



## **TSG ADVICE PARTNERS, LLC**

*a Registered Investment Adviser*

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This brochure provides information about the qualifications and business practices of TSG Advice Partners, LLC (hereinafter “TSG” 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, TSG is required to discuss any material changes that have been made to the brochure since the last amendment on November 20, 2020.

Items 4 and 10 have been amended by removing references to Meghan Mader and John Lovejoy's association with Collaborative Financial Partners LLC.

Item 5 has been amended to disclose that, at TSG's sole discretion, tax preparation services may be included in flat fees charged to Wealth Management clients..

Item 10 was amended by removing references to Meghan Mader's ability to receive commission-based compensation from the sale of insurance products to former Collaborative clients until January 2021. Item 10 was also amended to disclose TSG's tax preparation services.

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## Item 4. Advisory Business

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

TSG filed for registration as an investment adviser in October 2019 and is owned by Isao L. Shoji, Alvin K. Asimah, and Christopher D. Schumacher. As of February 19, 2020, TSG had \$286,915,725 of assets under management; \$244,829,508 of which were managed on a discretionary basis and \$42,086,217 of which were managed on a non-discretionary basis. While this brochure generally describes the business of TSG, 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 TSG’s behalf and are subject to the Firm’s supervision or control.

### Financial Planning and Consulting Services

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TSG offers clients a broad range of financial planning and consulting services, which include any or all of the following functions. The Firm focuses on the six key areas of financial planning as defined by CFP standards:

- Cash Flow Management
- Education Planning
- Retirement Planning
- Retirement Income Planning
- Tax Planning
- Protection Planning
- Estate Planning

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, TSG 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. TSG recommends certain clients engage the Firm for additional related services, its Supervised Persons in their individual capacities as insurance agents 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 TSG or its affiliates to provide (or continue to provide) additional services for compensation, including investment management services. Under a financial planning or consulting engagement, clients retain absolute discretion over all decisions regarding implementation and are under no obligation to act upon any of the recommendations made by TSG. 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 TSG's recommendations and/or services.

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

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

TSG primarily allocates client assets among various exchange-traded funds ("ETFs") in accordance with their stated investment objectives. Where appropriate, the Firm also provides advice about any type of legacy position or other investment held in client portfolios which can include individual debt and equity securities and mutual funds. Clients can engage TSG 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, TSG 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.

TSG 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. TSG 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 TSG 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 TSG 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.

### **Institutional Intelligent Portfolios® Platform**

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For certain Clients, TSG may recommend that all or a portion of a Client's investment portfolio be established through an online investment management program offered by TSG and Charles Schwab & Co., Inc. ("Schwab") Under this service, Clients will engage TSG through an investment management agreement for these advisory services and utilize the Institutional Intelligent Portfolios® ("IIP") offered by Schwab Performance Technologies, a software provider affiliated with Schwab.

IIP is an automated investment engine through which TSG manages the Client's portfolio on an ongoing basis through automatic rebalancing and tax-loss harvesting (if the Client is eligible and elects). TSG will have the discretionary authority to instruct IIP with respect to portfolio construction, asset allocation and other investment decisions, subject to the limitations described herein. IIP will implement the portfolio and will have discretionary authority to trade the exchange-traded funds ("ETFs") in the Client's portfolio, including the purchase and sale of investments and the automatic rebalancing back to targets.

IIP utilizes ETFs, representing various asset classes for the construction of investment portfolios. TSG will work with each Client to select a portfolio to meet the needs of the Client. The Client has limited ability to put restrictions on its accounts. The portfolios cannot contain investments that are not included in the IIP universe of ETFs and cash equivalents.

TSG will delegate limited investment discretion to IIP to implement trading and rebalancing within the parameters of TSG's investment strategies. TSG's investment philosophy is long-term, but we may make such tactical overrides to take advantage of market pricing anomalies or strong market sectors. Client portfolios must maintain a minimum balance of \$5,000 to be eligible for automatic rebalancing. TSG will provide the Client with IIP's current Form ADV Part 2A – Disclosure Brochure (or a brochure that contains all required disclosures). The Advisor shall only earn its fees as described in Item 5 below. For additional information, please see Item 12 – Brokerage Practices.

### **Retirement Plan Consulting Services**

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TSG 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 TSG 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 TSG’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**

TSG offers services on a fee basis, which includes fixed fees, as well as fees based upon assets under management.

#### **Financial Planning and Consulting Fees**

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TSG charges a fixed fee for providing financial planning and consulting services under a stand-alone or wealth management engagement. These fees are negotiable, but range from \$1,800 to \$10,000, depending upon the scope and complexity of the services and the professional rendering the financial planning and/or the consulting services. If the client engages the Firm for additional investment advisory services, TSG may offset all or a portion of its fees for those services based upon the amount paid for the financial planning and/or consulting services. Clients of Meghan Mader who came over from Collaborative will continue to be charged at their existing rate until their agreements are renewed.

The terms and conditions of the financial planning and/or consulting engagement are set forth in the Advisory Agreement and TSG generally require 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. For clients that engage the Firm for ongoing financial planning and/or consulting services, the annual fee is prorated and charged monthly similarly to the investment management fee (as described below). The Firm does not, however, take receipt of \$1,200 or more in prepaid fees in excess of six months in advance of services rendered.

#### **Investment and Wealth Management Fees**

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TSG offers investment management and wealth management services for an annual fee based on the amount

of assets under the Firm's management. The annual fee varies in accordance with the following fee schedule, which was made effective November 13, 2020:

<b>PORTFOLIO VALUE</b>	<b>BASE FEE</b>
Up to \$749,999	1.00%
\$750,000 - \$1,999,999	0.90%
\$2,000,000 - \$3,499,999	0.80%
\$3,500,000 - \$4,999,999	0.70%
\$5,000,000 and above	0.50%

Clients may also elect to be billed on a flat fee basis, typically ranging from \$15,000 to \$150,000 per year, based on the nature and complexity of the client's circumstances. A fee will be determined for each client prior to services being provided. TSG will include tax preparation services (disclosed in Item 10 of this Brochure) for those clients who elect to be billed on a flat fee basis.

The annual fee is prorated and charged monthly, in arrears, based upon the market value of the average daily account balance during that month. For the initial period of an engagement, the fee is calculated on a *pro rata* basis. In the event the advisory agreement is terminated, the fee for the final billing period is prorated through the effective date of the termination and the outstanding or unearned portion of the fee is charged or refunded to the client, as appropriate.

Additionally, for asset management services the Firm provides with respect to certain client holdings (e.g., held-away assets, accommodation accounts, alternative investments, etc.), TSG may 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 TSG 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.

#### **Institutional Intelligent Portfolios® Platform**

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Investment management fees for IIP are paid in arrears at the end of each month, pursuant to the terms of the investment management agreement. These fees are based on the average daily balance of assets under management in the Client's account[s] and are billed at an annual rate of 0.75%.



TSG deducts the IIP investment management fee from the Client's IIP investment account[s] at Schwab, as authorized by the Client as part of the investment management agreement. Schwab does not collect any additional fees as part of this service.

The Client may terminate the account[s] with IIP, at any time, by providing advance written notice to TSG.

### **Retirement Plan Consulting Fees**

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TSG 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 and complexity of the services as well as the professional rendering the services, and can be charged on a fixed or asset-based fee.

### **Fee Discretion**

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TSG 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 and pro bono activities. TSG's employees and their family members can, at TSG's discretion, receive advisory services for no charge.

### **Additional Fees and Expenses**

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In addition to the advisory fees paid to TSG, 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, margin 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.

### **Direct Fee Debit**

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Clients provide TSG 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 TSG. Alternatively, clients may elect to have TSG send a separate invoice for direct payment.

### **Use of Margin**

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TSG can recommend that certain clients utilize margin in the client's investment portfolio or other borrowing. TSG only recommends such borrowing for non-investment needs, such as bridge loans and other financing needs. The Firm's fees are determined based upon the value of the assets being managed gross of any margin or borrowing.

### **Account Additions and Withdrawals**

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Clients can make additions to and withdrawals from their account at any time, subject to TSG'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 TSG, 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. TSG 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.

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

TSG 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**

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

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

### **Methods of Analysis and Investment Strategies**

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TSG utilizes a third party institutional modeling system that provides research on market and economic related data. These models allow the Firm to make decisions on a weekly and monthly basis as data updates daily but is evaluated weekly and monthly.

In tandem with the models, TSG' portfolio manager develops portfolios and manages those portfolios according the modeling data. There are currently six (6) portfolios to pick from that range in risk tolerance from 100% Equity Aggressive to 35% Equity Conservative. At times of recession, these benchmark equity weightings may go to 0%.

TSG primarily utilizes only ETFs in the portfolio because the Firm believes they are generally the lowest cost securities that function much like mutual funds, but are more tax advantageous and lower cost. The Firm does expect to use mutual funds, typically for fixed income, in limited circumstances

### **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 TSG's recommendations and/or investment decisions may depend to a great extent upon 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. TSG does not attempt to predict these changes. Instead, the Firm's investment management is based on accurately assessing data that is currently available and reacting to what is actually happening. All investments are, however, subject to market risk.

#### *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.

#### *ETFs*

An investment in an ETF involves risk, including the loss of principal. 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 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 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 indexed 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.

Options allow investors to buy or sell a security at a contracted “strike” price at or within a specific period of time. Clients may pay or collect a premium for buying or selling an option. Investors transact in options to either hedge (i.e., limit) losses in an attempt to reduce risk or to speculate on the performance of the underlying securities. Options transactions contain a number of inherent risks, including the partial or total loss of principal in the event that the value of the underlying security or index does not increase/decrease to the level of the respective strike price. Holders of options contracts are also subject to default by the option writer which may be unwilling or unable to perform its contractual obligations.

### **Item 9. Disciplinary Information**

TSG 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.

#### **Licensed Insurance Agents**

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A number of the Firm’s Supervised Persons are licensed insurance agents. The status is maintained to provide advice to clients about insurance needs and as a convenience to clients. While these Supervised Persons could be eligible to receive commissions for the sale of certain insurance products, in order to remove the conflict of interest with that relationship, the Firm and the Supervised Persons do not sell insurance or accept commissions or other transaction-based compensation.

## **Tax Preparation Services**

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In addition to the investment advisory services disclosed in Item 4 of this Brochure, TSG offers tax preparation services. TSG will prepare the federal income tax return, and the income tax returns for the states, for Wealth Management clients on a flat fee schedule, as well as, upon request, for other Wealth Management and Financial Planning clients. At TSG's sole discretion, it may also offer such tax preparation services on a stand-alone basis for other clients. This service is entirely separate and distinct from the advisory services described in Item 4 of this Brochure.

Fees for this service are typically separate and distinct from the advisory fees charged by TSG. Fees for this service are available upon request. As noted in Item 5 of this brochure, Wealth Management clients can elect to be billed on a flat fee basis and have tax preparation services included in a single flat fee.

## **Item 11. Code of Ethics**

TSG 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. TSG'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 TSG'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; (iii) shares issued by money market funds; and iv) shares issued by other unaffiliated open-end mutual funds.

Clients and prospective clients may contact TSG to request a copy of its Code of Ethics.

## **Item 12. Brokerage Practices**

### **Recommendation of Broker-Dealers for Client Transactions**

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TSG recommends that clients utilize the custody, brokerage and clearing services of National Financial Services LLC and Fidelity Brokerage Services LLC (together with affiliates, "Fidelity") and Charles Schwab & Co., Inc. (together with affiliates, "Schwab") for investment management accounts. The final decision to custody assets with Fidelity or Schwab 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 account holder. TSG is independently owned and operated and not affiliated with Fidelity or Schwab. Fidelity and Schwab provide TSG with access to its institutional trading and custody services, which are typically not available to retail investors.

Factors which TSG considers in recommending Fidelity, Schwab or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service.

#### **Fidelity**

Fidelity enables the Firm to obtain many mutual funds and ETFs without transaction charges and other securities at nominal transaction charges. Fidelity has also agreed to reimburse clients for exit fees associated with moving accounts to Fidelity. 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 Fidelity may be higher or lower than those charged by other Financial Institutions.

The commissions paid by TSG's clients to Fidelity 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 TSG 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. TSG seeks competitive rates

but may not necessarily obtain the lowest possible commission rates for client transactions.

**Schwab**

Schwab provides the Firm with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisers on an unsolicited basis, at no charge to them while clients' assets are maintained in accounts at Schwab Institutional. These services are not contingent upon the Firm committing to Schwab any specific amount of business (assets in custody or trading commissions). Schwab's brokerage services include the execution of securities transactions, custody, research, 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 TSG client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

**Software and Support Provided by Financial Institutions**

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**Fidelity**

TSG receives without cost from Fidelity administrative support, computer software, related systems support, as well as other third party support as further described below (together "Support") which allow TSG to better monitor client accounts maintained at Fidelity and otherwise conduct its business. TSG receives the Support without cost because the Firm renders investment management services to clients that maintain assets at Fidelity. The Support is not provided in connection with securities transactions of clients (i.e., not "soft dollars"). The Support benefits TSG, but not its clients directly. Clients should be aware that TSG'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, TSG endeavors at all times to put the interests of its clients first and has determined that the recommendation of Fidelity is in the best interest of clients and satisfies the Firm's duty to seek best execution.

Specifically, TSG receives the following benefits from Fidelity: 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.

Fidelity also makes available to the Firm, at no additional charge, certain research and brokerage services, including research services obtained by Fidelity directly from independent research companies, as selected by TSG (within specified parameters). These research and brokerage services are used by the Firm to manage accounts for which it has investment discretion. Without this arrangement, the Firm might be

compelled to purchase the same or similar services at its own expense. In addition, Fidelity has agreed to support the Firm's set-up (including the transition of its staff to the Firm) by providing the Firm with an initial (not ongoing) access to funds to be used toward qualifying third-party service providers for research, marketing, compliance, technology and software platforms and services. The providers of these services are compensated directly by Fidelity and the amount of funds are not based on transactions that the Firm engages in for clients.

### **Schwab**

Schwab Institutional also makes available to TSG other products and services that benefit the Firm but may not directly benefit our clients' accounts. Many of these products and services may be used to service all or some substantial number of TSG client accounts, including accounts not maintained at Schwab.

Schwab's products and services that assist TSG in managing and administering Firm clients' accounts include software and other technology that: (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution; (iii) provide research, pricing and other market data; (iv) facilitate payment of our fees from clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Schwab Institutional also offers other services intended to help TSG manage and further develop its business enterprise. These services may include: (i) compliance, legal and business consulting; (ii) publications and conferences on practice management and business succession; and (iii) access to employee benefits providers, human capital consultants and insurance providers.

Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to the Firm. Schwab Institutional 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 our firm.

In evaluating whether to recommend or require that clients custody their assets at Schwab, TSG may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors the Firm considers and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

### **Brokerage for Client Referrals**

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TSG 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 TSG 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 TSG (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, TSG 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.

### **Trade Errors**

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In the event a trading error occurs in a client account, TSG policy is to restore the account to the position it should have been in had the trading error not occurred. Depending on the circumstances, corrective actions may include canceling the trade and/or reimbursing the account. If a trade error results in a profit, the client will keep the profit.

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

### **Trade Aggregation**

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Transactions for each client will be effected independently, unless TSG decides to purchase or sell the same securities for several clients at approximately the same time. TSG may (but is not obligated to) combine or “batch” such orders according to the custodian broker-dealer they use to obtain best execution, 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 TSG’s clients who use the same custodian broker-dealer 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 TSG’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. TSG does not receive any additional compensation or remuneration as a result of the aggregation. The selection of which broker-dealer custodian will place its trades first will be randomized.

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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TSG monitors client portfolios on a continuous and ongoing basis while regular account reviews are conducted on a weekly or monthly basis. Such reviews are conducted by the Firm's investment manager and a Principal of the Firm. All investment advisory clients are encouraged to discuss their needs, goals and objectives with TSG and to keep the Firm informed of any changes thereto. The Firm contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations and discuss the impact resulting from any changes in the client's financial situation and/or investment objectives.

### **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 TSG 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 TSG or an outside service provider.

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

### **Client Referrals**

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In the event a client is introduced to TSG by either an unaffiliated or an affiliated solicitor, the Firm may pay that solicitor a referral fee in accordance with applicable state securities laws. Unless otherwise disclosed, any such referral fee is paid solely from TSG'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

solicitor is required to provide the client with TSG's written brochure(s) and a copy of a solicitor's disclosure statement containing the terms and conditions of the solicitation arrangement. Any affiliated solicitor of TSG 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.

### **Institutional Intelligent Portfolios® Platform**

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TSG pays Schwab 0.10% annually, based on the average daily balance of assets under management in the Client's accounts[s], for the use of IIP.

### **Other Compensation**

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

## **Item 15. Custody**

TSG 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, TSG 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 TSG. Any other custody disclosures can be found in the Firm's Form ADV Part 1.

The Firm expects to get authority from clients to disburse assets to one or more specified third parties as directed by the client (also called "standing letters of authorization" or "SLOAs"). The Firm will only take this authority where it has implemented the steps enumerated in a no-action letter issued by the Securities and Exchange Commission on February 21, 2017. In summary, the Firm will ensure that: i) the client provided detailed instruction to the qualified custodian regarding the accounts and third-party to be paid; ii) the client authorized the Firm to direct transfers to the third party either on a specified schedule or from time to time; iii) the qualified custodian performs appropriate verification of the instruction, and provides a transfer of funds notice to the client promptly after each transfer; iv) the client has the ability to terminate or change the instruction to the qualified custodian; v) the Firm has no authority or ability to designate or

change the identity of the third party; vi) the Firm maintains records showing that the third party is not a related party or located at the same address as the Firm; and vii) the qualified custodian sends the client an initial notice confirming the instruction and an annual notice reconfirming the instruction.

### **Item 16. Investment Discretion**

TSG is given the authority to exercise discretion on behalf of clients. TSG 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. TSG is given this authority through a power-of-attorney included in the agreement between TSG and the client. Clients may request a limitation on this authority (such as certain securities not to be bought or sold). TSG 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;
- The broker-dealer to be used; and
- The commissions (if any) to be paid.

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

TSG 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**

TSG is not required to disclose any financial information due to the following:

- 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.