



UXWEALTH

PART 2A – FIRM BROCHURE

AUGUST 12, 2021

**UX WEALTH PARTNERS, LLC
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CENTENNIAL, CO 80112**

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This brochure provides information about the qualifications and business practices of UX Wealth Partners, LLC (“UX Wealth”). For questions about the contents of this brochure, please contact us at (216) 265-5325. 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. UX Wealth is a Registered Investment Adviser. Registration as an Investment Adviser with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Additional information about UX Wealth Partners, LLC is available on the SEC’s website at www.adviserinfo.sec.gov. Investors can search this site by a unique identifying number, known as an IARD number. The IARD number for UX Wealth is IARD# 308983.

ITEM 2 – MATERIAL CHANGES

SUMMARY OF MATERIAL CHANGES

This section of the Brochure will address only those “material changes” that have been incorporated since our last delivery or posting of this document on the SEC’s public disclosure website (IAPD) www.adviserinfo.sec.gov.

The following material updates were made since our last Annual Amendment filing made on February 19, 2021:

Item 5 was amended to reflect language regarding termination of our model subscription services.

Item 8 was amended to for additional Risk of Loss language.

Item 10 was amended to reflect Exact Strategies, LLC is no longer an affiliated entity.

Item 14 was amended to describe solicitor relationships.

Currently, a free copy of our Brochure may be requested by contacting Kyle Wiggs, Chief Compliance Officer of UX Wealth at (216) 265-5325. The Brochure is also available on our web site www.uxwp.com.

We encourage investors to read this document in its entirety.

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ITEM 4 – ADVISORY BUSINESS

This Disclosure document is being offered by UX Wealth Partners, LLC (“UX Wealth” or “Firm”) about the investment advisory services we provide. It discloses information about our services and the way those services are made available to our clients.

Our Firm became a registered investment adviser in May 2020 and is owned by 5280 Capital, LLC and SIER Capital, LLC. Kyle Wiggs is the Chief Compliance Officer.

ASSET MANAGEMENT SERVICES PROVIDED TO INDEPENDENT REGISTERED INVESTMENT ADVISERS

Our Firm through its management platform division has entered into agreements with unaffiliated registered investment advisers (hereafter referred to as “Independent RIA”) whereby our Firm oversees and manages on a discretionary basis some or all of these Independent RIA’s client assets (“Adviser Client”) according to the investment strategy chosen by the client and/Independent RIA. In these situations, the client remains a client of the Independent RIA. The decision as to what investment strategy(s) client assets are invested in is based on suitability information gathered and reviewed by the Independent RIA. When a strategy or model is selected for an Adviser Client account, the Independent RIA or in some cases the Adviser Client will provide UX Wealth with the amount of funds, either in terms of dollars or as a percent of the account’s value, in the Adviser Client account to be invested in the investment strategy/model. UX Wealth is responsible for the implementation and trading activity of the selected strategy/model in proportion to the amount of assets invested. Our Firm will manage and rebalance these assets based on its investment strategies automatically based on the parameters of the model and not based on overall client suitability. Strategies are managed on an ongoing basis. The Independent RIA is responsible for the administrative paperwork, servicing the accounts and account maintenance. UX Wealth grants the Independent RIA access to the performance software to enable performance reporting. UX Wealth facilitates the billing on behalf of the Independent RIA.

As defined in our Agreement with the Independent RIA, the investment management fees are collected by our Firm. Then, the Independent RIA’s portion is paid directly to the Independent RIA from the total management fees deducted from the client’s account. The authorization for use of third-party asset management services will be part of the other Independent RIA’s Investment Advisory Agreement with the client.

Our Firm acts as a sub-advisor to the Independent RIA unaffiliated with our Firm. These Independent RIAs outsource some or all of their portfolio management services which they offer to the Adviser Client and formalize the relationship through an Investment Management Agreement between Independent RIA and UX Wealth. Our Firm maintains a limited power of attorney to direct trading of each Adviser Client account in order to purchase and sell securities in the account(s). UX Wealth’s discretionary authority to trade is either authorized through an agreement with a Client or through our Asset Management Agreement with the Independent RIA.

Custodians may require additional paperwork from each Adviser Client to grant Trading Discretion to our Firm.

All client accounts will be held at an independent Custodian recommended by the Independent RIA.

UX Wealth provides two offerings for its discretionary asset management services:

INSTITUTIONAL PLUS- The UX Wealth services and Fee include the following:

- Portfolio Management System
- Trading, billing, and reporting for Adviser Client Account(s)
- Third Party Money Management for Adviser Client Account(s)
- Client Relationship Manager
- Financial Planning software
- Risk Assessment software

INSTITUTIONAL- The UX Wealth services and Fee include the following:

- Portfolio Management System
- Trading, billing, and reporting for Adviser Client Account(s)
- Third Party Money Management for Adviser Client Account(s)

ADMINISTRATIVE SERVICES

We have contracted with an unaffiliated entity to utilize their technology platform which supports data reconciliation, performance reporting, fee calculation, client relationship maintenance, at least quarterly performance evaluations, and other functions related to the administrative tasks of managing client accounts. Due to this arrangement, this unaffiliated entity will have access to client accounts, but will not serve as an investment adviser to any clients. This firm bills our Firm an annual fee for each account administered by its software. Please note that the fee billed to our client, the Independent RIA, will not increase due to the annual fee UX Wealth pays to this unaffiliated firm. This annual fee is paid from the portion of the management fee retained by UX Wealth.

MODEL PORTFOLIO SUBSCRIPTION SERVICES

Our Firm offers model portfolios on digital platforms for independent financial institutions including unaffiliated Registered Investment Advisors, banks, broker-dealers ("Financial Institutions") to subscribe to. This service will allow Independent RIAs access to our Firm's models/positions. In this arrangement, UX Wealth will not be given access to Independent RIAs client accounts. Our Firm does not enter direct relationships with these clients. Instead, our Firm will send the investment signals to the subscribing firms or Independent RIA. The Independent RIA Adviser(s) will be responsible for executing the trades and determining what asset allocation is suitable for their clients. Financial Institutions maintain their own custodial relationships and offer separate execution and clearing services. UX Wealth provides ongoing monitoring and supervision of the strategies and periodically recommends purchase and sale transactions with

respect to the management of the model investment strategies by adjusting positions. Subscribing firms or Independent RIAs are also responsible for providing all administrative and performance reporting services to their clients. On occasion, these models can hold slightly different funds than our direct discretionary asset management accounts due to custodial relationship constraints that are outside of our control.

HELD AWAY DISCRETIONARY ACCOUNTS

Through our relationship with an unaffiliated firm, our Firm provides an additional service for accounts not directly held with our recommended Custodian but where our Firm does have discretion and leverages an Order Management System to implement asset allocation or rebalancing strategies on behalf of the client. These are primarily 401(k) accounts, 529 plans, variable annuities, and other assets not held with the recommended Custodian. Our Firm's representatives regularly review the current holdings and available investment options in these accounts, monitors the account, rebalances, and implements our strategies as necessary.

WRAP FEE PROGRAMS

Our Firm does not sponsor a Wrap Fee Program.

ASSETS

As of December 31, 2020, our Firm manages and oversees a total of \$792,306,834 in regulatory assets under discretionary management in a discretionary sub-advisor capacity. Discretionary assets are those accounts where our Firm has direct authority over an account and provides continuous and ongoing management of the account.

In addition, UX Wealth manages a limited number of friends and family accounts on a discretionary basis, totaling \$3,873,983.

ITEM 5 - FEES AND COMPENSATION

ASSET MANAGEMENT SERVICES PROVIDED TO INDEPENDENT RIAs

Fees billed for our Asset Management services include the following: UX Wealth Fee for services defined in Item 4 ("UX Wealth Fee") and the Independent RIA's Advisory fee, if applicable. UX Wealth Fee is an asset based advisory fee for the platform administration and investment management services it provides to the Adviser Client Accounts.

Independent RIAs will engage our Firm in a sub-advisor capacity and will bill an advisory fee for the services provided by the Independent RIA to the Adviser Client. These fees are disclosed in each Independent RIA's Part 2A Brochure and Advisory Agreement. UX Wealth will apply the fee for each Adviser Client Account based upon Independent RIA's fee schedule provided to UX Wealth. UX Wealth will instruct the Custodian to debit fees payable in accordance with the asset

management fee schedule included within Asset Management Agreement executed by UX Wealth and the Independent RIA.

Fees are billed in arrears and will be calculated as a percentage of the average daily balance of managed assets during the previous month. There may be circumstances where Clients have negotiated an alternative billing method with our Firm. The Asset Management Agreement will outline the details of each billing arrangement with UX Wealth.

The Custodian will debit the combined total of the fees disclosed above from the Advisor Client Account(s) and disburse fees to each party for their individual portion of the combined total fee.

Our asset management fees are billed according to the following tiered schedule and as negotiated in the Asset Management Agreement with our Firm:

INSTITUTIONAL PLUS:

<u>Assets Under Management</u>	<u>Annual Asset Management Fee</u>
\$25-\$50 million	0.55%
\$50-\$75 million	0.50%
\$75-\$100 million	0.45%
Over \$100 million	0.40%

INSTITUTIONAL:

<u>Assets Under Management</u>	<u>Annual Asset Management Fee</u>
\$25-\$100 million	0.45%
\$100-\$250 million	0.40%
\$250-\$500 million	0.35%
Over \$500 million	0.30%

It is the responsibility of Independent RIA to communicate any fee updates to UX Wealth and approve the Independent RIA's monthly billing summary prior to fees being deducted at the Custodian. After the Independent RIA's approval of the billing summary each month, UX Wealth will submit the required fee information to the Custodian for each Adviser Client Account. For each billing cycle, UX Wealth will provide to Independent RIA the fee reports and documentation so that Independent RIA may maintain those advisory fee books and records.

Either party may terminate the agreement for third party asset management services with a 30-day written notice. Upon termination of the Agreement by either party and for any reason, our Firm will still make any payments of UX Wealth Fees due and already earned, and all such UXW Fees will be paid on a pro-rata basis up to and including the date of termination.

MODEL PORTFOLIO SUBSCRIPTION FEES

Fees for our model portfolio subscription services are billed based on the assets under advisement (valued as of the end of each quarter or month end, as agreed to in the Subscription Contract). Subscription fees are invoiced directly to the Independent RIA per the billing terms of the Subscription Contract). Fees are based on the schedule below. The fees are negotiable.

<u>Assets Under Advisement</u>	<u>Annual Asset Management Fee</u>
\$25-\$100 million	0.45%
\$100-\$250 million	0.40%
\$250-\$500 million	0.35%
Over \$500 million	0.30%

Either party may terminate the Contract for subscription services with a 30-day written notice. Upon termination of the Contract by either party and for any reason, our Firm will prorate the final invoice amount for any earned fees up to and including the date of termination.

INVESTMENT MANAGEMENT HOUSE ACCOUNTS

For the limited number of accounts that UX Wealth manages for friends and family, our Firm receives an advisory fee as negotiated in the Agreement between the client and our Firm.

ADDITIONAL FEES AND EXPENSES:

In addition to the advisory fees paid to our Firm, Adviser Client also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions (collectively "Financial Institutions"). These additional charges include custodial fees, charges imposed by a mutual fund or ETF in a client's account, as disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Our brokerage practices are described at length in Item 12, below.

ITEM 6 - PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Our Firm does not charge advisory fees on a share of the capital appreciation of the funds or securities in a client account (so-called performance-based fees), nor engage side by side management.

ITEM 7 - TYPES OF CLIENTS

Our Firm provides asset management services to other Independent RIAs.

Our Firm requires a minimum of \$25 million investable assets to engage in our asset management services. This minimum is negotiable.

ITEM 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Our investment management process includes the due diligence and oversight of a diverse set of signal and model providers with specifically targeted strategies to meet varying risk/return and tax aware expectations. We believe that successful investment management is a combination of skilled analytics and targeted portfolio guidelines. UX Wealth prioritizes (but is not exclusive to) investment strategies that are supported by rigorous data analytics and algorithmic intelligence. This intelligence is more important than traditional “theories” of investment performance such as “Modern Portfolio Theory.” While UX strongly believes in the power of asset allocation and diversification, we also believe that a tactical approach to the balancing of those diversified asset classes is preferred when possible. When tax efficiency priorities of the client preclude trading activity, those preferences may be prioritized. UX Wealth generally limits its investment advice and/or money management to mutual funds, equities, and Exchange Traded Funds (“ETFs”).

TRADE SIGNAL PROVIDERS / MODEL PORTFOLIO PROVIDERS

Our Firm does engage the services of “Signal Providers” to receive buy and sell signals, research, or other information that the Firm uses to manage a particular strategy/portfolio. Refer to Item 10 of this Brochure for more information on affiliated entities. Additionally, our Firm has engaged the services of other unaffiliated Registered Investment Advisers to provide trade signals and model portfolios. Such Signal Providers will not act as fiduciaries with respect to any client as they are engaged to provide market-related services to our Firm. All fees incurred by the subscription to various Signal Providers are paid by our Firm (as a percentage of the fees generated within a particular strategy). Thus, a portion of the advisory fee paid by a client to our Firm may be used to compensate such third-party providers or consultants. All Signal Providers information represents the opinions of the Signal Provider providing the content, and should not be construed as personalized advice, and is subject to change without notice. UX Wealth provides access to Signal Provider or model portfolio provider and historical performance with relevant performance metrics for each strategy available on our Platform.

RISK OF LOSS

A client’s investment portfolio is affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic conditions, changes in laws and national and international political circumstances.

Investing in securities involves certain investment risks. Securities may fluctuate in value or lose value. Clients should be prepared to bear the potential risk of loss.

Our methods rely on the assumption that the underlying companies within our security allocations are accurately reviewed by the rating agencies and other publicly available sources of information about these securities, are providing accurate and unbiased data. While we are alert

to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

Risks that apply to both fixed income and equity strategies include, but are not limited to, the following:

- **Active Management Risk:** Due to its active management, a portfolio could underperform other portfolios with similar investment objectives and/or strategies.
- **Allocation Risk:** A portfolio may use an asset allocation strategy in pursuit of its investment objective. There is a risk that a portfolio's allocation among asset classes or investments will cause a portfolio to lose value or cause it to underperform other portfolios with a similar investment objective and/or strategy, or that the investments themselves will not produce the returns expected.
- **Cybersecurity Risk.** Cybersecurity risks include both intentional and unintentional events at our Firm or one of its third-party counterparties or service providers, that may result in a loss or corruption of data, result in the unauthorized release or other misuse of confidential information, and generally compromise our Firm's ability to conduct its business. A cybersecurity breach may also result in a third-party obtaining unauthorized access to our clients' information, including social security numbers, home addresses, account numbers, account balances, and account holdings. Our Firm has established business continuity plans and risk management systems designed to reduce the risks associated with cybersecurity breaches. However, there are inherent limitations in these plans and systems, including that certain risks may not have been identified, in large part because different or unknown threats may emerge in the future. As such, there is no guarantee that such efforts will succeed, especially because our Firm does not directly control the cybersecurity systems of our third-party service providers. There is also a risk that cybersecurity breaches may not be detected.
- **Liquidity Risk:** The risk that exists when a security's limited marketability prevents it from being bought or sold quickly enough to avoid or minimize a loss. This risk is particularly relevant in the bond market, although it can also be a risk when transacting in small cap securities and certain other stocks.
- **Market and Timing Risk:** Prices of securities may become more volatile due to general market conditions that are not specifically related to a particular company, such as adverse economic conditions or outlooks, adverse investor sentiment, changes in the outlook for corporate earnings, or changes in interest rates.
- **Sector/Region Risk:** The risk that the strategy's concentration in equities or bonds in a specific sector or industry will cause the strategy to be more exposed to the price movements in and developments affecting that sector.
- **Event Risk:** The possibility that an unforeseen event will negatively affect a company or industry, and thus, increase the volatility of the security.
- **Third Party Reliance:** Our Firm relies on a number of external sources for investment advice, research services, and financial and fundamental data, including Independent RIAs, Adviser Clients, Model Managers, market data vendors, custodians, brokerage firms,

and various service providers. Our Firm will use its best efforts to ensure the information provided by these third parties is reliable and accurate, but no assurances can be given that the information will be reliable and accurate. Inaccurate Information could adversely impact the investment advice and services provided by our Firm.

Risks associated with our fixed income strategies include, but are not limited to, the following:

- **Asset-Backed Securities Risk:** Payment of principal and interest on asset-backed securities is dependent largely on the cash flows generated by the assets backing the securities. Further, some asset backed securities may not have the benefit of any security interest in the related assets. There is also the possibility that recoveries in the underlying collateral may not be available to support the payments on these securities. Downturns in the economy could cause the value of asset backed securities to fall, thus, negatively impacting account performance.
- **Call Risk:** Some bonds give the issuer the option to redeem the bond before its maturity date. If an issuer exercises this option during a time of declining interest rates, the proceeds from the bond may have to be reinvested in an investment offering a lower yield and may not benefit from an increase in value as a result of declining rates. Callable bonds also are subject to increased price fluctuations during periods of market illiquidity or rising interest rates. Finally, the capital appreciation potential of a bond will be reduced because the price of a callable bond may not rise much above the price at which the issuer may call the bond.
- **Corporate Debt Risk:** The rate of interest on a corporate debt security may be fixed, floating, variable, or may vary inversely with respect to a reference rate. Corporate debt securities are subject to the risk of the issuer's inability to meet principal and interest payments on the obligation. They also may be subject to price volatility due to interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity. When interest rates rise, the value of a corporate debt security can be expected to decline. Debt securities with longer maturities tend to be more sensitive to interest rate movements than those with shorter maturities. A company default can reduce income and capital value of a corporate debt security. Moreover, market expectations regarding economic conditions and the likely number of corporate defaults may impact the value of these securities.
- **Credit Default Risk:** The risk of loss of principal due to the borrower's failure to repay the loan or risk of liquidity from the decline in the borrower's financial strength.
- **Duration Risk:** The risk associated with the sensitivity of a bond's price to a change in interest rates. The higher a bond's (or portfolio's) duration, the greater its sensitivity to interest rate changes.
- **Government Securities Risk:** Not all U.S. government securities are backed by the full faith and credit of the U.S. government. It is possible that the U.S. government would not provide financial support to certain of its agencies or instrumentalities if it is not required to do so by law. If a U.S. government agency or instrumentality defaults and the U.S. government does not stand behind the obligation, returns could be negatively impacted.

The U.S. government guarantees payment of principal and timely payment of interest on certain U.S. government securities.

- **Interest Rate Risk:** Prices of fixed income securities tend to move inversely with changes in interest rates. As interest rates rise, bond prices typically fall and vice versa. The longer the effective maturity and duration of a strategy's portfolio, the more the performance of the investment is likely to react to interest rates.
- **Municipal Bond Risk:** Investments in municipal bonds are affected by the municipal market as a whole and the various factors in the particular cities, states or regions in which the strategy invests. Issues such as legislative changes, litigation, business and political conditions relating to a particular municipal project, municipality, state or territory, and fiscal challenges can impact the value of municipal bonds. These matters can also impact the ability of the issuer to make payments. Also, the amount of public information available about municipal bonds is generally less than that for corporate equities or bonds. Additionally, supply and demand imbalances in the municipal bond market can cause deterioration in liquidity and lack of price transparency.
- **Prepayment Risk:** Similar to call risk, this risk is associated with the early unscheduled repayment of principal on a fixed income security. When principal is returned early, future interest payments will not be paid. The proceeds from the repayment may be reinvested in securities at a lower, prevailing rate.
- **Reinvestment Risk:** The risk that future cash flows, either coupons or the final return of principal, will need to be reinvested in lower-yielding securities.
- **Securities Lending Risk:** Securities lending involves the risk that the fund loses money because the borrower fails to return the securities in a timely manner or at all. The fund could also lose money if the value of the collateral provided for loaned securities, or the value of the investments made with the cash collateral, falls. These events could also trigger adverse tax consequences for the fund.
- **State Risk:** Portfolios with state or region-specific customizations will be more sensitive to the events that affect that state's economy and stability. Portfolios with a higher concentration of bonds in a state or region may have higher credit risk exposure, especially if the percentage of assets dedicated to the state is invested in fewer issuers.
- **Tax Liability Risk:** The risk that the distributions of municipal securities become taxable to the investor due to noncompliant conduct by the municipal bond issuer or changes to federal and state laws. These adverse actions would likely negatively impact the prices of the securities. A wash sale occurs when an investor sells a security at a loss and then purchases that same security or "substantially identical" securities within 30 days (before or after the sale date). If an investor ends up being affected by the wash-sale rule, the investor loss will be disallowed by Internal Revenue Service Code in most cases. Note UX Wealth does not monitor for wash sales. In certain actively managed strategies offered by UX Wealth, wash sales may be inherent.
- **Valuation Risk:** The lack of an active trading market and/or volatile market conditions can make it difficult to obtain an accurate price for a fixed income security. There are uncertainties associated with pricing a security without a reliable market quotation, and

the resulting value may be very different than the value of what the security would have been if readily available market quotations had been available.

Risks associated with our equity strategies include, but are not limited to, the following:

- **Capitalization Risk:** Small-cap and mid-cap companies may be hindered as a result of limited resources or less diverse products or services. Their stocks have historically been more volatile than the stocks of larger, more established companies.
- **Exchange-Traded Fund (“ETF”) and Mutual Fund Risk:** Investments in ETFs and mutual funds have unique characteristics, including, but not limited to, the ETF or mutual fund’s expense structure. Investors of ETFs and mutual funds held within UX Wealth client accounts bear both their UX Wealth portfolio’s advisory expenses and, indirectly, the ETF’s or mutual fund’s expenses. Because the expenses and costs of an underlying ETF or mutual fund are shared by its investors, redemptions by other investors in the ETF or mutual fund could result in decreased economies of scale and increased operating expenses for such ETF or mutual fund. Additionally, the ETF or mutual fund may not achieve its investment objective. Actively managed ETFs or mutual funds may experience significant drift from their stated benchmark.
- **Foreign Securities Risk:** Investments in or exposure to foreign securities involve certain risks not associated with investments in or exposure to securities of U.S. companies. Foreign securities subject a portfolio to the risks associated with investing in the particular country of an issuer, including the political, regulatory, economic, social, diplomatic and other conditions or events (including, for example, military confrontations, war and terrorism), occurring in the country or region, as well as risks associated with less developed custody and settlement practices. Foreign securities may be more volatile and less liquid than securities of U.S. companies, and are subject to the risks associated with potential imposition of economic and other sanctions against a particular foreign country, its nationals or industries or businesses within the country. In addition, foreign governments may impose withholding or other taxes on income, capital gains or proceeds from the disposition of foreign securities, which could reduce a portfolio’s return on such securities.
- **Frequent Trading Risk:** A portfolio manager may actively and frequently trade investments in a portfolio to carry out its investment strategies. Frequent trading of investments increases the possibility that a portfolio, as relevant, will realize taxable capital gains (including short-term capital gains, which are generally taxable at higher rates than long-term capital gains for U.S. federal income tax purposes), which could reduce a portfolio’s after-tax return.
- **Issuer Risk:** The risk that an issuer of a security may perform poorly, and therefore, the value of its securities may decline. Poor performance may be caused by poor management decisions, competitive pressures, breakthroughs in technology, reliance on suppliers, labor problems or shortages, corporate restructurings, fraudulent disclosures, natural disasters or other events, conditions or factors.

- **Market Risk:** When the stock market strongly favors a particular style of equity investing, some or all of UX Wealth's equity strategies could underperform. The performance of clients' accounts could suffer when UX Wealth's particular investment style(s) are out of favor. For example, UX Wealth's large cap equity strategies could underperform when the market favors smaller capitalization stocks. UX Wealth's strategies with exposure to small/mid cap stocks could underperform when the market favors larger cap stocks. Additionally, growth securities could underperform when the market favors value securities.
- **Sector Risk:** At times, a portfolio may have a significant portion of its assets invested in securities of companies conducting business in a related group of industries within an economic sector. Companies in the same economic sector may be similarly affected by economic, regulatory, political or market events or conditions, which make a portfolio more vulnerable to unfavorable developments in that economic sector than portfolios that invest more broadly. Generally, the more a portfolio diversifies its investments, the more it spreads risk and potentially reduces the risks of loss and volatility.

Generally, the more a portfolio diversifies its investments, the more it spreads risk and potentially reduces the risks of loss and volatility. Investors should be aware that accounts are subject to the following risks:

- **Commodities Risk** - Exposure to commodities in Adviser Clients accounts is in non-physical form, such as ETFs or mutual funds, there are risks associated with the movement in gold prices and the ability of the fund or trust manager to respond or deal with those price movements. There also may be initial charges as well as annual management fees associated with the fund or trust.
- **Digital Currency** - Our Firm's use of digital currency in a model portfolio is limited only to publicly traded securities that passively or actively invest in digital currency assets. The shares of certain Products are also publicly quoted on OTC Markets and shares that have become unrestricted in accordance with the rules and regulations of the SEC may be bought and sold throughout the day through any brokerage account. Cryptocurrency (notably, bitcoin), often referred to as "virtual currency", "digital currency," or "digital assets," operates as a decentralized, peer-to-peer financial exchange and value storage that is used like money. If deemed appropriate, Clients may have exposure to bitcoin, a cryptocurrency. Cryptocurrency operates without central authority or banks and is not backed by any government. Cryptocurrencies (i.e., bitcoin) may experience very high volatility. Cryptocurrency is also not legal tender. Federal, state, or foreign governments may restrict the use and exchange of cryptocurrency, and regulation in the U.S. is still developing. The SEC has issued a public report stating U.S. federal securities laws require treating some digital assets as securities. Cryptocurrency exchanges may stop operating or permanently shut down due to fraud, technical glitches, hackers, or malware. Due to its relatively recent launch, bitcoin has a limited trading history, making it difficult for investors to evaluate investments in this cryptocurrency. It is possible that another entity

could manipulate the blockchain in a manner that is detrimental to the bitcoin network. Bitcoin transactions are irreversible such that an improper transfer can only be undone by the receiver of the bitcoin agreeing to return the bitcoin to the original sender. Digital assets are highly dependent on their developers and there is no guarantee that development will continue or that developers will not abandon a project with little or no notice. Third parties may assert intellectual property claims relating to the holding and transfer of digital assets, including cryptocurrencies, and their source code. Any threatened action that reduces confidence in a network's long-term ability to hold and transfer cryptocurrency may affect investments in cryptocurrencies. Investments in the Products are speculative investments that involve high degrees of risk, including a partial or total loss of invested funds. The shares of each Product are intended to reflect the price of the digital asset(s) held by such Product (based on digital asset(s) per share), less such Product's expenses and other liabilities. Because each Product does not currently operate a redemption program, there can be no assurance that the value of such Product's shares will reflect the value of the assets held by such Product, less such Product's expenses and other liabilities, and the shares of such Product, if traded on any secondary market, may trade at a substantial premium over, or a substantial discount to, the value of the assets held by such Product, less such Product's expenses and other liabilities, and such Product may be unable to meet its investment objective.

ITEM 9 - DISCIPLINARY INFORMATION

Our Firm does not have any legal, financial or other "disciplinary" item to report.

ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

OTHER FINANCIAL AFFILIATIONS

The following is a list of other affiliated companies under common ownership with UX Wealth Partners, LLC:

- **5280 Capital, LLC ("5280")** is wholly owned by Kyle Wiggs. 5280 is direct owner of UX Wealth Partners, LLC.
- **SIER Capital, LLC ("SIER")** is wholly owned by Kevin Ramsier. SIER is direct owner of UX Wealth Partners, LLC.
- **Rival Capital, LLC ("Rival")** –This is used as a holding company for 5280 Capital, LLC and SIER Capital, LLC.
- **THOR Analytics, LLC ("THOR Analytics")** is affiliated by partial ownership with UX Wealth Partners, LLC. Kyle Wiggs and Kevin Ramsier are Managing Partners of THOR Analytics through their aforementioned entities, 5280 Capital, LLC and SIER Capital, LLC. THOR Analytics is the General Partner for Regulation D investment product(s) to accredited investors which are focused on alternative investment space (THOR Metals I. L.P., THOR Treasuries I, L.P.) The Firm is also registered with the National Futures Association as

Commodity Trading Advisors (“CTA”). A CTA is a firm who provides individualized advice regarding the buying and selling of futures contracts.

- **THOR Trading Advisors, LLC (“THOR Trading Advisors”)** is a Registered Investment Adviser in the State of Pennsylvania. This entity is affiliated by partial ownership with UX Wealth Partners, LLC. Kyle Wiggs and Kevin Ramsier are Managing Partners of THOR Trading Advisors, LLC through their aforementioned entities, 5280 Capital, LLC and SIER Capital, LLC. THOR Trading Advisors is an investment research company that provides trading signals on ETFs, mutual funds, individual stocks and separate accounts. There is direct compensation received on the services offered through THOR Trading Advisors through the partial common ownership structure of UX Wealth and THOR Trading Advisors. Thor and UX Wealth have an incentive to refer firms to UX Wealth because of the partial ownership structure. Note that firms have the right to choose to elect the services of UX Wealth to mitigate this conflict of interest. Our Firm utilizes THOR’s Trading Advisors’ signals as described in Item 8. Some of our Investment Adviser Representatives (“IAR”) are IARs of THOR Trading Advisors, which compensate them for services in addition to the services engaged with our Firm. These IARs are considered dually registered IARs.
- **ETF Advisors, LLC (“ETF Advisors”)** is affiliated by common ownership with UX Wealth Partners, LLC. Kyle Wiggs and Kevin Ramsier are Managing Members of ETF Advisors, LLC. ETF Advisors is currently a dormant entity.

Clients should be aware that the ability to receive additional compensation by our Firm and its management persons or employees creates conflicts of interest that impair the objectivity of the Firm and these individuals when making advisory recommendations. Our Firm endeavors at all times to put the interest of its clients first as part of our fiduciary duty as a registered investment adviser. We disclose to clients the existence of all material conflicts of interest, including the potential for the Firm and our employees to earn compensation from advisory clients in addition to the Firm’s advisory fees. We require that our employees seek prior approval of any outside employment activity so that we may ensure that any conflicts of interests in such activities are properly addressed. We periodically monitor these outside employment activities to verify that any conflicts of interest continue to be properly addressed by the Firm. We educate our employees regarding the responsibilities of a fiduciary.

Our Firm does not have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading adviser, or an associated person of the foregoing entities.

Our firm nor any of its management persons are registered or have an application pending to register as a broker-dealer or a registered representative of a broker-dealer.

ITEM 11 - CODE OF ETHICS

UX Wealth and persons associated with the Firm can invest for their own accounts, or to have a financial investment in the same securities or other investments that we recommend or acquire for the Adviser Client account and may engage in transactions that are the same as or different

than transactions recommended to or made for the Adviser Client account. This creates a conflict of interest. We recognize the fiduciary responsibility to act in all our Client's best interest and have established policies to mitigate conflicts of interest.

We have developed and implemented a Code of Ethics that sets forth standards of conduct expected of our advisory personnel to mitigate this conflict of interest. The Code of Ethics addresses, among other things, personal trading, gifts, and the prohibition against the use of inside information.

The Code of Ethics is designed to protect our clients to detect and deter misconduct, educate personnel regarding the Firm's expectations and laws governing their conduct, remind personnel that they are in a position of trust and must act with complete propriety at all times, protect the reputation of UX Wealth, safeguard against the violation of the securities laws, and establish procedures for personnel to follow so that we may determine whether their personnel are complying with the Firm's ethical principles.

We have established the following restrictions in order to ensure our Firm's fiduciary responsibilities:

- No supervised employee of UX Wealth shall prefer his or her own interest to that of the advisory client. Trades for supervised employees are traded alongside client accounts
- We maintain a list of all securities holdings of anyone associated with this advisory practice with access to advisory recommendations. These holdings are reviewed on a regular basis by an appropriate officer/individual of UX Wealth
- We emphasize the unrestricted right of the client to decline implementation of any advice rendered, except in situations where we are granted discretionary authority of the client's account
- We require that all supervised employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices
- Any supervised employee not in observance of the above may be subject to termination

None of our associated persons may affect for himself/herself or for accounts in which he/she holds a beneficial interest, any transactions in a security which is being actively recommended to any of our clients, unless in accordance with the Firm's procedures.

Investors may request a complete copy of our Code by contacting us at the address, telephone, or email on the cover page of this Part 2; ATTN: Kyle Wiggs, Chief Compliance Officer.

ITEM 12 - BROKERAGE PRACTICES

UX Wealth does not require to utilize any particular executing broker-dealer or custodian and currently has relationships with many executing broker-dealer and custodians that provide brokerage, clearing and custody services to Independent RIAs. The choice of which custodian to utilize is determined by the Adviser Client in consultation with the Independent RIA. Clients enter a separate contractual relationship with the selected custodian, and the Independent RIAs may limit Adviser Clients to a subset of custodians. Those Independent RIAs may be affiliated with one or more of these custodians and may require the Adviser Clients to contract with that custodian. If

an Independent RIA requires a Client to utilize the services of an affiliated custodian, the Independent RIA may benefit, and Adviser Client should review the Independent RIA's Form ADV Part 2A for a description of any potential conflicts of interests.

Such fees may be charged directly to the Adviser Client or may be included within the overall cost of the security. Several of the available custodians apply minimum fees for Adviser Client accounts, which will be disclosed by the custodian to Adviser Clients in the applicable custodian's account documentation.

Generally, UX Wealth directs transactions to the custodian chosen by Adviser Clients, based on the lack of commissions or other trading costs for such trades. Although UX Wealth is aware of the possibility that better execution may be available at another broker-dealer, executing at another broker-dealer other than the custodian chosen by the Adviser Client (custodian of record) could delay the timely receipt of updated transaction and account information necessary for UX Wealth to process Adviser Client accounts within its technology platform on a timely basis.

BEST EXECUTION AND TRADING

UX Wealth has adopted a Best Execution Policy pursuant to which UX Wealth reviews exception reports containing samples of trades to monitor for best execution. Our Firm is guided by applicable regulatory requirements and equitable treatment in trading such Adviser Client accounts.

TRADE AGGREGATION & TRADING

The Independent RIA delegates certain operational functions to UX Wealth, including trade order entry with respect to the investment strategy. Due to different trading technology platforms, the timing of trading among the different Investment strategies may, and often does, differ. UX Wealth maintains "average price accounts" at each Custodian recommended by the Independent RIA. Generally, trades made within the same investment strategies are aggregated in the same trading block so that all accounts within that trading block will receive the same price for execution based on the average price for the block. Typically, for each investment strategy, trades for new accounts, style changes and previous day contributions are aggregated in one trade block per custodian.

UX Wealth routes the majority of trades resulting from Adviser Client transactions and manager investment strategy updates directly to the custodian(s) of record. For the small percentage of trades not submitted to the custodian of record, UX Wealth's primary objective is to obtain prompt execution of orders at the most favorable prices reasonably obtainable.

Throughout the day, at various times, UX Wealth may receive requests from Adviser Clients that require UX Wealth to make a trade. For example, Adviser Client may ask Adviser to raise cash for an upcoming withdrawal, liquidate a security or change the selected investment strategy. UX Wealth will process the request and enter an order for a trade block as each request is received.

If UX Wealth receives multiple requests within a reasonable time, generally, UX Wealth will aggregate those trades into a single trading block.

TRADE ROTATION POLICY

UX Wealth has adopted policies and procedures to define the sequence in which UX Wealth communicates trades and investment strategy advice (the “UX Wealth Trade Rotation”). UX Wealth utilizes the UX Wealth Trade Rotation, as necessary, when placing trades for client accounts in which UX Wealth has investment discretion as Portfolio Manager (“UX Wealth Discretionary Accounts”).

UX Wealth’s receipt of an investment strategy trade signal from a Trade Signal Provider or Model Portfolio Provider (“Provider”) is subject to the trade rotation policy of such Provider which allocates the distribution of investment strategy updates across multiple SMA and investment strategies in which the Provider, as applicable, participates. In some cases, UX Wealth may not receive a trade signal until after such Provider has already executed trades in its own discretionary accounts. As a result of the Trade Rotation Policy, the Adviser Client account may be disadvantaged based on the order in which UX Wealth receives trade signals and/or updates to the investment strategy. Please refer to the investment strategy of the trade signal or Model Provider’s Form ADV Part 2A for more information regarding the trade rotation policies of that investment strategy Provider, as applicable, and the applicable Brochure.

REBALANCING

The Independent RIA may change the allocation or investment strategies (sleeves) used to manage a portion of the portfolio without receiving instructions signed by the Adviser Client in each case. In the event of an asset allocation change, UX Wealth rebalances the portfolio accordingly (a “Global Rebalance”). During the life of the portfolio, the Trade Signal Provider or Sub-Adviser may change the investment vehicles used within the portfolio to attempt to achieve more effective tracking to a benchmark or make an allocation to a specific sector or characteristic, such as International Small-Cap or fixed income duration.

Accounts are systematically reviewed periodically to determine if they fall outside of the drift parameters. If the account has drifted away from the allocation to selected investment strategies such that it falls outside of the established parameters, it will be rebalanced back to the selected allocation. If the account is within the drift parameters, the account will not be rebalanced. UX Wealth retains discretion to determine if a rebalance is appropriate at any time during the life of the account.

BLACKOUT PERIODS AND DISBURSEMENTS

UX Wealth will implement blackout periods (including changes to underlying investment vehicles, asset allocation changes, rebalances and withdrawals) due to Regulation T violations. During such blackout periods, processing of certain maintenance requests, such as contributions and withdrawals, and the associated trading may be delayed until the blackout period is complete. Because Adviser Client assets remain invested during the blackout period, the value of an Adviser

Client's account may decrease (or increase) during the blackout period. Requests to fully liquidate and terminate a Client account will not be impacted by blackout periods.

When an Adviser Client requests a cash withdrawal from their account, UX Wealth must first sell some of the securities in the account to raise the cash requested. After an equity security is sold, it may take up to two (2) business days before the trade settles and the cash proceeds are in the account. In some cases, UX Wealth may be able to request a "short settlement" and have the trade settled in one (1) business day. Please note, however, that the Adviser Client will incur additional brokerage costs to have a short settlement effected. In addition, certain mutual funds do not permit next day settlement requests even though most open-ended mutual fund trades settle in one (1) business day.

During an investment strategy rebalance or asset allocation rebalance, if there is a cash balance in the portfolio, the cash may not be available to be withdrawn. UX Wealth performs its trading analysis based on trade date, not settlement date, so cash may appear to be available to Adviser Client when it is not available during such a Global Rebalance. For example, UX Wealth sends an order to sell a security and buy another security. The security sale raises \$10,000 and the new security is purchased for the same amount. The sale may settle the next business day, but the new security may not settle for two (2) more business days.

If Adviser Client requests a withdrawal and take the cash in the strategy after the sale of the security settles, but before the new security buy settles, it will result in a negative balance. In addition, there are times when it will take more than one (1) day to complete the trading required and cash may appear to be available at times when it is not available.

If Adviser Client wishes to make a withdrawal or some other change, such as an investment strategy change, style change, etc., UX Wealth cannot process this request on shares that have not settled, because the client does not own them yet. This would constitute a violation called "freeriding," which is not permitted under the Federal Reserve Board's Regulation T and the custodian may be required to prohibit trading in the Client's account for 90 days.

BROKERAGE FOR CLIENT REFERRALS

Our Firm does not receive client referrals from any Custodian or third party in exchange for using that broker-dealer or third party.

TRADE ERRORS

We have implemented procedures designed to prevent trade errors; however, trade errors in client accounts cannot always be avoided. In all situations, our Firm will absorb any loss resulting from the trade error if the error was caused by the firm. If the error is caused by the Custodian, the Custodian will be responsible for covering all trade error costs. If an investment gain results from the correcting trade, the gain will be donated to charity. We will never benefit or profit from trade errors.

SOFT DOLLARS

Currently UX Wealth does not receive any soft dollar benefits. However, it is our policy to stay within the safe harbor provisions of 28(e) Securities Exchange Act of 1934 should the Firm do so in the future.

ITEM 13 - REVIEW OF ACCOUNTS

ACCOUNT REVIEWS AND REVIEWERS – INVESTMENT SUPERVISORY SERVICES

Our Firm monitors our portfolios and strategies on a regular basis for consistency with investment asset allocation, risk tolerance, and performance relative to the appropriate benchmark. More frequent reviews may be triggered by changes in geopolitical and macroeconomic specific events.

STATEMENTS AND REPORTS

The custodian for the individual client's account will provide clients with an account statement at least monthly. Through our written Agreement with the Independent RIAs, Independent RIAs will have access to an online portal that provides report detailing their current positions, asset allocation, and year-to-date performance provided by our Firm.

Investors are urged to compare the reports provided by UX Wealth against the account statements received directly from the account custodian.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

UX Wealth enters into relationships with Independent RIAs who have been granted authorization to utilize a third-party asset manager for management of their client assets.

We pay referral fees to independent solicitors for the referrals of their clients to our Firm in accordance with Rule 206 (4)-3 of the Investment Advisers Act of 1940. Such referral fees represent a share of our investment advisory fee charged to our clients. This arrangement will not result in higher costs to you. In this regard, we maintain Solicitors Agreements in compliance with Rule 206 (4)-3 of the Investment Advisers Act of 1940 and applicable state and federal laws. All clients referred by Solicitors to our Firm will be given full written disclosure describing the terms and fee arrangements between our Firm and Solicitor(s). In cases where state law requires licensure of solicitors, we ensure that no solicitation fees are paid unless the solicitor is registered as an investment adviser representative of our Firm. The solicitor will not provide clients any investment advice on behalf of UX Wealth.

ITEM 15 – CUSTODY

UX Wealth does not have physical custody, as it applies to investment advisors. Custody has been defined by regulators as having access or control over client funds and/or securities.

DEDUCTION OF ADVISORY FEES

Through our written Advisory Agreement, the Firm has been given the authority to have fees deducted directly from client accounts. UX Wealth has established procedures to ensure all client funds and securities are held at a qualified custodian in a separate account for each client under

that client's name. Clients of the Independent RIAs will direct, in writing, the establishment of all accounts and therefore are aware of the qualified custodian's name, address, and the way the funds or securities are maintained. Finally, account statements are delivered directly from the qualified custodian to each client, or the client's independent representative, at least quarterly. Clients should carefully review those statements and are urged to compare the statements against reports received from the Independent RIAs or UX Wealth. When clients have questions about their account statements, clients should contact their Independent RIA/ designated Investment Advisor Representative or their qualified custodian preparing the statement.

Please refer to Item 5 for more information about the deduction of adviser fees.

ITEM 16 – INVESTMENT DISCRETION

UX Wealth manages assets on a discretionary basis through a limited power of attorney over Adviser Client accounts. Through our Agreement with other Independent RIAs, we are granted discretionary authority to manage Adviser Client accounts in our Firm's capacity as a third-party asset manager/sub-advisor. Our Firm is granted the discretionary trading authority to purchase and sell securities for the Adviser Client's account without obtaining prior approval from the Independent RIA or Adviser Client. We are authorized, in our discretion and without prior consultation to: (1) buy, sell, exchange and trade any stocks, bonds or other securities or assets and (2) determine the amount and timing of securities to be bought or sold, and (3) place orders directly with the custodian. Any limitations to such discretionary authority will be communicated to our Firm in writing to UX Wealth.

Trading Discretion is inherently limited to selected Models and securities selected through our platform. Additionally, Adviser Clients may provide other limitations through written request to Independent RIA.

ITEM 17 – VOTING CLIENT SECURITIES

We will not vote proxies on the Adviser Client's behalf. Investors can contact UX Wealth's office with questions about a particular solicitation by phone at (216) 265-5325 or contact their Investment Advisor Representative.

ITEM 18 – FINANCIAL INFORMATION

We do not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. Therefore, we are not required to include a balance sheet for our most recent fiscal year. We are not subject to a financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients. Finally, we have not been the subject of a bankruptcy petition at any time.