

## **THE ASCENT GROUP, LLC**

*a Registered Investment Adviser*

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This brochure provides information about the qualifications and business practices of The Ascent Group, LLC (hereinafter “TAG” or the “Firm”). If you have any questions about the contents of this brochure, please contact the Firm at the telephone number listed above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority. Additional information about the Firm is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The Firm is a registered investment adviser. Registration does not imply any level of skill or training.

**Item 2. Material Changes**

In this Item, TAG is required to discuss any material changes that have been made to the brochure since the last annual amendment. The Firm has updated Item 4 to disclose that it has assets under management and is no longer relying on an SEC registration exemption. There are no other material changes to disclose.

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## Item 4. Advisory Business

TAG offers a variety of advisory services, which include financial planning, consulting, and investment management services. Prior to TAG rendering any of the foregoing advisory services, clients are required to enter into one or more written agreements with TAG setting forth the relevant terms and conditions of the advisory relationship (the “Advisory Agreement”).

TAG has been registered as an investment adviser since May 10, 2021, and is owned by Jeffrey M. Silverman, Michael J. Moss, Jr., Justin R. Craft, Brian P. Walsh, Mark S. Batzel, David W. Stockmeier, Craig M. Stanley, Kevin P. Nicholson, and Brian P. Walsh, Jr. As of August 23, 2021, the Firm has \$2,246,908,290 in assets under management, all of which are measured on a discretionary basis.

While this brochure generally describes the business of TAG, certain sections also discuss the activities of its Supervised Persons, which refer to the Firm’s officers, partners, directors (or other persons occupying a similar status or performing similar functions), employees or other persons who provide investment advice on TAG’s behalf and are subject to the Firm’s supervision or control.

### Financial Planning and Consulting Services

TAG offers clients a broad range of financial planning and consulting services. Financial planning services can be comprehensive or limited to a specific issue. Services provided through a financial planning and consulting arrangement can include, but are not limited to, any or all of the following functions:

- Retirement Planning and Analysis
- Portfolio Review and Allocation
- Employee Benefits Analysis
- Business Valuation Consulting
- Estate Planning and Analysis
- Retirement Plan and Income Consulting
- Insurance Planning and Analysis
- Business Succession Planning
- Tax Planning
- Education Planning and Analysis

While each of these services is available on a stand-alone basis, certain of them can also be rendered in conjunction with investment portfolio management as part of a comprehensive wealth management engagement (described in more detail below).

In performing these services, TAG is not required to verify any information received from the client or from the client’s other professionals (e.g., attorneys, accountants, etc.) and is expressly authorized to rely on such information. TAG recommends certain clients engage the Firm for additional related services, its Supervised Persons in their individual capacities as insurance agents or registered representatives of a broker-dealer and/or other professionals to implement its recommendations. Clients are advised that a conflict of interest exists for the Firm to recommend that clients engage TAG or its affiliates to provide (or

continue to provide) additional services for compensation, including investment management services. Clients retain absolute discretion over all decisions regarding implementation and are under no obligation to act upon any of the recommendations made by TAG under a financial planning or consulting engagement. Clients are advised that it remains their responsibility to promptly notify the Firm of any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising TAG's recommendations and/or services.

### **Investment and Wealth Management Services**

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TAG manages client investment portfolios on a discretionary basis. In addition, TAG provides certain clients with wealth management services which include a broad range of financial planning and consulting services as well as discretionary management of investment portfolios.

TAG primarily allocates client assets among various mutual funds, exchange-traded funds ("ETFs"), individual debt and equity securities, and independent investment managers ("Independent Managers") in accordance with their stated investment objectives. The representative that works with the client (the "Advisor") will help determine the investment options for the client. The allocation can be done either by the Advisor, through Independent Managers, or through models run by the Firm.

Where appropriate, the Firm also provides advice about any type of legacy position or other investment held in client portfolios, but clients should not assume that these assets are being continuously monitored or otherwise advised on by the Firm unless specifically agreed upon. Clients can engage TAG to manage and/or advise on certain investment products that are not maintained at their primary custodian, such as variable life insurance and annuity contracts and assets held in employer sponsored retirement plans and qualified tuition plans (i.e., 529 plans). In these situations, TAG directs or recommends the allocation of client assets among the various investment options available with the product. These assets are generally maintained at the underwriting insurance company or the custodian designated by the product's provider.

TAG tailors its advisory services to meet the needs of its individual clients and seeks to ensure, on a continuous basis, that client portfolios are managed in a manner consistent with those needs and objectives. TAG consults with clients on an initial and ongoing basis to assess their specific risk tolerance, time horizon, liquidity constraints and other related factors relevant to the management of their portfolios. Clients are advised to promptly notify TAG if there are changes in their financial situation or if they wish to place any limitations on the management of their portfolios. Clients can impose reasonable restrictions or mandates on the management of their accounts if TAG determines, in its sole discretion, the conditions would not materially impact the performance of a management strategy or prove overly burdensome to the Firm's management efforts.

*Schwab Intelligent Portfolios Program*

TAG may provide portfolio management services through the Schwab Intelligent Portfolios program (the “SIPP”), an automated, online investment management platform for use by independent investment advisors and sponsored by Schwab Wealth Investment Advisory, Inc. (“SWIA”), an affiliate of Charles Schwab & Co., Inc. (“Schwab”).

Through the SIPP, TAG offers clients investment strategies that TAG has constructed and manages, each consisting of a portfolio of mutual funds and/or ETFs. The client's portfolio is held in a brokerage account opened by the client at Schwab. TAG is independent of and not owned by, affiliated with, or sponsored, or supervised by SWIA, Schwab, or their affiliates. TAG is the client's investment advisor and primary point of contact with respect to the SIPP, and, as such, TAG determines the appropriateness of the SIPP for clients, chooses suitable investment strategies and portfolios for clients' investment needs and goals, and manages portfolios on an ongoing basis. The SIPP is described in the Schwab Wealth Investment Advisory, Inc. Institutional Intelligent Portfolios Disclosure Brochure (“the SIPP Brochure”), which is delivered to clients by SWIA during the online enrollment process.

TAG will charge clients fees (as described below in Item 5) for TAG' services in connection with the SIPP. Clients do not pay brokerage commissions to Schwab as part of the SIPP. TAG does not pay SWIA fees for the SIPP so long as TAG maintains \$100 million in client assets in accounts at Schwab that are not enrolled in the SIPP. If TAG does not meet this condition, then TAG may pay SWIA an annual fee of 0.10% on the value of clients' assets in the SIPP. This fee arrangement gives TAG an incentive to recommend that clients with accounts that are not enrolled in the SIPP be maintained with Schwab.

*Independent Managers*

As mentioned above, TAG selects certain Independent Managers to actively manage a portion of its clients' assets. The specific terms and conditions under which a client engages an Independent Manager are set forth in a separate written agreement with the designated Independent Manager. That agreement can be between the Firm and the Independent Manager (often called a subadvisor) or the client and the Independent Manager (sometimes called a separate account manager). In addition to this brochure, clients will typically also receive the written disclosure documents of the respective Independent Managers engaged to manage their assets.

TAG evaluates a variety of information about Independent Managers, which includes the Independent Managers' public disclosure documents, materials supplied by the Independent Managers themselves and other third-party analyses it believes are reputable. To the extent possible, the Firm seeks to assess the Independent Managers' investment strategies, past performance and risk results in relation to its clients' individual portfolio allocations and risk exposure. TAG also takes into consideration each Independent Manager's management style, returns, reputation, financial strength, reporting, pricing and research capabilities, among other factors.

TAG continues to provide services relative to the discretionary selection of the Independent Managers. On an ongoing basis, the Firm monitors the performance of those accounts being managed by Independent Managers. TAG seeks to ensure the Independent Managers' strategies and target allocations remain aligned with its clients' investment objectives and overall best interests.

The Firm receives marketing funds from AssetMark, Inc., which is an Independent Manager that TAG will recommend to clients. The support is contingent on TAG continuing to recommend AssetMark as its primary Independent Manager as well as maintaining a certain level of assets managed by AssetMark among other conditions. These conditions result in a conflict of interest for the Firm to recommend AssetMark over other Independent Managers.

#### *TAG Managed Portfolios*

In addition to the portfolios discussed in the Schwab Intelligent Portfolios Program and the recommendations of Independent Managers, the Firm will also manage portfolios using proprietary recommendations. These can be customized recommendations as well as Firm-managed model portfolios.

#### **Retirement Plan Consulting Services**

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TAG provides various consulting services to qualified employee benefit plans and their fiduciaries. This suite of institutional services is designed to assist plan sponsors in structuring, managing and optimizing their corporate retirement plans. Each engagement is individually negotiated and customized, and includes any or all of the following services:

- Plan Design and Strategy
- Plan Review and Evaluation
- Executive Planning & Benefits
- Investment Selection
- Plan Fee and Cost Analysis
- Plan Committee Consultation
- Fiduciary and Compliance
- Participant Education

As disclosed in the Advisory Agreement, certain of the foregoing services are provided by TAG as a fiduciary under the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). In accordance with ERISA Section 408(b)(2), each plan sponsor is provided with a written description of TAG's fiduciary status, the specific services to be rendered and all direct and indirect compensation the Firm reasonably expects under the engagement.

## Item 5. Fees and Compensation

TAG offers services on a fee basis, which includes fixed and/or hourly fees, as well as fees based upon assets under management. Additionally, certain of the Firm's Supervised Persons, in their individual capacities, offers securities brokerage services and/or insurance products under a separate commission-based arrangement.

### Financial Planning and Consulting Fees

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TAG charges a fixed and/or hourly fee for providing financial planning and consulting services under a stand-alone engagement. These fees are negotiable, but range from \$250 to \$25,000 on a fixed fee basis and/or from \$150 to \$500 on an hourly basis, depending upon the scope and complexity of the services and the professional rendering the financial planning and/or the consulting services. The fee can be for a defined project, such as the delivery of a plan, or for ongoing services. If the client engages the Firm for additional investment advisory services, TAG can offset all or a portion of its fees for those services based upon the amount paid for the financial planning and/or consulting services.

The terms and conditions of the financial planning and/or consulting engagement are set forth in the Advisory Agreement. For project-based services TAG requires one-half of the fee (estimated hourly or fixed) payable upon execution of the Advisory Agreement. The outstanding balance is due upon delivery of the financial plan or completion of the agreed upon services. Ongoing services are charged as described in the investment management section, below. The Firm does not, however, take receipt of \$1,200 or more in prepaid fees, six or more months in advance of services rendered.

### Investment Management Fees

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TAG offers investment management services for an annual fee based on the amount of assets under the Firm's management. This management fee can be up to 175 basis points (1.75%), depending upon the size and composition of a client's portfolio, the type and amount of services rendered and the individual(s) providing the services.

The management fee is allocated to a number of parties. The Firm receives part of the management fee and will allocate a portion of that fee amongst Independent Managers or itself in the case of TAG Managed Portfolios (these are referred to as the "Manager Fee"). In addition, the Advisor receives a portion of the management fee (the "Advisor Fee"). The Advisory Agreement can describe certain of these fees, but will primarily describe the total advisory fee. Both the Firm and the Advisor will have an incentive to recommend or utilize the options that result in the most profit for themselves. This will often be the TAG Managed Portfolios. The Firm and the Advisors have a fiduciary duty to act in the best interest of clients regardless of that incentive.



The annual fee is prorated and charged quarterly or monthly, in arrears, based upon the market value of the average daily account balance during the billing period as determined by a party independent from the Firm (including the client's custodian or another third-party). When using Independent Managers the Firm will generally follow that Independent Manager's billing procedures as disclosed to the client.

Since the asset-based fee is determined by average daily account balance, if assets are deposited into or withdrawn from an account, or the agreement is terminated after the inception of a quarter, the base fee payable with respect to such assets is adjusted accordingly.

Additionally, for asset management services the Firm provides with respect to certain client holdings (e.g., held-away assets, accommodation accounts, alternative investments, etc.), TAG can negotiate a fee rate that differs from the range set forth above. Clients are advised that a conflict of interest exists for the Firm to recommend that clients engage TAG for additional services for compensation, including rolling over retirement accounts or moving other assets to the Firm's management. Clients retain absolute discretion over all decisions regarding engaging the Firm and are under no obligation to act upon any of the recommendations.

#### **Retirement Plan Consulting Fees**

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TAG charges as fixed project-based fee to provide clients with retirement plan consulting services. Each engagement is individually negotiated and tailored to accommodate the needs of the individual plan sponsor, as memorialized in the Agreement. These fees vary, based on the scope of the services to be rendered, and ranges up to \$250,000 per annum on a fixed fee basis or up to 150 basis points (1.50%), depending upon services provided and the amount of assets to be advised on.

#### **Fee Discretion**

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TAG may, in its sole discretion, negotiate to charge a lesser fee based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing/legacy client relationship, account retention, pro bono activities, or competitive purposes.

#### **Additional Fees and Expenses**

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In addition to the advisory fees paid to TAG, clients 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 securities brokerage commissions, transaction fees, custodial fees, fees attributable to alternative assets, fees charged by the Independent Managers, margin and other borrowing costs, charges imposed directly 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. The Firm's brokerage practices are described at length in Item 12, below.

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**Direct Fee Debit**

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Clients provide TAG and/or certain Independent Managers with the authority to directly debit their accounts for payment of the investment advisory fees. The Financial Institutions that act as the qualified custodian for client accounts, from which the Firm retains the authority to directly deduct fees, have agreed to send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to TAG. Alternatively, clients may elect to have TAG send a separate invoice for direct payment.

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**Use of Margin**

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TAG can be authorized by clients to use margin in the management of the client's investment portfolio or other borrowing. In these cases the fee payable will be assessed net of margin such that the market value of the client's account and corresponding fee payable by the client to TAG will not be increased.

Additionally, TAG recommends margin or other borrowing for non-investment needs, such as bridge loans and other financing needs. In those scenarios, the Firm's fees are determined based upon the value of the assets being managed gross of any margin or borrowing.

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**Account Additions and Withdrawals**

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Clients can make additions to and withdrawals from their account at any time, subject to TAG's right to terminate an account. Additions can be in cash or securities provided that the Firm reserves the right to liquidate any transferred securities or declines to accept particular securities into a client's account. Clients can withdraw account assets on notice to TAG, subject to the usual and customary securities settlement procedures. However, the Firm designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. TAG may consult with its clients about the options and implications of transferring securities. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, short-term redemption fees, fees assessed at the mutual fund level (e.g., contingent deferred sales charges) and/or tax ramifications.

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**Commissions and Sales Charges for Recommendations of Securities**

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Clients can engage certain persons associated with TAG (but not the Firm directly) to render securities brokerage services under a separate commission-based arrangement. Clients are under no obligation to engage such persons and may choose brokers or agents not affiliated with TAG.

Under this arrangement, the Firm's Supervised Persons, in their individual capacities as registered representatives of Ameritas Investment Company, LLC ("Ameritas"), can provide securities brokerage services and implement securities transactions under a separate commission based arrangement. Supervised Persons are entitled to a portion of the brokerage commissions paid to Ameritas, as well as a share of any ongoing distribution or service (trail) fees from the sale of mutual funds. TAG can also recommend no-load or load-waived funds, where no sales charges are assessed, but where the Supervised Person receives other forms of compensation. Prior to effecting any transactions, clients are required to enter into a separate account agreement with Ameritas.

A conflict of interest exists to the extent that a Supervised Person of TAG recommends the purchase or sale of securities through a brokerage relationship where that Supervised Person receives commissions or other additional compensation as a result of that recommendation (the "Brokerage Relationship"). Because the Supervised Persons receive compensation in connection with the sale of securities in the Brokerage Relationship, a conflict of interest exists as such Supervised Persons have an incentive to recommend more expensive securities or services to clients where such Supervised Persons earn more compensation with respect to the sale of such securities through the Brokerage Relationship rather than through an advisory relationship with the Firm. The Firm has procedures in place to ensure that any recommendations made by such Supervised Persons to engage in the Brokerage Relationship are in the best interest of that client. Clients should understand that any investments made in the Brokerage Relationship are not receiving advisory services from the Firm. Therefore, the Firm does not have a fiduciary duty over the Brokerage Relationship recommendations.

## **Item 6. Performance-Based Fees and Side-by-Side Management**

TAG does not provide any services for a performance-based fee (i.e., a fee based on a share of capital gains or capital appreciation of a client's assets).

## **Item 7. Types of Clients**

TAG offers services to individuals, trusts, estates, charitable organizations, corporations and other business entities, and pension and profit sharing plans.

The SIPP has a minimum investment of \$5,000. The SIPP also has a minimum account balance of \$50,000 for its tax-loss harvesting feature. In addition, the SIPP requires a 4% cash position which can result in less assets being invested than the Firm would otherwise require. This can result in less return on the assets that are managed through the SIPP.

In addition, the Firm has additional minimum Manager Fees as a condition for starting and maintaining the various programs that Advisors can choose. These minimums will be listed in the specific agreement with the client. The minimum fee will cause clients with smaller portfolios to incur an effective fee rate that is higher than the Firm's stated fee. In addition, the minimums will be assessed by the firm as the Manager Fee so Advisors are not incentivized or disincentivized from triggering a minimum. This may result in an Advisor choosing a portfolio without considering the minimums. The Firm, however, has procedures in place to review that the total fee is within the Firm's fiduciary duty.

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

### **Methods of Analysis and Investment Strategy**

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TAG offers three asset management program options through its Advisors, composed generally of mutual funds, ETFs, and individual stocks and bonds. The broad investment management options across these three programs enable Advisors to work with their clients to identify the investment strategy that is best for that client. TAG's asset management programs are distinguished as follows:

*TAG Asset Management:* TAG offers a suite of investment strategies managed internally that Advisors can recommend and deploy to meet unique client needs. These include:

- **TAG - SIPP.** TAG leverages the SIPP's capabilities in an attempt to offer compelling value through a digital advice platform.
- **TAG Separately Managed Account (SMA).** TAG provides access to a separately managed account program managed by the Firm that focuses on ownership of individual equities based on economic, fundamental, and technical analysis screens designed to manage volatility.
- **TAG Custom Indexing.** TAG provides custom indexing capabilities that blend factor-based analysis with the benefits of index investing, delivered through ownership of individual stocks. Advanced tax management and SRI/ESG screening functionality help deliver an immensely customized asset management solution.

*Independent Managers:* Additionally, TAG has partnered with one or more third-party investment management platforms to make a wide range of professionally managed investment portfolios available through its Advisors. These are referred to in this Brochure as the Independent Managers.

*Advisor Models:* Discretionary managed model portfolios created by Advisors are also available to clients, allowing customization to meet client needs and based on the Advisor's analysis.

TAG also offers customized financial planning and consulting services to clients as described above. Financial planning services can be comprehensive in nature or limited to a specific issue.

**Risk of Loss**

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The following list of risk factors does not purport to be a complete enumeration or explanation of the risks involved with respect to the Firm's investment management activities. Clients should consult with their legal, tax, and other advisors before engaging the Firm to provide investment management services on their behalf.

*Market Risks*

Investing involves risk, including the potential loss of principal, and all investors should be guided accordingly. The profitability of a significant portion of TAG's recommendations and/or investment decisions may depend to a great extent upon correctly assessing the future course of price movements of stocks, bonds and other asset classes. In addition, investments may be adversely affected by financial markets and economic conditions throughout the world. There can be no assurance that TAG will be able to predict these price movements accurately or capitalize on any such assumptions.

*Volatility Risks*

The prices and values of investments can be highly volatile, and are influenced by, among other things, interest rates, general economic conditions, the condition of the financial markets, the financial condition of the issuers of such assets, changing supply and demand relationships, and programs and policies of governments.

*Cash Management Risks*

The Firm may invest some of a client's assets temporarily in money market funds or other similar types of investments, during which time an advisory account may be prevented from achieving its investment objective.

*Equity-Related Securities and Instruments*

The Firm may take long positions in common stocks of U.S. and non-U.S. issuers traded on national securities exchanges and over-the-counter markets. The value of equity securities varies in response to many factors. These factors include, without limitation, factors specific to an issuer and factors specific to the industry in which the issuer participates. Individual companies may report poor results or be negatively affected by industry and/or economic trends and developments, and the stock prices of such companies may suffer a decline in response. In addition, equity securities are subject to stock risk, which is the risk that stock prices historically rise and fall in periodic cycles. U.S. and non-U.S. stock markets have experienced periods of substantial price volatility in the past and may do so again in the future. In addition, investments in small-capitalization, midcapitalization and financially distressed companies may be subject to more abrupt or erratic price movements and may lack sufficient market liquidity, and these issuers often face greater business risks.

*Fixed Income Securities*

While the Firm emphasizes risk-averse management and capital preservation in its fixed-income bond portfolios, clients who invest in this product can lose money, including losing a portion of their original investment. The prices of the securities in our portfolios fluctuate. The Firm does not guarantee any particular level of performance. Below is a representative list of the types of risks clients should consider before investing in this product.

- Interest rate risk. Prices of bonds tend to move in the opposite direction to interest rate changes. Typically, a rise in interest rates will negatively affect bond prices. The longer the duration and average maturity of a portfolio, the greater the likely reaction to interest rate moves.
- Credit (or default) risk. A bond's price will generally fall if the issuer fails to make a scheduled interest or principal payment, if the credit rating of the security is downgraded, or if the perceived creditworthiness of the issuer deteriorates.
- Liquidity risk. Sectors of the bond market can experience a sudden downturn in trading activity. When there is little or no trading activity in a security, it can be difficult to sell the security at or near its perceived value. In such a market, bond prices may fall.
- Call risk. Some bonds give the issuer the option to call or redeem the bond before the maturity date. If an issuer calls a bond when interest rates are declining, the proceeds may have to be reinvested at a lower yield. During periods of market illiquidity or rising rates, prices of callable securities may be subject to increased volatility.
- Prepayment risk. When interest rates fall, the principal of mortgage-backed securities may be prepaid. These prepayments can reduce the portfolio's yield because proceeds may have to be reinvested at a lower yield.
- Extension risk. When interest rates rise or there is a lack of refinancing opportunities, prepayments of mortgage-backed securities or callable bonds may be less than expected. This would lengthen the portfolio's duration and average maturity and increase its sensitivity to rising rates and its potential for price declines.

*Mutual Funds and ETFs*

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to actual NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for index-based ETFs and potentially more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 20,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

#### *Use of Independent Managers*

As stated above, TAG selects certain Independent Managers to manage a portion of its clients' assets. In these situations, TAG continues to conduct ongoing due diligence of such managers, but such recommendations rely to a great extent on the Independent Managers' ability to successfully implement their investment strategies. In addition, TAG does not have the ability to supervise the Independent Managers on a day-to-day basis.

#### *Management through Similarly Managed "Model" Accounts*

As described above, TAG manages certain accounts through the use of similarly managed "model" portfolios, whereby the Firm allocates all or a portion of its clients' assets among various mutual funds and/or securities on a discretionary basis using one or more of its proprietary investment strategies. In managing assets through the use of models, the Firm remains in compliance with the safe harbor provisions of Rule 3a-4 of the Investment Company Act of 1940.

The strategy used to manage a model portfolio may involve an above average portfolio turnover that could negatively impact clients' net after tax gains. While the Firm seeks to ensure that clients' assets are managed in a manner consistent with their individual financial situations and investment objectives, securities transactions effected pursuant to a model investment strategy are usually done without regard to a client's individual tax ramifications. Clients should contact the Firm if they experience a change in their financial situation or if they want to impose reasonable restrictions on the management of their accounts.

The SIPP Brochure includes a discussion of various risks associated with the SIPP, including the risks of investing in ETFs, as well as risks related to the underlying securities in which ETFs invest. In addition, the SIPP Brochure also discusses market/systemic risks, asset allocation/strategy/diversification risks, investment strategy risks, trading/liquidity risks, and large investment risks.

#### *Use of Margin*

While the use of margin borrowing for investments can substantially improve returns, it may also increase overall portfolio risk. Margin transactions are generally effected using capital borrowed from a Financial Institution, which is secured by a client's holdings. Under certain circumstances, a lending Financial Institution may demand an increase in the underlying collateral. If the client is unable to provide the additional collateral, the Financial Institution may liquidate account assets to satisfy the client's outstanding obligations, which could have extremely adverse consequences. In addition, fluctuations in the amount of a client's borrowings and the corresponding interest rates may have a significant effect on the profitability and stability of a client's portfolio.

#### *Currency Risks*

An advisory account that holds investments denominated in currencies other than the currency in which the advisory account is denominated may be adversely affected by the volatility of currency exchange rates.

#### *Interest Rate Risks*

Interest rates may fluctuate significantly, causing price volatility with respect to securities or instruments held by clients.

## **Item 9. Disciplinary Information**

TAG has not been involved in any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of its management.

## **Item 10. Other Financial Industry Activities and Affiliations**

This item requires investment advisers to disclose certain financial industry activities and affiliations.



**Registered Representatives of a Broker-Dealer**

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Certain of the Firm's Supervised Persons are registered representatives of Ameritas and provide clients with securities brokerage services under a separate commission-based arrangement. This arrangement is described at length in Item 5.

**Affiliation with Other Investment Adviser**

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Certain of TAG's Supervised Persons, in their individual capacities, are also investment adviser representatives with Ameritas. This relationship is expected to be temporary while the Firm's investment adviser representatives transition clients from Ameritas to the Firm. While the Firm anticipates that this dual relationship will be temporary, there is a conflict of information during this period of time should the Firm, Ameritas, or Supervised Persons of each recommend the services of each other.

**Licensed Insurance Agents**

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A number of the Firm's Supervised Persons are licensed insurance agents and offer certain insurance products on a fully-disclosed commissionable basis. A conflict of interest exists to the extent that TAG recommends the purchase of insurance products where its Supervised Persons are entitled to insurance commissions or other additional compensation. The Firm has procedures in place to ensure that recommendations made by such Supervised Persons to utilize a Supervised Person for insurance products are in the best interest of that client. Clients should understand that any investments made by the Supervised Persons for insurance products are not receiving advisory services from the Firm. Therefore, the Firm does not have a fiduciary duty over the insurance recommendations.

**Fees from Independent Managers**

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As discussed above, TAG recommends that certain clients authorize the active discretionary management of a portion of their assets by and/or among certain Independent Managers. In certain circumstances the Firm's compensation is included in the advisory fee charged by such Independent Managers. There is a conflict of interest to choose such Independent Managers; however, TAG evaluates Independent Managers objectively and not based on the amount of compensation it may receive from a particular Independent Manager.

## Item 11. Code of Ethics

TAG has adopted a code of ethics in compliance with applicable securities laws (“Code of Ethics”) that sets forth the standards of conduct expected of its Supervised Persons. TAG’s Code of Ethics contains written policies reasonably designed to prevent certain unlawful practices such as the use of material non-public information by the Firm or any of its Supervised Persons and the trading by the same of securities ahead of clients in order to take advantage of pending orders.

The Code of Ethics also requires certain of TAG’s personnel to report their personal securities holdings and transactions and obtain pre-approval of certain investments (*e.g.*, initial public offerings, limited offerings). However, the Firm’s Supervised Persons are permitted to buy or sell securities that it also recommends to clients if done in a fair and equitable manner that is consistent with the Firm’s policies and procedures. This Code of Ethics has been established recognizing that some securities trade in sufficiently broad markets to permit transactions by certain personnel to be completed without any appreciable impact on the markets of such securities. Therefore, under limited circumstances, exceptions may be made to the policies stated below.

When the Firm is engaging in or considering a transaction in any security on behalf of a client, no Supervised Person with access to this information may knowingly effect for themselves or for their immediate family (*i.e.*, spouse, minor children and adults living in the same household) a transaction in that security unless:

- the transaction has been completed;
- the transaction for the Supervised Person is completed as part of a batch trade with clients; or
- a decision has been made not to engage in the transaction for the client.

These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers’ acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by money market funds; and iv) shares issued by other unaffiliated open-end mutual funds.

Clients and prospective clients may contact TAG to request a copy of its Code of Ethics by contacting the Firm at the phone number on the cover page of this brochure.

## Item 12. Brokerage Practices

### Recommendation of Broker-Dealers for Client Transactions

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TAG recommends that clients utilize the custody, brokerage and clearing services of Charles Schwab & Co, Inc. through its Schwab Advisor Services division (“Schwab”) or TD AMERITRADE Institutional, a division of TD AMERITRADE, Inc. (“TD Ameritrade” and together with Schwab “Custodians”) for investment management accounts. TAG participates in the institutional customer program offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member FINRA/SIPC/NFA, an unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers to independent investment advisers services which include custody of securities, trade execution, clearance and settlement of transactions. TAG receives some benefits from TD Ameritrade through its participation in the program. The final decision to custody assets with Custodians is at the discretion of the client, including those accounts under ERISA or IRA rules and regulations, in which case the client is acting as either the plan sponsor or IRA accountholder. TAG is independently owned and operated and not affiliated with Custodians. Custodians provides TAG with access to its institutional trading and custody services, which are typically not available to retail investors.

Factors which TAG considers in recommending Custodians or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. Custodians enable the Firm to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. Custodians have also agreed to reimburse clients for exit fees associated with moving accounts to Custodians. The reimbursement is only available up to a certain amount for all of the Firm’s clients over a twelve month period. Fees are reimbursed on a first-come-first-served basis so that no clients are favored. The commissions and/or transaction fees charged by Custodians may be higher or lower than those charged by other Financial Institutions.

The commissions paid by TAG’s clients to Custodians comply with the Firm’s duty to obtain “best execution.” Clients may pay commissions that are higher than another qualified Financial Institution might charge to effect the same transaction where TAG determines that the commissions are reasonable in relation to the value of the brokerage and research services received. 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 Financial Institution’s services, including among others, the value of research provided, execution capability, commission rates and responsiveness. TAG seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

Consistent with obtaining best execution, brokerage transactions are directed to certain broker-dealers in return for investment research products and/or services which assist TAG in its investment decision-making process. Such research will be used to service all of the Firm’s clients, but brokerage commissions paid by

one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because TAG does not have to produce or pay for the products or services.

TAG periodically and systematically reviews its policies and procedures regarding its recommendation of Financial Institutions in light of its duty to obtain best execution.

### **Software and Support Provided by Financial Institutions**

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TAG receives without cost from Custodians administrative support, computer software, related systems support, as well as other third-party support as further described below (together "Support") which allow TAG to better monitor client accounts maintained at Custodians and otherwise conduct its business. TAG receives the Support without cost because the Firm renders investment management services to clients that maintain assets at Custodians. The Support is not provided in connection with securities transactions of clients (i.e., not "soft dollars"). The Support benefits TAG, but not its clients directly. Clients should be aware that TAG's receipt of economic benefits such as the Support from a broker-dealer creates a conflict of interest since these benefits will influence the Firm's choice of broker-dealer over another that does not furnish similar software, systems support or services. In fulfilling its duties to its clients, TAG endeavors at all times to put the interests of its clients first and has determined that the recommendation of Custodians is in the best interest of clients and satisfies the Firm's duty to seek best execution.

Specifically, TAG receives the following benefits from Custodians: i) receipt of duplicate client confirmations and bundled duplicate statements; ii) access to a trading desk that exclusively services its institutional traders; iii) access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and iv) access to an electronic communication network for client order entry and account information. In addition, the Firm receives funds to be used toward qualifying third-party service providers for research, marketing, compliance, technology and software platforms and services.

These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a certain amount of the advisor's clients' assets are maintained in accounts at Custodians. Custodians' services include brokerage services that are related to the execution of securities transactions, custody, research, including that in the form of advice, analyses and reports, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For client accounts maintained in its custody, Custodians generally does not charge separately for custody services but is compensated by account holders through commissions or other transaction-related or asset-based fees for securities trades that are executed through Custodians or that settle into Custodians accounts.

Custodians also makes available to the Firm other products and services that benefit the Firm but may not benefit its clients' accounts. These benefits may include national, regional or Firm specific educational events organized and/or sponsored by Custodians. Other potential benefits may include occasional business entertainment of personnel of TAG by Custodians personnel, including meals, invitations to sporting events, including golf tournaments, and other forms of entertainment, some of which may accompany educational opportunities. Other of these products and services assist TAG in managing and administering clients' accounts. These include software and other technology (and related technological training) that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of the Firm's fees from its clients' accounts, and assist with back-office training and support functions, recordkeeping and client reporting. Many of these services generally may be used to service all or some substantial number of the Firm's accounts, including accounts not maintained at Custodians. Custodians also makes available to TAG other services intended to help the Firm manage and further develop its business enterprise. These services may include professional compliance, legal and business consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, employee benefits providers, human capital consultants, insurance and marketing. In addition, Custodians may make available, arrange and/or pay vendors for these types of services rendered to the Firm by independent third parties. Custodians may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to the Firm. While, as a fiduciary, TAG endeavors to act in its clients' best interests, the Firm's recommendation that clients maintain their assets in accounts at Custodians may be based in part on the benefits received and not solely on the nature, cost or quality of custody and brokerage services provided by Custodians, which creates a potential conflict of interest.

There is no direct link between TAG's participation in TD Ameritrade's institutional customer program and the investment advice it gives to its clients, although TAG receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. Additionally, TAG may receive the following benefits from TD Ameritrade through its registered investment adviser division: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively services its Registered Investment Adviser participants; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and access to an electronic communication network for client order entry and account information. The Firm also has the ability deduct advisory fees directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to the Firm by third party vendors. TD Ameritrade may fund business consulting and professional services received by TAG's related persons.

Some of the products and services made available by Custodians may benefit TAG but not its client. These products or services may assist TAG in managing and administering client accounts, including accounts not maintained at Custodians. Other services made available by Custodians are intended to help TAG manage and further develop its business enterprise. The benefits received by TAG's participation in the program do not depend on the amount of brokerage transactions directed to Custodians.

### **Brokerage for Client Referrals**

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TAG does not consider, in selecting or recommending broker-dealers, whether the Firm receives client referrals from the Financial Institutions or other third party.

### **Directed Brokerage**

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The client may direct TAG in writing to use a particular Financial Institution to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that Financial Institution and the Firm will not seek better execution services or prices from other Financial Institutions or be able to "batch" client transactions for execution through other Financial Institutions with orders for other accounts managed by TAG (as described above). As a result, the client may pay higher commissions or other transaction costs, greater spreads or may receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, TAG may decline a client's request to direct brokerage if, in the Firm's sole discretion, such directed brokerage arrangements would result in additional operational difficulties or violate restrictions imposed by other broker-dealers (as further discussed below).

### **Commissions or Sales Charges for Recommendations of Securities**

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As discussed above, certain Supervised Persons in their respective individual capacities are registered representatives of Ameritas. These Supervised Persons are subject to FINRA Rule 3280 which restricts registered representatives from conducting securities transactions away from their broker-dealer unless the registered representatives give prior notice of such transactions to Ameritas and, in most circumstances, Ameritas provides written consent. Therefore, clients are advised that certain Supervised Persons are restricted to conducting securities transactions through Ameritas if they have not secured written consent from Ameritas to execute securities transactions through a different broker-dealer. Absent such written consent or separation from Ameritas, these Supervised Persons are generally prohibited from executing securities transactions through any broker-dealer other than Ameritas under its internal supervisory policies. The Firm is cognizant of its duty to obtain best execution and has implemented policies and procedures reasonably designed in such pursuit.

### Trade Aggregation

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Transactions for each client will be effected independently, unless TAG decides to purchase or sell the same securities for several clients at approximately the same time. TAG may (but is not obligated to) combine or “batch” such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among the Firm’s clients differences in prices and commissions or other transaction costs that might not have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and allocated among TAG’s clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that the Firm determines to aggregate client orders for the purchase or sale of securities, including securities in which TAG’s Supervised Persons may invest, the Firm does so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. TAG does not receive any additional compensation or remuneration as a result of the aggregation.

In the event that the Firm determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account’s assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a de minimis allocation in one or more accounts, the Firm may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

## Item 13. Review of Accounts

### Account Reviews

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TAG monitors client portfolios on a continuous and ongoing basis and regular account reviews are conducted on at least an annual basis. Such reviews are conducted by the Firm through supervisory and compliance technology to provide ongoing oversight of client accounts. In addition, Firm principals in each respective office will periodically review client accounts. All investment advisory clients are

encouraged to discuss their needs, goals and objectives with TAG and to keep the Firm informed of any changes thereto.

### **Account Statements and Reports**

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Clients are provided with transaction confirmation notices and regular summary account statements directly from the Financial Institutions where their assets are custodied. From time-to-time or as otherwise requested, clients may also receive written or electronic reports from TAG and/or an outside service provider, which contain certain account and/or market-related information, such as an inventory of account holdings or account performance. Clients should compare the account statements they receive from their custodian with any documents or reports they receive from TAG or an outside service provider.

## **Item 14. Client Referrals and Other Compensation**

In the event a client is introduced to TAG by either an unaffiliated or an affiliated solicitor, the Firm may pay that solicitor a referral fee in accordance with applicable laws. Unless otherwise disclosed, any such referral fee is paid solely from TAG's investment management fee and does not result in any additional charge to the client. If the client is introduced to the Firm by an unaffiliated solicitor, the client will receive a solicitor's disclosure statement containing the terms and conditions of the solicitation arrangement. Any affiliated solicitor of TAG is required to disclose the nature of his or her relationship to prospective clients at the time of the solicitation and will provide all prospective clients with a copy of the Firm's written brochure(s) at the time of the solicitation.

The Firm receives economic benefits from Custodians. The benefits, conflicts of interest and how they are addressed are discussed above in response to Item 12.

## **Item 15. Custody**

TAG is deemed to have custody of client funds and securities because the Firm is given the ability to debit client accounts for payment of the Firm's fees. As such, client funds and securities are maintained at one or more Financial Institutions that serve as the qualified custodian with respect to such assets. Such qualified custodians will send account statements to clients at least once per calendar quarter that typically detail any transactions in such account for the relevant period.

In addition, as discussed in Item 13, TAG will also send, or otherwise make available, periodic supplemental reports to clients. Clients should carefully review the statements sent directly by the Financial Institutions



and compare them to those received from TAG. Any other custody disclosures can be found in the Firm's Form ADV Part 1.

## **Item 16. Investment Discretion**

TAG is given the authority to exercise discretion on behalf of some clients. TAG is considered to exercise investment discretion over a client's account if it can effect and/or direct transactions in client accounts without first seeking their consent. TAG is given this authority through a power-of-attorney included in the agreement between TAG and the client. Clients may request a limitation on this authority (such as certain securities not to be bought or sold). TAG takes discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold;
- When transactions are made; and
- The Independent Managers to be hired or fired and/or the portfolios managed by those Independent Managers.

## **Item 17. Voting Client Securities**

TAG does not accept the authority to vote a client's securities (i.e., proxies) on their behalf. Clients receive proxies directly from the Financial Institutions where their assets are custodied and may contact the Firm at the contact information on the cover of this brochure with questions about any such issuer solicitations.

## **Item 18. Financial Information**

TAG is not required to disclose any financial information listed in the instructions to Item 18 because:

- The Firm does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance of services rendered;
- The Firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and
- The Firm has not been the subject of a bankruptcy petition at any time during the past ten years.

