to diversify the fixed-income component of a portfolio. Riskier fixed-income products, such as junk bonds and longer-dated products, should comprise a lower percentage of your overall portfolio.

The interest payment on fixed-income securities is considered regular income and is determined based on the creditworthiness of the borrower and current market rates. In general, bonds and fixed-income securities with longer-dated maturities pay a higher rate, also referred to as the coupon rate, because

they are considered riskier. The longer the security is on the market, the more time it has to lose its value and/or default. At the end of the bond term, or at bond maturity, the borrower returns the amount borrowed, also referred to as the principal or par value.

Individual Stocks: A common stock is a security that represents ownership in a corporation. Holders of common stock exercise control by electing a board of directors and voting on corporate policy. Investing in individual common stocks provides us with more control of what you are invested in and when that investment is made. Having the ability to decide when to buy or sell helps us time the taking of gains or losses. Common stocks, however, bear a greater amount of risk when compared to certificates of deposit, preferred stocks, and bonds. It is typically more difficult to achieve diversification when investing in individual common stocks. Additionally, common stockholders are on the bottom of the priority ladder for ownership structure; if a company goes bankrupt, the common stockholders do not receive their money until the creditors and preferred shareholders have received their respective share of the leftover assets.

Long-Term Purchases: Our firm may buy securities for your account and hold them for a relatively long time (more than a year) in anticipation that the security's value will appreciate over a long horizon. The risk of this strategy is that our firm could miss out on potential short-term gains that could have been profitable to your account, or it's possible that the security's value may decline sharply before our firm make a decision to sell.

Mutual Funds: A mutual fund is a company that pools money from many investors and invests the money in a variety of different security types based on the objectives of the fund. The portfolio of the fund consists of the combined holdings it owns. Each share represents an investor's proportionate ownership of the fund's holdings and the income those holdings generate. The price that investors pay for mutual fund shares is the fund's per share net asset value (NAV) plus any shareholder fees that the fund imposes at the time of purchase (such as sales loads). Investors typically cannot ascertain the exact make-up of a fund's portfolio at any given time, nor can they directly influence which securities the fund manager buys and sells or the timing of those trades. With an individual stock, investors can obtain real-time (or close to real-time) pricing information with relative ease by checking financial websites or by calling a broker or your investment adviser. Investors can also monitor how a stock's price changes from hour to hour—or even second to second. By contrast, with a mutual fund, the price at which an investor purchases or redeems shares will typically depend on the fund's NAV, which is calculated daily after market close.

The benefits of investing through mutual funds include: (a) Mutual funds are professionally managed by an investment adviser who researches, selects, and monitors the performance of the securities purchased by the fund; (b) Mutual funds typically have the benefit of diversification, which is an investing strategy that generally sums up as "Don't put all your eggs in one basket." Spreading investments across a wide range of companies and industry sectors can help lower the risk if a company or sector fails. Some investors find it easier to achieve diversification through ownership of mutual funds rather than through ownership of individual stocks or bonds.; (c) Some mutual funds accommodate investors who do not have a lot of money to invest by setting relatively low dollar amounts for initial purchases, subsequent monthly purchases, or both.; and (d) At any time, mutual fund investors can readily redeem their shares at the current NAV, less any fees and charges assessed on redemption.

Mutual funds also have features that some investors might view as disadvantages: (a) Investors must pay sales charges, annual fees, and other expenses regardless of how the fund performs. Depending on the timing of their investment, investors may also have to pay taxes on any capital gains distribution they receive. This includes instances where the fund went on to perform poorly after purchasing shares.; (b) Investors typically cannot ascertain the exact make-up of a fund's portfolio at any given

time, nor can they directly influence which securities the fund manager buys and sells or the timing of those trades.; and (c) With an individual stock, investors can obtain real-time (or close to real-time) pricing information with relative ease by checking financial websites or by calling a broker or your investment adviser. Investors can also monitor how a stock's price changes from hour to hour—or even second to second. By contrast, with a mutual fund, the price at which an investor purchases or redeems shares will typically depend on the fund's NAV, which the fund might not calculate until many hours after the investor placed the order. In general, mutual funds must calculate their NAV at least once every business day, typically after the major U.S. exchanges close.

When investors buy and hold individual stocks or bonds in a taxable account, the investor must pay income tax each year on the dividends or interest the investor receives. However, the investor will not have to pay any capital gains tax until the investor actually sells and makes a profit. Mutual funds are different. When an investor buys and holds mutual fund shares, the investor will owe income tax on any ordinary dividends in the year the investor receives or reinvests them. Moreover, in addition to owing taxes on any personal capital gains when the investor sells shares, the investor may have to pay taxes each year on the fund's capital gains. That is because the law requires mutual funds to distribute capital gains to shareholders if they sell securities for a profit, and cannot use losses to offset these gains.

Real Estate Investment Trusts ("REITs"): REITs primarily invest in real estate or real estate-related loans. Equity REITs own real estate properties, while mortgage REITs hold construction, development and/or long-term mortgage loans. Changes in the value of the underlying property of the trusts, the creditworthiness of the issuer, property taxes, interest rates, tax laws, and regulatory requirements, such as those relating to the environment all can affect the values of REITs. Both types of REITs are dependent upon management skill, the cash flows generated by their holdings, the real estate market in general, and the possibility of failing to qualify for any applicable pass-through tax treatment or failing to maintain any applicable exemptive status afforded under relevant laws.

Variable Annuities: A variable annuity is a form of insurance contract where the seller or issuer (typically an insurance company) makes a series of future payments to a buyer (annuitant) in exchange for the immediate payment of a lump sum (single-payment annuity) or a series of regular payments (regular-payment annuity). The payment stream from the issuer to the annuitant has an unknown duration based principally upon the date of death of the annuitant. At this point, the contract will terminate and the remainder of the funds accumulated forfeited unless there are other annuitants or beneficiaries in the contract. Annuities can be purchased to provide an income during retirement. Unlike fixed annuities that make payments in fixed amounts or in amounts that increase by a fixed percentage, variable annuities, pay amounts that vary according to the performance of a specified set of investments, typically bond and equity mutual funds. Many variable annuities typically impose asset-based sales charges or surrender charges for withdrawals within a specified period. Variable annuities may impose a variety of fees and expenses, in addition to sales and surrender charges, such as mortality and expense risk charges; administrative fees; underlying fund expenses; and charges for special features, all of which can reduce the return. Earnings in a variable annuity do not provide all the tax advantages of 401(k)s and other before-tax retirement plans. Once the investor starts withdrawing money from their variable annuity, earnings are taxed at the ordinary income rate, rather than at the lower capital gains rates applied to other non-tax-deferred vehicles which are held for more than one year. Proceeds of most variable annuities do not receive a "step-up" in cost basis when the owner dies like stocks, bonds and mutual funds do. Some variable annuities offer "bonus credits." These are usually not free. In order to fund them, insurance companies typically impose mortality and expense charges and surrender charge periods. In an exchange of an existing annuity for a new annuity (so-called 1035 exchanges), the new variable annuity may have a lower contract value and a smaller

death benefit; may impose new surrender charges or increase the period of time for which the surrender charge applies; may have higher annual fees; and provide another commission for the broker.

Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear. While the stock market may increase and the account(s) could enjoy a gain, it is also possible that the stock market may decrease and the account(s) could suffer a loss. It is important that clients understand the risks associated with investing in the capital markets, and ask questions of our advisors to clarify what risks apply to the programs used in their behalf. Following are examples of the types of risks that may be associated with investing in our advisory portfolios:

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

Credit Risk: Credit risk can be a factor in situations where an investment's performance relies on a borrower's repayment of borrowed funds. With credit risk, an investor can experience a loss or unfavorable performance if a borrower does not repay the borrowed funds as expected or required. Investment holdings that involve forms of indebtedness (i.e. borrowed funds) are subject to credit risk.

Currency Risk: Fluctuations in the value of the currency in which your investment is denominated may affect the value of your investment and thus, your investment may be worth more or less in the future. All currency is subject to swings in valuation and thus, regardless of the currency denomination of any particular investment you own, currency risk is a realistic risk measure. That said, currency risk is generally a much larger factor for investment instruments denominated in currencies other than the most widely used currencies (U.S. dollar, British pound, German mark, Euro, Japanese yen, French franc, etc.).

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.

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.

Liquidity Risk: Certain assets may not be readily converted into cash or may have a very limited market in which they trade. Thus, you may experience the risk that your investment or assets within your investment may not be able to be liquidated quickly, thus, extending the period of time by which you may receive the proceeds from your investment. Liquidity risk can also result in unfavorable pricing when exiting (i.e. not being able to quickly get out of an investment before the price drops significantly) a particular investment and therefore, can have a negative impact on investment returns.

Manager Risk: There is always the possibility that poor security selection will cause your investments to underperform relative to benchmarks or other funds with a similar investment objective.

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.

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.

Divergent Wealth Fixed Income Portfolios

Our discretionary Divergent Wealth Fixed Income Portfolios may be utilized as part of our advisory services and are designed for investors who have full focus on the preservation of capital.

The portfolios will be managed on a custom basis for clients and can accommodate the risk, duration, credit-quality, cash flow and liquidity requirements of the client. Depending on the type of account and tax status of the client, we may use municipal bonds, government or agency bonds, investment-grade corporate bonds, and certificate of deposit. We also have the ability to manage a "state-specific" strategy to accommodate the tax requirements of the investor.

Divergent Wealth Signature Portfolios

Our discretionary Divergent Wealth Signature Portfolios may be utilized as part of our advisory services and are uniquely designed to capitalize on stock market movements that will occur over time.

Our models are designed to slightly and appropriately adjust the client's equity risk exposure during periods of market volatility. Each portfolio has four different risk postures that allow us to adjust equity market exposure appropriately, taking on a little more risk after equity market declines and reducing exposure after market rallies. We use Exchange Traded Funds (ETF's) exclusively in this program to control our exposure to any given asset class and to also control fees for the clients. Client funds may be allocated in whole or in part to the following models:

Conservative: The conservative investment portfolio is designed with a primary focus on preservation of capital with a secondary focus of income and capital appreciation. This conservative model will occasionally increase market risk after certain thresholds of market decline, to take advantage of the eventual market recovery. Generally, this model invests in a mix of fixed income, equity and REIT ETFs, including domestic and international securities. It is generally suitable for clients with a 3-year or longer investment time horizon, and low tolerance for investment risk.

Conservative Plus: The conservative-plus investment portfolio is designed with a primary focus on income-generating investments and modest capital appreciation. This conservative plus model will occasionally increase market risk after certain thresholds of market decline, to take advantage of the eventual market recovery. Generally, this model invests in a mix of fixed income, equity and REIT ETFs, including domestic and international securities. It is generally suitable for clients with a 4-year or longer investment time horizon and low to moderate tolerance for investment risk.

Moderate: The moderate investment portfolio is designed with an initial focus on income-generating investments and a slightly greater desire to see more capital appreciation. This moderate model will occasionally increase market risk after certain thresholds of market decline, to take advantage of the eventual market recovery. Generally, this model invests in a mix of fixed income, equity and REIT ETFs, including domestic and international securities. It is generally suitable for clients with a 5-year or longer investment time horizon, and a tolerance for about half of the volatility risk of the U.S. stock market.

Balanced: The balanced investment portfolio is designed with slightly more focus on capital appreciation than income-generating investments. This balanced model will occasionally increase market risk after certain thresholds of market decline, to take advantage of the eventual market recovery. Generally, this model invests in a mix of fixed income, equity and REIT ETFs, including domestic and international securities. It is generally suitable for clients with a 7-year or longer investment time horizon, and a tolerance for about 70% of the volatility of the U.S. stock market.

Balanced Growth: The balanced growth investment portfolio is designed with a heavier focus on capital appreciation with a smaller focus on income-generating investments. This balanced growth model will occasionally increase market risk after certain thresholds of market decline, to take advantage of the eventual market recovery. Generally, this model invests in a mix of fixed income, equity and REIT ETFs, including domestic and international securities. It is generally suitable for clients with a 10-year or longer investment time horizon, and a tolerance for about 80% of the volatility of the U.S. stock market.

Aggressive: The aggressive investment portfolio is designed with a heavy focus on capital appreciation with a slight focus on income-generating investments. This aggressive model will occasionally increase market risk after certain thresholds of market decline, to take advantage of the eventual market recovery. Generally, this model invests in a mix of fixed income, equity and REIT ETFs, including domestic and international securities. It is generally suitable for clients with a 10-year or longer investment time horizon, and a risk tolerance equal to or slightly above that of the U.S. stock market.

Description of Material, Significant or Unusual Risks

Our firm generally invests client cash balances in money market funds, FDIC Insured Certificates of Deposit, high-grade commercial paper and/or government-backed debt instruments. Ultimately, our firm tries to achieve the highest return on client cash balances through relatively low-risk conservative investments. In most cases, at least a partial cash balance will be maintained in a money market account so that our firm may debit advisory fees for our services related to our Managed Account Program 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 and Affiliations

Registrations with Broker-Dealer

Some of the representatives of our firm are registered representatives of Purshe Kaplan Sterling Investments, Inc. ("PKS"), member FINRA/SIPC, and licensed insurance agents. In their capacity as registered representatives, these persons will receive commission-based compensation in connection with the purchase and sale of securities, including 12b-1 fees for the sale of investment company products. Compensation earned by these persons in their capacities as registered representatives is separate and in addition to our advisory fees. A conflict of interest exists as these commissionable securities sales create an incentive to recommend products based on the compensation earned. To mitigate this potential conflict, our firm will act in the client's best interest. You are under no obligation, contractually or otherwise, to purchase securities products through any person affiliated with our firm.

Compensation for the Sale of Securities or Other Investment Products

Persons providing investment advice on behalf of DWA are licensed as insurance agents. These persons will earn commission-based compensation for selling insurance products, including insurance products they sell to you. Insurance commissions earned by these persons are separate from our advisory fees. This practice presents a conflict of interest because persons providing investment advice on behalf of our firm who are insurance agents have an incentive to recommend insurance products to you for the purpose of generating commissions rather than solely based on your needs. You are under no obligation, contractually or otherwise, to purchase insurance products through any

person affiliated with DWA. All supervised persons have a fiduciary duty to recommend products that are in the clients' best interest. See the *Fees and Compensation* section in this brochure for more information on the compensation received by insurance agents who are affiliated with our firm.

Item 11 Code of Ethics, Participation or Interest in Client Transactions and 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 transactions 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 demand 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.

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

Likewise, related persons of our firm may 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.

Block Trading

Our firm or persons associated with our firm may buy or sell securities for you at the same time we or persons associated with our firm buy or sell such securities for our own account. We may also combine our orders to purchase securities with your orders to purchase securities ("block trading"). Refer to the *Brokerage Practices* section in this brochure for information on our block trading practices.

A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To eliminate this conflict of interest, it is our policy that neither our firm nor persons associated with our firm shall have priority over your account in the purchase or sale of securities.

¹For 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.

Item 12 Brokerage Practices

We recommend the brokerage and custodial services of Fidelity Investments®

Client assets must be maintained by a "qualified custodian," generally a broker-dealer or bank. Our firm seeks to recommend a custodian who will hold client assets and execute transactions on terms that are overall most advantageous when compared to other available providers and their services. The factors considered, among others, are these:

- Timeliness of execution
- Timeliness and accuracy of trade confirmations
- Research services provided
- Ability to provide investment ideas
- Execution facilitation services provided
- Recordkeeping services provided
- Custody services provided
- Frequency and correction of trading errors
- Ability to access a variety of market venues
- Expertise as it relates to specific securities
- Financial condition
- Business reputation
- Quality of services

Our firm has an arrangement with National Financial Services LLC ("NFS") and Fidelity Brokerage Services LLC ("FBS") (collectively, and together with all affiliates, "Fidelity"), through which Fidelity provides our firm with "institutional platform services." Our firm is independently operated and owned and is not affiliated with Fidelity. The institutional platform services include, among others, brokerage, custody, and other related services. Fidelity's institutional platform services that assist us in managing and administering clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Fidelity may make certain research and brokerage services available at no additional cost to our firm. Research products and services provided by Fidelity may include: research reports on recommendations or other information about particular companies or industries; economic surveys, data and analyses; financial publications; portfolio evaluation services; financial database software and services; electronic news and pricing services; quotation equipment for use in running software used in investment decision-making; and other products or services that provide lawful and appropriate assistance by Fidelity to our firm in the performance of our investment decision-making responsibilities. The aforementioned research and brokerage services qualify for the safe harbor exemption defined in Section 28(e) of the Securities Exchange Act of 1934.

Fidelity does not make client brokerage commissions generated by client transactions available for our firm's use. The aforementioned research and brokerage services are used by our firm to manage accounts for which our firm has investment discretion. Without this arrangement, our firm might be compelled to purchase the same or similar services at our own expense.

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 Fidelity as a custodial recommendation. Our firm examined this potential conflict of interest when our firm chose to recommend Fidelity 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 the 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.

Research and Other Soft Dollar Benefits

We do not have any soft dollar arrangements.

Economic Benefits

As a registered investment adviser, we have access to the institutional platform of your account custodian. As such, we will also have access to research products and services from your account custodian and/or other brokerage firms. These products may include financial publications, information about particular companies and industries, research software, and other products or services that provide lawful and appropriate assistance to our firm in the performance of our investment decision-making responsibilities. Such research products and services are provided to all investment advisers that utilize the institutional services platforms of these firms and are not considered to be paid for with soft dollars. However, you should be aware that the commissions charged by a particular broker for a particular transaction or set of transactions may be greater than the amounts another broker who did not provide research services or products might charge.

Client Brokerage Commissions

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

Brokerage for Client Referrals

We do not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

Directed Brokerage

We routinely require that you direct our firm to execute transactions through Fidelity®. As such, we may be unable to achieve the most favorable execution of your transactions and you may pay higher brokerage commissions than you might otherwise pay through another broker-dealer that offers the same types of services. Not all advisers require their clients to direct brokerage.

Persons providing investment advice on behalf of our firm who are registered representatives of Purshe Kaplan Sterling Investments will recommend Purshe Kaplan Sterling Investments to you for brokerage services. These individuals are subject to applicable rules that restrict them from conducting securities transactions away from Purshe Kaplan Sterling Investments unless Purshe Kaplan Sterling Investments provides the representative with written authorization to do so. Therefore, these individuals are generally limited to conducting securities transactions through Purshe Kaplan Sterling Investments. It may be the case that Purshe Kaplan Sterling Investments charges higher transaction costs and/or custodial fees than another broker charges for the same types of services. If transactions are executed through Purshe Kaplan Sterling Investments, these individuals (in their separate capacities as registered representatives of Purshe Kaplan Sterling Investments) may earn commission-based compensation as a result of placing the recommended securities transactions through Purshe Kaplan Sterling Investments. This practice presents a conflict of interest because these registered representatives have an incentive to effect securities transactions for the purpose of generating commissions rather than solely based on your needs. You may utilize the broker-dealer of your choice and have no obligation to purchase or sell securities through such broker as we recommend. However, if you do not use Purshe Kaplan Sterling Investments, we may not be able to accept your account. See the *Fees and Compensation* section in this brochure for more information on the compensation received by registered representatives who are affiliated with our firm.

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 plan sponsors who direct plan brokerage provide us with a letter documenting that this arrangement will be for the exclusive benefit of the plan.

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 affected 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

Our management personnel or financial advisors review accounts on an ongoing basis and will conduct account reviews at least quarterly for our Divergent Wealth Signature Portfolios, Divergent Wealth Fixed Income Portfolios, Divergent Wealth Custom Portfolios, and Divergent Wealth Portfolio Consulting Services. The nature of these reviews is to learn whether client accounts are in line with their investment objectives, appropriately positioned based on their investment objectives and investment policies, if applicable. Our firm does not provide written reports to clients unless asked to do so. However, we make available to clients certain reports that are prepared by a third-party data aggregator. These reports are available on-line at Orion Advisory Technology's portal and include, but are not limited to: holdings and evaluation reports, account activity reports, performance reports, and the like. These reports are made available to clients at no extra charge.

Verbal reports to clients take place on at least an annual basis when our clients are contacted. Our firm may review client accounts more frequently than described above. Among the factors which may trigger an off-cycle review are major market or economic events, the client's life events, requests by the client, etc.

Clients who engage us for Financial Planning & Consulting only do not receive reviews of their written plans unless they take action to schedule a financial consultation with us. Our firm does not provide ongoing services to Financial Planning & Consulting only clients but is willing to meet with such clients upon their request to discuss updates to their plans, changes in their circumstances, etc. Financial Planning & Consulting only clients do not receive written or verbal updated reports regarding their financial plans unless they separately engage our firm for a post-financial plan meeting or update to their initial written financial plan.

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 and Other Compensation

As disclosed under the *Fees and Compensation* section in this brochure, persons providing investment advice on behalf of our firm are licensed insurance agents and are registered representatives with Purshe Kaplan Sterling Investments, a securities broker-dealer, and a member of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation. For information on the conflicts of interest this presents, and how we address these conflicts, refer to the *Fees and Compensation* section.

Referral Fees

We do not receive any compensation from any third party in connection with providing investment advice to you nor do we compensate any third party or firm for client referrals.

We have entered into contractual arrangements with some employees of our firm, under which the individual receives compensation from us for the establishment of new client relationships. Employees who refer clients to us must comply with the requirements of the jurisdictions where they operate. The compensation is a percentage of the advisory fee you pay us for as long as you are our client, or until such time as our agreement with the solicitor expires. You will not be charged additional fees based on this compensation arrangement. Incentive-based compensation is contingent upon you entering into

an advisory agreement with us. Therefore, the individual has a financial incentive to recommend us to you for advisory services. This creates a conflict of interest; however, you are not obligated to retain us for advisory services. Comparable services and/or lower fees may be available through other firms.

Item 15 Custody

As paying agent for our firm, your independent custodian will directly debit your account(s) for the payment of our advisory fees. This ability to deduct our advisory fees from your accounts causes our firm to exercise limited custody over your funds or securities. We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a bank, broker-dealer, or another qualified custodian. You will receive account statements from the qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing period. You should carefully review account statements for accuracy.

DWA may assist clients with the transfer of their assets between two or more of a client's accounts maintained at the client's custodian, or maintained with multiple custodians. This ability to transfer a client's assets between the client's accounts maintained at one or more qualified custodians if the client has authorized the adviser in writing to make such transfers causes our firm to exercise limited custody over your funds or securities. Pursuant to Rule 206(4)-2 (the "Custody Rule"), DWA has taken steps to have controls and oversight in place to support the no-action letter issued by the SEC on February 21, 2017 (the "SEC no-action letter"). With respect to third-party standing letters of authorization ("SLOA") where a client may grant DWA the authority to direct custodians to disburse funds to one or more third-party accounts, we are deemed to have limited custody. However, we are not required to comply with the surprise examination requirement of the Custody Rule if we are otherwise in compliance with the seven representations noted in the February 21, 2017, no-action letter.

Where the Adviser acts pursuant to a SLOA, we believe we are making a good faith effort to comply with the representations noted in the SEC's no-action letter. Additionally, since many of those representations involve the qualified custodian's operations, DWA will collaborate closely with its custodians to ensure that the representations would be able to be met.

Item 16 Investment Discretion

Clients have the option of providing 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. Limitations may be imposed by the client in the form of specific constraints on any of these areas of discretion with our firm's written acknowledgment.

Item 17 Voting Client Securities

Our firm does not accept the proxy authority to vote client securities. Clients should receive proxies or other solicitations directly from their custodian or a transfer agent. Clients may call, write or email us to discuss questions they may have about particular proxy votes or other solicitations.

Item 18 Financial Information

Our firm does not have any financial condition or impairment that would prevent us from meeting our contractual commitments to you. We do not take physical custody of client funds or securities, or serve as trustee or signatory for client accounts, and, we do not require the prepayment of more than \$1,200 in fees six or more months in advance. Therefore, we are not required to include a financial statement with this brochure.

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

Item 19 Additional Information

Your Privacy

We view protecting your private information as a top priority. Pursuant to applicable privacy requirements, we have instituted policies and procedures to ensure that we keep your personal information private and secure.

We do not disclose any non-public personal information about you to any non-affiliated third parties, except as permitted by law. In the course of servicing your account, we may share some information with our service providers, such as transfer agents, custodians, broker-dealers, accountants, consultants, and attorneys.

We restrict internal access to non-public personal information about you to employees, who need that information in order to provide products or services to you. We maintain physical and procedural safeguards that comply with regulatory standards to guard your non-public personal information and to ensure our integrity and confidentiality. We will not sell information about you or your accounts to anyone. We do not share your information unless it is required to process a transaction, at your request, or required by law.

You will receive a copy of our privacy notice prior to or at the time you sign an advisory agreement with our firm. Thereafter, we will deliver a copy of the current privacy policy notice to you on an annual basis. Contact our main office at the telephone number on the cover page of this brochure if you have any questions regarding this policy.

If you decide to close your account(s) we will adhere to our privacy policies, which may be amended from time to time.

If we make any substantive changes in our privacy policy that would further permit or require disclosure of your private information, we will provide written notice to you. Where the change is based on permitted disclosures, you will be given an opportunity to direct us as to whether such disclosure is acceptable. Where the change is based on required disclosures, you will only receive a written notice of the change. You may not opt out of the required disclosures.

If you have questions about our privacy policies contact our main office at the telephone number on the cover page of this brochure and ask to speak to the Chief Compliance Officer.

Trade Errors

In the event a trading error occurs in your account, our policy is to restore your account to the position it should have been in had the trading error not occurred. Depending on the circumstances, corrective actions may include canceling the trade, adjusting an allocation, and/or reimbursing the account.

Class Action Lawsuits

We do not determine if securities held by you are the subject of a class-action lawsuit or whether you are eligible to participate in class action settlements or litigation nor do we initiate or participate in litigation to recover damages on your behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held by you.

IRA Rollover Considerations

As part of our investment advisory services to you, we may recommend that you withdraw the assets from your employer's retirement plan and roll the assets over to an individual retirement account ("IRA") that we will manage on your behalf. If you elect to roll the assets to an IRA that is subject to our management, we will charge you an asset-based fee as set forth in the agreement you executed with our firm. This practice presents a conflict of interest because persons providing investment advice on our behalf have an incentive to recommend a rollover to you for the purpose of generating fee-based compensation rather than solely based on your needs. You are under no obligation, contractually or otherwise, to complete the rollover. Moreover, if you do complete the rollover, you are under no obligation to have the assets in an IRA managed by our firm.

Many employers permit former employees to keep their retirement assets in their company plan. Also, current employees can sometimes move assets out of their company plan before they retire or change jobs. In determining whether to complete the rollover to an IRA, and to the extent the following options are available, you should consider the costs and benefits of:

1. Leaving the funds in your employer's (former employer's) plan.
2. Moving the funds to a new employer's retirement plan.
3. Cashing out and taking a taxable distribution from the plan.
4. Rolling the funds into an IRA rollover account.

Each of these options has advantages and disadvantages and before making a change we encourage you to speak with your CPA and/or tax attorney.

If you are considering rolling over your retirement funds to an IRA for us to manage here are a few points to consider before you do so:

1. Determine whether the investment options in your employer's retirement plan address your needs or whether you might want to consider other types of investments.
 - a. Employer retirement plans generally have a more limited investment menu than IRAs.
 - b. Employer retirement plans may have unique investment options not available to the public such as employer securities, or previously closed funds.
2. Your current plan may have lower fees than our fees.
 - a. If you are interested in investing only in mutual funds, you should understand the cost structure of the share classes available in your employer's retirement plan and how the costs of those share classes compare with those available in an IRA.
 - b. You should understand the various products and services you might take advantage of at an IRA provider and the potential costs of those products and services.
3. Our strategy may have higher risk than the option(s) provided to you in your plan.
4. Your current plan may also offer financial advice.
5. If you keep your assets titled in a 401k or retirement account, you could potentially delay your required minimum distribution beyond age 72.
6. Your 401k may offer more liability protection than a rollover IRA; each state may vary.

- a. Generally, federal law protects assets in qualified plans from creditors. Since 2005, IRA assets have been generally protected from creditors in bankruptcies. However, there can be some exceptions to the general rules so you should consult with an attorney if you are concerned about protecting your retirement plan assets from creditors.
- 7. You may be able to take out a loan on your 401k, but not from an IRA.
- 8. IRA assets can be accessed anytime; however, distributions are subject to ordinary income tax and may also be subject to a 10% early distribution penalty unless they qualify for an exception such as disability, higher education expenses or the purchase of a home.
- 9. If you own company stock in your plan, you may be able to liquidate those shares at a lower capital gains tax rate.
- 10. Your plan may allow you to hire us as the manager and keep the assets titled in the plan name.

It is important that you understand the differences between these types of accounts and to decide whether a rollover is best for you. Prior to proceeding, if you have questions contact your investment adviser representative, or call our main number as listed on the cover page of this brochure.