



FORM ADV PART 2A: Item 1 - Cover Page

CLARAPHI ADVISORY NETWORK, LLC

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This Brochure provides information about the qualifications and business practices of Claraphi Advisory Network, LLC. If you have any questions about the contents of this Brochure, please contact us at (949) 215-0025. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Claraphi Advisory Network, LLC (“Claraphi”) is an SEC-registered investment adviser. Registration as an investment adviser does not itself imply any level of skill or training. The oral and written communications of an Adviser may assist in your analysis of whether to hire or retain a particular Adviser.

Additional information about Claraphi is available on the SEC’s website at www.adviserinfo.sec.gov. Claraphi’s searchable CRD number is 165868.

Item 2 – Material Changes

Claraphi has updated this Brochure as of the date listed on Item 1 Cover Page, as summarized below and found in more detail under the following Items:

- Item 4: Advisory Business-Addition of new investment advisory services
Co-Fiduciary Investment Management Program;
- Item 5: Fees and Compensation – Fee schedule for Co-Fiduciary Investment Management
Program;
- Item 10: Other Potential Conflict of Interests – Disclosure of loans made by Claraphi to its
investment adviser representative(s)

Item 3 – Table of Contents

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Item 4 - Advisory Business

As used in this Brochure, the words “we”, “our” and “us” refer to Claraphi and the words “you”, “your” and “Client” refer to you as either a client or prospective client of our firm. Claraphi’s advisory services are made available to Clients primarily through individuals associated with Claraphi as investment adviser representatives or “Representatives”.

Claraphi Advisory Network, LLC (“Claraphi”) registered as an investment adviser in 2012. Claraphi provides investment advisory services to individuals, corporations, trusts, and other entities. Claraphi acts as a fiduciary to you, our Clients. This means that we must act in your best interest rather than our own. You will receive account statements directly from a qualified, unaffiliated custodial partners (where your assets are held) no less than quarterly reflecting transactions, balances, and portfolio holdings.

As of January 8, 2021, Pierre Gallant become Chief Executive Officer of Claraphi. Mr. Gallant is the Founder of Claraphi and has served on the Board of Directors for Claraphi’s parent company, Pomegranate Holdings, LLC, since inception.

Claraphi is a wholly owned subsidiary of Pomegranate Holdings, LLC, a Washington limited liability company. Pomegranate Holdings, LLC is principally owned and controlled by Mark Roth and Pierre Gallant. Additional information regarding the ownership of Claraphi and of Pomegranate Holdings, LLC is presented in the Schedules to Claraphi’s Form ADV Part 1 which are available on the SEC’s website at www.adviserinfo.sec.gov. The searchable CRD number for Claraphi is 165868.

For more information about your Representative providing advisory services, you should refer to the Brochure Supplement (also known as Form ADV 2B) for that Representative. The Brochure Supplement is a separate document that is provided by the Representative along with this Brochure before or at the time a Client engages Claraphi. If you did not receive a Brochure Supplement for the Representative, you should contact the Representative or Claraphi at info@claraphi.com.

On June 5, 2020, Claraphi filed its Form CRS (aka Form ADV Part 3). Form CRS is intended to provide retail Clients with additional transparency related to standards of conduct, fees, conflicts of interest and other details about Claraphi and its Representatives.

The Representative may be replaced by Claraphi if he or she is unable to render investment services to the account temporarily or permanently, terminates his or her relationship with Claraphi, is terminated by the Client, or is no longer registered as an investment adviser representative.

Claraphi does not represent, warrant, or imply that the services or methods of analysis used by its Representatives can or will predict future results or insulate Clients from losses due to market conditions. Clients are advised that all fees paid to Claraphi for investment advisory services are separate and distinct from the fees and expenses charged by custodians, variable annuities, ETFs and mutual funds (described in each fund’s prospectus) to their shareholders. Further, transaction charges may apply when purchasing or selling securities.

Claraphi offers advisory services described below to Clients in its various Programs. Under such engagements, Clients authorize Claraphi to purchase and sell securities on a discretionary or non-discretionary basis (depending on the Program) pursuant to an investment objective chosen by the Client. This authority is set out in an advisory agreement between Claraphi, Representative and the Client. We obtain the necessary financial data from our Clients, assist our Clients in determining the suitability of the advisory services and assist in setting the appropriate investment objective.

We provide on-going investment advice and management that is tailored to the individual needs of the Client based on the investment objective chosen by the Client's response to specific questions. Depending on the specific engagement, the types of securities that may be purchased and sold in a Client's account include mutual funds, ETFs, equities, options, fixed income securities, structured notes, interests in partnerships such as real estate, oil and gas, as well as management of variable annuity subaccounts.

Clients generally may impose reasonable restrictions on investing in certain securities or groups of securities. If the Client's instructions are unreasonable or Claraphi believes the instructions are inappropriate for the Client, we will notify the Client that, unless the instructions are modified, we may cancel the Client's advisory agreement. A Client will not be able to provide instructions that prohibit or restrict the investment adviser of an open-end or closed-end mutual fund or exchange-traded funds, with respect to the purchase or sale of specific securities or types of securities within the mutual fund.

The assets managed as part of a customized engagement are held at an unaffiliated, qualified custodian. Execution services are provided by broker-dealer firms/custodians unaffiliated with Claraphi, although in some cases the individual Representative may maintain a registration with a broker-dealer firm also providing execution services to Claraphi Clients. If this applies, details are provided in the Representative's Brochure Supplement.

Following is a description of the firm's advisory services offered:

Representative (Rep) as Manager Program

The Rep as Manager Program is a Program for individual management of accounts held with selected qualified custodians/broker-dealers. Under the Program, a Representative associated with Claraphi will act as portfolio manager. The Program is offered as either a non-discretionary or discretionary service. The minimum initial investment for the Program is \$25,000. The minimum account size requirements may be negotiable depending on the Client household, relationship, type, and size of the account.

Monitoring of Investments

Claraphi offers a Program in which Representatives associated with Claraphi provide asset-monitoring services with respect to variable annuity products, plans such as 401(k)s, 403(b)s, mutual funds, and accounts held at custodians with which Claraphi has no direct relationship. The Representative monitors the investment and reallocation of assets among sub-accounts offered by the insurance company that issues a variable annuity or among investment options in 401(k)s, 403(b)s, mutual funds and other plans or otherwise manages an account held at a custodian in

accordance with a confidential client profile, which includes the Client's investment objectives. Monitoring may be done on a discretionary or non-discretionary basis. If the discretionary service is selected, the Representative will be primarily responsible for making investment decisions with respect to the variable annuity, mutual fund, or other plans, including allocations and reallocations among sub-accounts or investment options. If a non-discretionary service is elected, the Representative will provide investment advice regarding allocations and reallocations among subaccounts or investment options, but the authority to make final investment decisions will remain with the Client.

Unified Managed Account Program

Claraphi offers a Unified Managed Account Program through an agreement with Folio Investments, Inc. and at Kingdom Trust. Both firms are unaffiliated qualified custodians. Pursuant to the Program, a Representative associated with Claraphi provides ongoing investment advice to Clients tailored to the individual needs of the Client. As part of these services, the Representative obtains the necessary financial data from the Client, assists the Client in determining the suitability of the Program, assists the Client in setting an appropriate investment objective and assists the Client in opening an account with Folio Investments, Inc or Kingdom Trust. The Claraphi Representative may have trading discretion to allocate a Client's account among models, as well as to mutual funds and exchange traded funds, and to rebalance the account from time-to-time. Claraphi makes available models of third-party investment advisors, as well as models developed by Claraphi. Under this scenario, Claraphi, through its Representatives, will help the Client select a model portfolio of securities designed by Claraphi personnel or by a select portfolio management firm. This authorization will be set out in the Claraphi Unified Managed Account Agreement. The minimum initial investment for the Program is \$25,000. The minimum account size requirements may be negotiable depending on the Client household, relationship, type, and size of the account.

Financial Planning

Certain Representatives offer financial planning services for a flat fee, or an hourly rate negotiated between the Representative and the Client. The Representative provides personal financial planning tailored to the individual needs of the Client. These services may include, as selected by the Client on the Claraphi Financial Planning Agreement, information and recommendations regarding investment planning, retirement planning, estate needs, business needs, education planning, life and disability insurance needs, long-term care needs and cash flow/budget planning. The Representative may also conduct due diligence and product review of one or more tax mitigation strategies for Clients. However, Clients are urged to seek the advice of a tax professional. The services include information collected from the Client such as financial status, investment objectives, time horizon and tax status, among other data. The Representative delivers to the Client a written financial plan. Claraphi and the Representative will not have any discretionary investment authority when offering financial planning. If the Client elects to engage the Representative, the planning services may include recommendations only as to general types of investment products or securities that may be appropriate for Client to consider. If a financial plan includes recommendations regarding investments, the Client will have the choice of where to implement those recommendations and can use advisors other than Claraphi. You are not obligated to implement any recommendations made by your Representative.

Participation in Wrap Fee Programs

Certain Representatives may also offer asset management services through wrap fee programs we utilize with an unaffiliated qualified custodian(s). A wrap fee program is one in which a Client is charged a specified fee not based directly on transactions in the Client's account for investment advisory services and execution of Client transactions.

Retirement Solutions

Claraphi delivers retirement solutions to plan providers, plan sponsors, and participants through FOLIO, Fidelity, and Mid-Atlantic custodial partners. Pursuant to the Program, Claraphi may recommend third-party administrators or Clients can select their own.

Where Claraphi offers plan participants the option of using our discretionary investment management services, we will enter into a separate agreement with that participant, describing our services and fees for those services. We will also request financial data and other information from the participant that will help us understand their investment objectives and financial goals.

In providing our retirement plan services to plan sponsors and participants, we are deemed to be a fiduciary. We may also agree to serve as investment manager as defined in ERISA Section 3(38); our serving in this capacity requires a separate acknowledgement and agreement between Claraphi and the plan sponsor.

Solicitors

Claraphi uses unaffiliated third parties to market Claraphi's advisory services. These third parties, or solicitors, will refer Clients to Claraphi. Often these solicitors are themselves investment advisers, or representatives of an investment adviser. Claraphi pays solicitors a portion of the management fee that we charge to Clients. Clients are not charged an additional fee when referred to Claraphi by a third party; however, in this instance Claraphi retains less of the fee since it is split with another party. Any Client referred to Claraphi through a solicitor will receive and sign a Solicitor Disclosure Statement which explains our role, the solicitor's role, and the fees charged. Further, the Solicitor must provide Claraphi's Form ADV Part 2, Claraphi's privacy policy, the Representative's Form ADV 2B, and Claraphi's Form CRS.

Solicitors do not provide investment advisory services to Claraphi's Clients, and do not have discretion over or authority to make trades in Clients' accounts. However, solicitors often maintain a customer service role with Clients they refer to Claraphi, including (but not limited to) those times when the solicitor has their own separate advisory agreement with the Client through another investment adviser (not related to Claraphi). Claraphi receives updates from the solicitor regarding Client information, including but not limited to investment objectives, risk tolerance and liquidity needs.

Co-Fiduciary Investment Management Services Program

Claraphi provides investment management services to third party registered investment advisors through a co-fiduciary agreement where Claraphi serves as the investment manager; implementing investment strategies as directed by the third party investment advisor for the

benefit of the advisor's client(s) and providing management and administrative services to the client(s) accounts. The third party investment advisor shall determine the suitability of the services to be provided by Claraphi based on the client's investment goals and objectives and instructs Claraphi to implement the chosen investment strategies. Thereafter, Claraphi monitors the selected investment strategies on an ongoing basis unless and until directed otherwise by the third party investment advisor. The services Claraphi provides under this co-fiduciary program are on a discretionary basis only. Claraphi and the third party investment advisor shall share the advisory fees charged to advisory client(s) that participate in this program.

Assets Under Management

As of December 31, 2020, we managed \$1,070,426,042.73 on a discretionary basis and none on a non-discretionary basis.

Item 5 - Fees and Compensation

Claraphi's maximum annual advisory percentage fee is currently 2% of assets under management. Assets under management ("AUM") may include but is not limited to mutual funds, stocks, ETFs, cash, and alternative investments. Fee details specific to each Program we offer are described in the written agreement signed by the Client. The annual percentage fee is typically lower as the total account value increases. Fees are negotiable depending upon a range of factors including, but not limited to, account size, overall range of services provided, representative working with the account, and geographic location. Under certain circumstances the minimum monthly administrative fee may be waived, and account minimums may be lowered. Similar services may be obtained from other investment advisers for a lesser fee. The specific manner in which fees are charged by Claraphi is established in a Client's written agreement with Claraphi. Unless there is an alternative arrangement negotiated with the Client, Claraphi deducts its fees on a monthly or quarterly basis as of the previous month or quarter (also known as "in arrears") depending on the Program and the Client's election in its agreement with Claraphi. Clients may also elect to be billed directly for fees or to authorize Claraphi to directly debit fees from Client accounts. Accounts initiated or terminated during a calendar month or quarter will be charged a prorated fee.

Clients may incur certain charges imposed by custodians, brokers, third party investment managers and other third parties, such as registered investment product 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. Variable annuities, mutual funds and exchange traded funds also charge internal management fees, which are disclosed in the product/fund's prospectus. Such charges and fees are in addition to Claraphi's fee.

You may request to terminate your written agreement with Claraphi by providing advance written notice. You are responsible for advisory fees up to and including the effective date of termination. Since Claraphi conducts billing in arrears, the advisory fee will be calculated up to the termination date and charged to the account based on the average daily balance of the assets held as of the end of the final billing period.

Item 12 further describes the factors that Claraphi considers in selecting or recommending broker-dealers for individual transactions and determining the reasonableness of their compensation.

Representative (Rep) as Manager Program

The Rep as Manager Program is a Program for individual management of accounts held with a qualified custodian, unaffiliated with Claraphi. Under the Program, a Representative associated with Claraphi will act as portfolio manager. The Program is offered as either a non-discretionary or discretionary service. The minimum initial investment for the Program is \$25,000. The minimum account size requirements may be negotiable depending on the Client household, relationship, type, and size of the account. Rep as Manager Program accounts are charged an AUM fee (as described above). The amount of the advisory fee agreed upon between Claraphi and the Client is negotiated between the Representative and the Client at a rate not to exceed 2% annualized, with the rate included in the Claraphi Representative as Manager Agreement. Representatives are located across the country and negotiate fees directly with Clients.

The amount of the monthly or quarterly advisory fee is based upon the average daily value of the Client's account calculated in arrears. We also charge a monthly administrative fee of up to \$7.25 (or quarterly fee of up to \$21.75). These fee amounts describe a typical range for the monthly or quarterly administrative fee, but this fee is negotiable and often varies from Client to Client. This administrative fee may be completely or partially absorbed by the Representative, which results in a lower overall fee to the Representative. All Claraphi fees are detailed in the advisory agreement signed by the Client.

This Program may be offered as a fee only program via Fidelity's asset-based platform, in which no ticket charges or commissions are charged to the Client's account based on the applicable transaction which is detailed in a separate agreement, or an AUM fee plus ticket charge, as negotiated with the Client.

If the agreement with the Client provides for an AUM fee plus ticket charge, the custodian will collect a ticket charge, which may be a flat fee per transaction or based on the size of the transaction. The advisory fee is calculated by Claraphi and deducted automatically from the account monthly or quarterly in arrears (as negotiated with the Client). Costs and fees arising out of transactions effected by the custodian, including commissions, dealer mark-ups, mark-downs or "spreads," as well as margin interest, offering discounts, IRA fees or fees charged by mutual funds, will also be separately borne by Client. To the extent permitted by law, the custodian may act on an agency or principal basis. The custodian would retain any mark-ups, mark-downs or "spreads" associated with any such transaction in which it acts as principal. See Item 12.

Unified Managed Account Program

Claraphi offers a Unified Managed Account Program through an agreement with Folio Investments, Inc., and Kingdom Trust. Both are qualified unaffiliated custodial partners to Claraphi. Pursuant to the Program, a Representative associated with Claraphi provides ongoing investment advice to Clients tailored to the individual needs of the Client. As part of these services, the Representative obtains the necessary financial data from the Client, assists the Client in determining the suitability of the Program, assists the Client in setting an appropriate investment objective and assists the Client in opening an account with Folio Investments, Inc., or Kingdom Trust. The Claraphi Representative may have trading discretion to allocate a Client's account among *models*, as well as to mutual funds and exchange traded funds, and to rebalance the account.

Claraphi makes available models of third-party investment advisors, as well as models developed by Claraphi. Under this scenario, Claraphi, through its Representatives, will help the Client select a model portfolio of securities designed by a select portfolio management firm, or use models developed by Claraphi. This authorization will be set out in the Claraphi Unified Management Account Agreement. The minimum initial investment for the Program is \$25,000. The minimum account size requirements may be negotiable depending on the Client household, relationship, type, and size of the account. Unified Managed Account Program accounts are charged an AUM fee (as described herein). The amount of the fee is agreed upon between Claraphi and the Client and is negotiated between the Representative and the Client at a rate not to exceed 2% annualized.

The amount of the monthly or quarterly advisory fee is based upon the average value of the assets in the account in arrears, plus a monthly administrative fee of up to \$7.25 or a quarterly administrative fee of up to \$21.75. The advisory fee is calculated by Claraphi and ordinarily deducted automatically from the Client's account monthly or quarterly in arrears, whichever is selected by the Client. For its custodial, execution and reporting services, Folio Investments, Inc. charges 10 basis points annually on all Client assets under management ("AUM") and collects this amount directly from the Client's account on a monthly basis. Folio Investments, Inc. may also receive sales compensation, such as mutual fund commissions or trail commissions on the Client's mutual fund investments in their Folio account. Claraphi does not share in or receive any portion of mutual fund or trail commissions that Folio may receive. Folio Investments, Inc. may receive trail commissions assessed as part of the fund's internal expenses. Fund expenses reduce overall return and are therefore indirectly borne by the Client. Clients should understand this conflict and consider the additional indirect expenses borne as a result of the mutual fund fees when discussing the advisory fee for our management of your investment account.

Co-Fiduciary Investment Management Services Program

Advisory clients who participate in the co-fiduciary investment management program shall pay an advisory fee in an amount set forth in the investment advisory agreement they have executed with the co-fiduciary third-party investment advisor. Clients participating in this program shall also execute Claraphi's co-fiduciary client agreement which authorizes us to deduct from the Client's account, the advisory fee set forth in the co-fiduciary's investment advisory agreement. As noted above in Item 4, Claraphi and the co-fiduciary third-party investment advisor shall share the advisory fees charged to advisory client(s) that participate in this program.

Monitoring of Investments

Claraphi offers a Program pursuant to which Representatives associated with Claraphi provide asset-monitoring services with respect to variable annuity products, plans such as 401(k)s, 403(b)s, mutual funds, and accounts held at custodians with which Claraphi has no direct relationship. The Representative monitors the investment and reallocation of assets among sub-accounts offered by the insurance company that issues a variable annuity or among investment options in 401(k)s, 403(b)s, mutual funds and other plans or otherwise manages an account held at a custodian in accordance with a confidential client profile, which includes the Client's investment objectives. Monitoring may be done on a discretionary or non-discretionary basis. If the discretionary service is selected, the Representative will be primarily responsible for making investment decisions with respect to the variable annuity, mutual fund, or other plans, including allocations and reallocations

among sub-accounts or investment options. If a non-discretionary service is elected, the Representative will provide investment advice regarding allocations and reallocations among subaccounts or investment options, but the investment decisions will remain with the Client.

The amount of the advisory fee agreed upon between Claraphi and the Client is negotiated between the Representative and the Client at a rate not to exceed 1.5% annualized, with the rate included in the Claraphi written agreement. Representatives are located across the country and negotiate fees with Clients.

The amount of the quarterly monitoring fee is based upon the average value of the assets in the account during the prior quarter, plus a quarterly administrative fee of up to \$21.75. Claraphi may also impose an additional \$25.00 per quarter for those account relationships where assets are held away and not reportable through Claraphi's reporting systems. The assets are valued by independent pricing services, whenever available, or obtained in good faith through other customarily acceptable sources and reflected on the Client's statement by the applicable insurance company, mutual fund, or other plans. In unusual instances, an arrangement for a flat fee, or a monthly AUM fee (instead of quarterly) may be negotiated. All transaction costs and other fees charged by an insurance company that issues a variable annuity, mutual fund other plan accounts for plan transactions are in addition to the monitoring fee.

See below for important information on Representatives dually licensed as insurance agents or broker-dealer representatives.

Some insurance companies and mutual funds may charge fees if investments are reallocated among sub-accounts and/or mutual fund family allocations more than a certain number of times during a specified period. The Client's accounts would bear any such fees.

Financial Planning

Certain Representatives offer financial planning services for a flat fee, or an hourly rate negotiated between the Representative and the Client. Some of these Representatives are certified as CERTIFIED FINANCIAL PLANNER™ Professionals. Hourly rates are set by the individual Representative and typically range between \$100 and \$800 per hour. Fees will be explicitly disclosed to and agreed on by the Client prior to a Claraphi Representative providing these services. Claraphi may also provide financial plans for a flat fee that typically ranges between \$2,000 and \$25,000, depending on the complexity of the plan, the expertise of the Representative, and the needs of the Client. Both hourly rates and flat fees are negotiable.

The Representative provides personal financial planning tailored to the individual needs of the Client. These services may include, as selected by the Client in the written agreement, information and recommendations regarding investment planning, retirement planning, estate needs, business needs, education planning, life and disability insurance needs, long-term care needs and cash flow/budget planning. The services take into account information collected from the Client such as financial status, investment objectives and tax status, among other data. The Representative delivers to the Client a written financial plan. Claraphi and the Representative will not have any discretionary investment authority by virtue of offering financial planning. If the Client elects to engage the Representative, the planning services may include recommendations only as to general types of investment products or securities that may be appropriate for Client to consider.

If a financial plan includes recommendations regarding investments, the Client has a choice where to implement those recommendations and can use advisors other than Claraphi.

Compensation Received by Representatives for Transactions Outside of Claraphi

Some Representatives are also licensed as insurance agents. At this time, insurance services are not provided through Claraphi, therefore that business is done outside of the Representative's relationship with Claraphi. However, your Representative may recommend insurance products to help you achieve your financial goals. The Representative's Brochure Supplement (Form ADV Part 2B) provides information about any outside business activities, including being insurance licensed, and the conflicts that may exist with that role. A conflict of interest exists where the Representative is insurance-licensed and receives a commission or trail compensation, in addition to the asset-based fee assessed by Claraphi for advisory services. Clients have the option to purchase insurance products recommended by their Representative through other insurance agents not affiliated with Claraphi.

A Representative associated with Claraphi may also be registered with a securities broker-dealer or commodities trading firm not affiliated with Claraphi, and may render securities or commodities trading services, through that firm under a commission arrangement. As noted above, the Representative's Brochure Supplement (Form ADV Part 2B) discloses any such activities and the conflicts that may exist in that role. It is up to the Client to choose to work with a Representative who may provide such an arrangement.

Dual registration (registered as both an investment advisor representative receiving advisory fees and a registered representative of an unaffiliated broker-dealer firm receiving commissions) presents a conflict of interest and gives a Representative an incentive to recommend investment products based on the compensation received, rather than on a Client's needs. However, if a Client establishes both an advisory account (advised by Claraphi) and a transaction account (through an unaffiliated firm where the Representative functions as broker or trader and could receive transaction-based compensation), the Client and the Representative will establish the types of transactions that will be made in each account. Clients have the option to purchase investment products that Representatives recommend through other broker-dealer firms or commodities trading firms. Clients will sign a Claraphi account agreement indicating the services to be received by the Representative.

Clients may elect to effect transactions through a Claraphi Representative in his/her respective individual association with an unaffiliated broker-dealer firm or commodities trading firm. Those firms may charge commissions to affect these transactions and thereafter, a portion of these commissions may be paid to the Representative in his/her capacity as a registered representative or broker of that firm. A Client who wishes to obtain such services would be required to enter into a separate account agreement directly with that firm. The commissions charged by these broker-dealer firms with which a Representative may be affiliated may be higher or lower than those charged by other broker-dealers or commodities firms and from which Claraphi's Representative does not receive commissions. Clients are under no obligation to utilize or otherwise participate in your Representative's outside business activities.

Dually registered Representatives may receive, through their broker-dealer firm with which they are registered, compensation from the sale of mutual funds, including ongoing 12b-1 fees (trails), as well as commissions from the sale or exchange of variable annuities. In accord with the SEC Share Class Initiative, 12b-1 fees received by an adviser have the potential to reduce a Client's returns and a conflict of interest exists for investing Client funds in a 12b-1 fee-paying share class when a lower-cost share class is available for the same fund.

No sales commission or special compensation is received by Claraphi for the firm's services and recommendations, other than its customary advisory fees. Clients are hereby advised that all fees paid to Claraphi and/or selected sub-advisers for investment advisory services are separate and distinct from the fees and expenses charged to Clients by custodians and mutual funds (described in each fund's prospectus) to their shareholders. Further, transaction charges may apply when purchasing or selling securities. Claraphi does not share in any portion of the fees charged by sub-advisers, nor in brokerage fees/transaction charges imposed by the custodian holding the Client's funds or securities.

Claraphi requires each Representative to disclose his or her broker-dealer firm and insurance affiliations, as well as other conflicts of interest, on the Representative's Form ADV 2B Brochure Supplement. The Form ADV 2B is provided to all Clients at the time they establish an account with Claraphi, and updated Form ADV 2Bs are provided to Clients whenever there is a material change to a Representative's information.

Mark Roth, Claraphi's President, receives an annual salary from Claraphi. If he were to engage in providing Clients with investment advisory services in the future, he would not receive any further economic benefit. See Item 10.

Pierre Gallant, Claraphi's Chief Executive Officer, serves on the firm's Investment Committee. He does not receive any compensation from Claraphi. See Item 10.

Frank Stanley is a Claraphi Representative and serves on the firm's Investment Committee. He does receive a monthly flat fee from Claraphi for conducting due diligence on alternative investment products that may be added to Claraphi's platform. See Item 10.

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

Claraphi does not currently charge any performance-based fees for its investment advisory services.

Item 7 - Types of Clients

Claraphi, through its Representatives provides investment advisory services to the following types of clients, including, but are not limited to individuals, high net worth individuals, trusts, estates, charitable organizations, corporations, or other business entities, and to qualified/pension/profit sharing plans.

All advisory accounts have minimum account size requirements of \$25,000, which may be negotiable, including but not are not limited to Client household, relationship, type, and size of the account.

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

Methods of Analysis

The Representative has access to various research reports and model portfolios to which he or she may refer to in determining investment advice provided to Clients. The Representative chooses his or her own research methods, investment style, and management philosophy. It is important to note that no methodology, investment style, or investment strategy is guaranteed to be successful or profitable or can guarantee a Client against loss. The investment strategies and advice may vary depending upon each Client's specific financial situation. As such, Representatives determine investments and allocations based upon Clients' predefined objectives, risk tolerance, time horizon, financial objectives, financial information, liquidity needs, and other various suitability factors. Clients' restrictions and guidelines may affect the composition of Client portfolios. Claraphi Representatives use a variety of investment analysis techniques to analyze the securities they purchase or sell on behalf of Clients, which may include:

Fundamental Research, which is analysis of industries and companies based on factors such as sales, assets, earning, products and services, markets, and management. Fundamental analysis of economic trends includes interest rates, unemployment, inventories, consumer savings and gross national products(s). The risk of fundamental analysis is that information obtained may be incorrect and the analysis may not provide an accurate estimate of earnings, which may be the basis for a stock's value. If securities prices adjust rapidly to new information, utilizing fundamental analysis may not result in favorable performance.

Charting, which is the graphic tracking of price movements and other trends to determine typical movement. When a trend deviates from its norm, that can be an indicator of an impending upturn or downturn. The risk of market timing based on analysis of charts is that it may not accurately predict future price movements. Current prices of securities may reflect all information known about the security and day-to-day changes in the market prices of securities may follow random patterns and may not be predictable with any reliable degree of accuracy.

Technical Analysis, which involves analysis of stock prices, also takes into account internal market factors that reflect investor psychology. This style of analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly managed or financially unsound company may underperform regardless of market movement.

Cyclical Analysis, which reviews securities in industries that are particularly sensitive to swings in general economic conditions. Economic/business cycles may not be predictable and may have many fluctuations between long-term expansions and contractions. The lengths of economic cycles may be difficult to predict with accuracy and therefore the risk of cyclical analysis is the difficulty in predicting economic trends and consequently the changing value of securities that would be affected by these changing trends.

Asset Allocation, which is an attempt to identify an appropriate ratio of securities and cash suitable to the Client's investment goals and risk tolerance. A risk of asset allocation is that the Client may not participate in sharp increases in a particular security, industry, or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected will no longer be appropriate for the Client's goals.

Claraphi reviews and conducts due diligence on alternative assets, including but not limited to private equity offerings, real estate, oil and gas, and credit instruments. As part of this process, we rely on third party reports when available as well as third party consultants, including a Representative with special expertise to opine on the suitability of such products. This may create a conflict of interest, since this Representative is paid a monthly fee from Claraphi (in addition to advisory fees he receives on investment advice that he provides to his own clientele) to conduct due diligence for Claraphi. This conflict of interest is mitigated as the members of the Investment Committee collectively determine the products that are permissible on Claraphi's platform. Claraphi Representatives may recommend certain alternative investments to individual Clients where there is a reasonable belief the investment is suitable, or it may include alternatives as part of a strategy. Clients are not required to invest in alternative investments.

Claraphi typically collects fees from issuers (occasionally, a Representative may pay a due diligence fee directly to Claraphi for the sole purpose of having a third party due diligence provider perform the necessary due diligence on a particular issuer and to send their report directly to Claraphi) of alternative investments for performing due diligence and/or participating in Claraphi's annual educational and practice management conference. The due diligence fee is usually a flat fee to reimburse the firm for costs it incurs in undertaking a due diligence analysis of an issuer's investment product. In addition, an annual conference fee may be collected by Claraphi from certain product sponsors. This conference fee allows Representatives to attend Claraphi's annual conference without charge and encourages Representatives to educate themselves about various investment products on Claraphi's platform that may be of interest to Clients. Certain Claraphi employees may receive a one-time bonus based on their assistance in the scheduling the annual conference venue, agenda, travel and hotel arrangements, meals, and other similar related annual conference duties. None of these fees are ever calculated as a percentage of Clients' investments. However, the existence of these fees could be viewed as a conflict of interest because of the potential that Claraphi might only recommend issuers who pay these fees. The firm mitigates this potential conflict by having a well-defined investment process and by reviewing the alternative investment issuers and managers chosen and rejected to detect any favoritism and ensure that decisions to approve an alternative investment is made in the best interest of the Client.

Investment Strategies

In the implementation of its analysis, Claraphi Representatives use some or all of the following strategies at any given time:

Long Term Purchases - securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.

Short Term Purchases – securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short-term price fluctuations. Short-term gains in taxable accounts are subject to federal income tax at higher rates than long-term gains. This difference in tax treatment is a disadvantage of short term trades for taxable Clients.

Trading – Representatives may use short-term trades (in general, selling securities within 30 days of purchasing the same securities) when managing your account(s). A Representative may sell a security soon after purchasing it on occasions when they determine that there is a reasonable basis

for the sale, and it is suitable given a Client's stated investment objectives and tolerance for risk. Short-term gains in taxable accounts are subject to federal income tax at higher rates than long-term gains, while losses realized on securities held 30 days or less are generally not tax deductible. These differences in tax treatment are disadvantages of short-term trades for taxable Clients. There is also risk in that high velocity trading creates substantial transactions costs that in aggregate could negatively impact account performance.

Short Sales – securities transactions in which an investor sells securities he or she borrowed in anticipation of a price decline. The investor is then required to return an equal number of shares at some point in the future. A short seller will profit if the stock goes down in price. The risk associated with a short sale is the potential of unlimited loss should the underlying value of the short position increase in value instead of the anticipated decline. Another risk is buy-in risk. Once borrowed, the shares are subject to buy-in at any time, which could force the Client to cover the short position at a disadvantageous time or price. Short sales require the use of margin, which may increase cost and risk. Additional costs include interest on the value of borrowed securities.

Risks also include additional margin calls in response to market fluctuations or at the discretion of the custodian.

Margin Transactions – a securities transaction in which an investor borrows money to purchase a security, in which case the security serves as collateral on the loan. This allows the Client to purchase more stock than they would otherwise be able to, based on the account's available cash, and would allow the Representative to purchase stock without selling other holdings, which is therefore a higher risk strategy. Securities purchased on margin are subject to liquidation, additional margin calls, and interest on the funds borrowed. Should the value of the securities decline, Clients may be forced to deposit additional margin with limited notice, or to liquidate their securities at substantial losses.

Option Purchases and Option Writing – Purchasing a long option gives the buyer the right, but not the obligation, to buy or sell a particular security at a specified price before the expiration date of the option. When an investor writes (or sells) an option, he or she is obligated to deliver to the buyer of the option a specified number of shares (or the calculated money difference) if the buyer exercises the option. Claraphi does not permit uncovered option writing in its Rep as Manager programs. Claraphi may permit covered call option writing. The seller receives a premium in exchange for writing the option. Options are wasting assets and expire at pre-determined dates. Commission charges for options transactions may be higher than the charges assessed for other assets, such as individual equities.

Investing in securities involves risk of loss that Clients should be prepared to bear.

Risk of Loss

Investing in securities and alternative investments involves the risk of loss that Clients should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate Clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication or guarantee of future performance.

Described below are some particular risks associated with some types of investments Claraphi may recommend. Risk is inseparable from return. Every investment involves some degree of risk, and both the degree of risk and the type of risk varies depending on the investment. For example, the risk of loss to principal can be very close to zero in the case of a US Treasury security, or very high for something such as a concentrated exposure to one specific foreign security. On the other hand, purchasing power risk for a US Treasury security may be higher than the purchasing power risk of a higher-yield corporate bond or an equity. An understanding of risk in different forms can help Clients to understand the opportunities, trade-offs and costs involved with different investment approaches. The principal risk of any investment is that despite any comprehensive analysis, the security or instrument will not perform as expected. This can be due to, among other things:

Market Risk: the success of Client's portfolio activities will be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, commodity prices, economic uncertainty, changes in laws, trade barriers, currency fluctuations and controls, and national and international political circumstances. These factors may affect the level of volatility of securities prices and the liquidity of investments in Client portfolios. Such volatility or illiquidity could impair profitability or result in losses;

Equity Risk: investments in equity securities generally involve a high degree of risk. Prices are volatile and market movements are difficult to predict. These price movements may result from factors affecting individual companies or industries. Price changes may be temporary or last for extended periods. In addition to, or in spite of, the impact of movements in the overall stock market, the value of investments may decline if the particular investments within the portfolio do not perform well in the market. Prices of growth stocks may be more sensitive to changes in current or expected earnings than prices of other stocks. Prices of stocks may fall or fail to appreciate regardless of movements in securities markets. A higher turnover rate, or increased trading may result in higher transactions costs and higher taxes in taxable accounts and may also affect the strategies' overall performance;

Management Risk: the strategies utilized by Claraphi may not work in some market conditions; management risk could also influence mutual fund and ETF portfolio management teams;

Fixed Income Risks: investments in fixed income securities represent numerous risks such as credit, interest rate, reinvestment, and prepayment risk, all of which affect their price/value. These risks represent the potential for a large amount of price volatility. In general, securities with longer maturities are more sensitive to price changes. Additionally, the prices of high-yield, fixed income securities fluctuate more than high-quality debt issues. Prices are especially sensitive to developments affecting the company's business and to changes in the ratings assigned by rating agencies. Prices are often closely linked with the company's stock prices. High-yield securities can experience sudden and sharp price swings due to changes in economic conditions, stock market activity, large sales by major investors, default, or other factors. In the event of a default, the investment may suffer a partial or total loss;

Increased Regulations: events during the past several years and adverse financial results have focused attention upon the necessity to maintain adequate risk controls and compliance procedures. These events have led to increased governmental and self-regulatory authority scrutiny of the financial industry. Various national governments have also expressed concern

regarding disruptive effects of speculative trading and the need to regulate the markets in general. Any regulations that restrict the ability to employ, or broker-dealers and counterparties to extend credit or restrict trading activities could adversely impact profit potential;

Market Liquidity Risks: the value of securities held in Client accounts that are traded on exchanges and the risks associated with holding these positions vary in response to events that affect asset markets in general. Market disruptions such as those that occurred in 1987, in September 2001, and more recently the “Flash Crash” in May 2010 (the biggest one-day point decline, 998.5 points, on an intraday basis in Dow Jones Industrial average history) could lead to violent price swings in securities held within Client portfolios and could result in substantial losses;

Small Capitalization Companies: a portion of assets may be invested in smaller and less established companies. Both debt and equity securities of such issuers tend to be more volatile than larger, more established companies. Such volatility could adversely impact Client portfolios;

Large Company Risk: large cap stocks can perform differently from other segments of the equity market or from the equity market as a whole. Large capitalization companies may be less flexible in evolving markets or unable to implement change as quickly as smaller capitalization companies;

Short Sales, Leverage and Derivatives: short sales, leverage and derivatives all represent substantial risks given their inherent heightened risk of loss. Leverage and derivatives imply borrowing capital. When such borrowing is deployed, losses can escalate quickly should investment suffer even small losses. Short sales involve a finite opportunity for appreciation, but a theoretically unlimited risk of loss. Short positions can also be subject to a “short squeeze” that could lead to accelerating losses for those short that particular security;

Leverage Risk: which may increase volatility of the portfolio;

Price and Interest Rate Risk: when interest rates change, the price of a bond is likely to adjust up or down so that its yield, based on the new price, is in line with the new level of interest rates. Interest rate risk is probably the most significant risk facing Clients in fixed income securities because it affects all bonds similarly.

Credit Risk: the market’s perception of the bond issuer’s ability to pay interest and repay principal.

Convertible Arbitrage Risk: if interest rates on the convertible security rise, its value usually falls;

Short Sales Risk: if the value of a security sold short increases prior to the scheduled delivery date, the account must pay more for the security than it has received from the purchaser in the short sale;

Options and Futures Risk: the risk that the counter-party that wrote the option will be unable or unwilling to perform its obligations under the option contract, or the options may become illiquid and difficult to close. Options are a derivative of stocks. An option derives its value from the price of the underlying stock;

Tax Risk: Claraphi may not manage Client accounts with tax consequences in mind; some strategies, including transactions in options and futures contracts, can be subject to special tax rules, which may have adverse tax consequences for the account holder. Clients are urged to consult with a tax professional of their choice.

Exchange Traded Funds (ETFs): ETFs are a type of exchange-traded investment product that must register with the SEC as either an open-end investment company (generally known as “funds”) or a unit investment trust. ETFs have become increasingly popular as investment vehicles for both retail and institutional investors. Like mutual funds, ETFs offer investors a way to pool their money in a fund that makes investments in stocks, bonds, or other assets and, in return, to receive an interest in that investment pool. Unlike mutual funds, ETF shares trade like a stock and are subject to market risk, including the possible loss of principal. The value of the portfolio will fluctuate with the value of the underlying securities. ETFs may trade for less than their net asset value.

Some ETFs may have underlying investment strategy risks similar to directly investing in commodities, bonds, real estate, international markets or currencies, emerging growth companies, or specific sectors. When investing in bonds, as interest rates rise, bond prices will fall. Due to their narrow focus, sector-based investments typically exhibit greater volatility. Special considerations associated with international investing include the risk of currency fluctuations and political and economic events. Investing in emerging markets may involve greater risk and volatility than investing in more developed countries. When investing in real estate companies, property values can fall due to environmental, economic, or other reasons, and changes in interest rates can negatively impact the performance. The risk of loss in trading commodities and futures can be substantial. The high degree of leverage that is often obtainable in commodity trading can work against you as well as for you. You should therefore carefully consider whether trading in ETFs involving these types of investments or strategies is suitable for you in light of your financial condition. Investors should consider any ETF's investment objective, risks, charges, and expenses carefully before investing by referring to the ETF's prospectus for a more detailed discussion of its specific risks and considerations.

Private Placements: these instruments are exempt from registration under federal securities laws, have limited or no transparency as to the underlying investments, and are generally available only to “accredited” or “qualified investors,” who are assumed to be sophisticated purchasers who have little or no need for liquidity from such investments, and are able to withstand the loss of some or all of their investment. Limitations on withdrawal rights and non-tradability of interests create higher liquidity risk and such investments should be viewed as long-term investments. Clients do not have access to public information, and the securities purchased are deemed restricted, are not traded on a secondary market or exchange and the instrument is thus illiquid. Partnership and fee expenses may be a higher percentage of net assets than traditional investment strategies and may include performance or incentive fees. The duration of private fund investments with longer-term securities are more sensitive to interest rates and include the possibility of more volatility than other investments. This is not an exclusive list of potential or actual risks in any particular private placement. Potential investors should review the particular private offering memorandum for more complete risk and strategy information;

Alternative Investment Risk: these investments may be subject to risks including, but not limited to liquidity, credit, derivatives, and commodities risk. Certain alternatives strategies may involve

the risk that a counterparty to a transaction will not perform as promised, which may result in a loss. Alternative strategies may employ leverage, involve extensive short positions and/or focus on narrow segments of the market which may magnify the overall risks and volatility associated with such investments.

Cybersecurity Risk: intentional cybersecurity breaches include unauthorized access to systems, networks, or devices (such as through “hacking” activity); infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow, or otherwise disrupt operations, business processes, or website access or functionality. In addition, unintentional incidents can occur, such as the inadvertent release of confidential information (possibly resulting in a violation of applicable state and federal privacy laws). A cybersecurity breach could result in the loss or theft of Client data or funds, the inability to access electronic systems, loss or theft of proprietary information or corporate data, physical damage to a computer or network system, and costs associated with system repairs. Such incidents could cause Claraphi, an investment fund, manager, issuer, sponsor, or service provider to incur regulatory costs, reputational damage, additional compliance costs or financial loss. Should an incident occur, Claraphi will comport with federal and state law, as applicable.

Extraordinary Events: global terrorist or pandemic activity (as experienced in 2020), Acts of God and the United States’ involvement in military or political conflict may negatively affect general economic fortunes, including sales, profits, and production, and may lead to depressed securities prices and problems with trading facilities and infrastructure;

Non-US Investments: Client funds may be invested in securities (e.g., debt, equity, currencies, derivatives, etc.) of issuers domiciled outside the United States. Such investments expose a portfolio to a number of risks that may not exist in the domestic market alone. Such risks include, among other things, trade balances and imbalances and related economic policies, currency exchange rate fluctuations, imposition of exchange control regulation, withholding taxes, limitations on the removal of funds or other assets, possible nationalization of assets or industries, political difficulties, and political instability in foreign nations;

Potential Concentration: Client portfolios may have highly concentrated positions in issuers engaged in one or a few industries. This increases the risk of loss relative to the market as a whole.

Item 9 - Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary event that would be material to a Client’s evaluation of the adviser or the integrity of the adviser’s management. Claraphi’s Executive Officers, detailed on our ADV Part 1A, have no information to disclose applicable to this Item.

Please refer to the Representative’s Form ADV Part 2B for any disclosures with respect to your Representative.

Item 10 - Other Financial Industry Activities and Affiliations

Broker-Dealer Affiliation

Claraphi is not affiliated with any broker-dealer firm and does not receive brokerage compensation. However, certain Claraphi Representatives may be a registered representative of an unaffiliated broker-dealer firm. As described elsewhere in this Brochure, dually-registered Representatives may receive, through the broker-dealer firm with which they register, transaction-based commissions, and compensation from the sale of mutual funds and variable annuities, including ongoing 12b-1 fees (trails). Dual registration presents a conflict of interest and gives those Representatives an incentive to recommend investment products based on the compensation received, rather than on a Client's needs. However, if a Client establishes both an advisory account (advised by Claraphi) and a brokerage account (through an unaffiliated broker-dealer firm where the Representative functions as broker and could receive transaction-based compensation), the Client and the Representative will establish the types of transactions that will be made in each account. Clients have the option to purchase investment products that Representatives recommend through other broker-dealer firms or not at all; it is the Client's choice.

Natural Futures Association Member Affiliation

Claraphi is not affiliated with any futures or commodities firms and does not receive compensation related to transactions in these products. However, should certain Claraphi Representatives become associated with a National Futures Association ("NFA") firm, including commodity trading advisors, such dual association presents a conflict of interest and gives those Representatives an incentive to recommend investment products based on the compensation received, rather than on a Client's needs. However, if a Client establishes both an advisory account (advised by Claraphi) and a futures or commodities account (through an unaffiliated firm where the Representative could receive transaction-based compensation), the Client and the Representative will establish the types of transactions that will be made in each account. Clients have the option to purchase investment products that Representatives recommend through other financial firms or not at all; it is the Client's choice.

Other Business Products

Claraphi assisted in the development of a product through its unaffiliated third-party service provider, Orion Advisor Services, LLC ("Orion"), that allows its investment adviser representatives to customize certain features to assist in servicing their Clients' needs. The product: (a) can be branded individually for the firm, creating a Client proposal, including asset allocation, possible models and managers; (b) includes a program through which the firm can create its own models; (c) creates new account forms with a methodology to populate and print the forms for Client signature; (d) generates quarterly performance reports; (e) performs billing functions; (f) includes a trading module that supplies trade data conforming to the selected models; (g) performs data retrieval and aggregations; and (h) displays product offerings available through the platform. Orion is an unaffiliated technology provider, and its parent company owns Series B shares in Pomegranate Holdings, LLC. This creates a conflict of interest in that Claraphi utilizes Orion as its CRM system, however no special benefits are afforded. Further, Orion services more than 1,900 advisory firms throughout the United States which are all unaffiliated with Claraphi.

Other Potential Conflicts of Interest

Claraphi may in the future participate in or sponsor other investment vehicles, and service additional advisory accounts or Clients. Claraphi may engage in other businesses, including but not limited to offering additional financial products and services as an outsourced investment management platform. The existence of such present and future multiple investment vehicles and accounts, or other businesses, may create material conflicts of interest, described below.

Claraphi's President and General Counsel, Mark Roth, is a licensed attorney. Additionally, Mr. Roth is a manager of ECC Management, LLC, the sponsor of Luna Azul Development Fund, LLC ("Luna"), and of LA Management, LLC, Luna's entity manager. Luna and its affiliated companies are engaged in developing real estate for the intended benefit of adults with intellectual, developmental, and acquired disabilities. In early 2016, Luna commenced efforts to sell equity interests. That offering formally closed in March 2017 and no current investments are being offered directly by the issuer, though additional sales on the secondary market occurred after March 2017. Representatives of Claraphi may have chosen to recommend Luna as an investment for one or more Client portfolios as deemed suitable. No affiliate, employee, agent, or solicitor of Claraphi received any special compensation as a result of any investment in Luna. As an affiliate of ECC and Luna, Mr. Roth could potentially receive financial benefit by virtue of his relationship with the issuer of this offering. To lessen his influence with Representatives and Claraphi Clients, Mr. Roth did not participate in the analysis or determination of whether Luna was suitable for any particular Client, was not involved in the due diligence assessment of the offering and did not personally solicit any Claraphi advisory Client to invest in Luna. He did participate in certain conference calls with Representatives to answer questions about the investment.

Claraphi's CEO, Pierre Gallant, maintains ownership interests in, and is involved with various entities that may present conflicts of interest. Mr. Gallant is the 100% owner of Pure & Simple, LLC, ("Pure & Simple") a holding company formed for the purpose of managing Mr. Gallant's private investments. As of December 2020, Mr. Gallant is the beneficial owner, including equity held by Pure & Simple, of 34.7% of the ownership of Pomegranate Holdings, LLC's, the holding company that fully owns Claraphi. Given these ownership interests as it relates to Claraphi, Mr. Gallant is entitled to receive a percentage of Claraphi's profit distributions should they occur. Mr. Gallant has chosen to not accept a salary as CEO of Claraphi.

Pure & Simple is also the 100% owner of FortiPhi Financial, LLC, ("FortiPhi Financial") a Washington state registered investment adviser firm. Mr. Gallant is FortiPhi Financial's sole investment adviser representative. FortiPhi Financial provides retirement planning services; analysis of and introductions to third-party unaffiliated investment advisers; investment allocation and monitoring services; and acts a solicitor for third-party unaffiliated investment advisers. FortiPhi Financial has no direct advisory clients and does not directly engage in the management of client assets. Instead, FortiPhi receives referral fees and solicitor compensation from third party investment advisers for its referral and solicitation activities. FortiPhi Financial has a solicitor agreement with Claraphi. For advisory clients FortiPhi Financial refers to us, we pay FortiPhi a portion of the client's advisory fee for that referral.

FortiPhi Financial is also a licensed insurance broker in several states, including Washington state. Mr. Gallant is a licensed insurance agent in the State of Washington through FortiPhi Financial. Mr. Gallant and FortiPhi may receive compensation for insurance products or services. Claraphi Clients are not required to implement insurance recommendations through Mr. Gallant. All insurance business related to Mr. Gallant is not conducted through Claraphi.

These business interests of Mr. Gallant may create a conflict of interest; however, Mr. Gallant has a fiduciary duty to act in the best interest of Claraphi Clients. Other than what is stated above, Mr. Gallant does not receive any further economic benefit.

Frank Stanley is a Claraphi Representative and a Certified Financial Planner™ Professional with his own clientele. In February 2021 he was appointed to Claraphi's Investment Committee and Claraphi pays him a monthly flat fee for conducting due diligence on alternative investment products. This may create a potential conflict of interest since he may be perceived as having a financial incentive to recommend alternative investments to his own clientele while conducting due diligence on behalf of Claraphi. This conflict of interest is mitigated as the members of the Investment Committee collectively determine the alternative investment products that are permissible on Claraphi's platform and Mr. Stanley's clientele are not required to invest in any alternative investment products.

On limited occasions, Claraphi may provide cash loans to Representatives joining the firm to assist in the transition and onboarding process. The specific provisions of these loans may differ for each Representative, but it is generally structured as a term loan with a fixed interest rate and fixed repayment schedule. A portion of the Representative's advisory fees are debited pursuant to the repayment schedule until the loan is repaid. This practice presents a conflict of interest and presents the Representative with an incentive to recommend additional advisory services or advisory products to the Client in order to generate advisory fees to repay the loan obligation and increase the firm's overall revenue. Claraphi and its Representatives address this conflict by providing investment advice and presenting investment recommendations that are in the best interest of the Client in accordance with their respective fiduciary obligations.

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

Claraphi has adopted a Code of Ethics that describes its high standard of business conduct, and fiduciary duty to its Clients. The Code of Ethics includes provisions relating to the confidentiality of Client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts and the reporting of certain gifts and gratuities, and the reporting of personal securities trading activity, and avoidance of other potential conflicts of interest, among other things. All Representatives and employees of Claraphi must acknowledge the terms of the Code of Ethics annually, or as amended. Claraphi's Representatives and persons associated with Claraphi are required to adhere to Claraphi's Code of Ethics and will provide a copy to any Client upon request or you can request it at info@claraphi.com.

As reflected in our October 2020 update, between May and September 2020, a sponsor's fund was recommended to certain accredited investors of Claraphi. Subsequently, Claraphi discovered that the sponsor fund's lender affiliate provided an undisclosed short-term mortgage loan ("Loan") in the amount of approximately \$750,000 to Claraphi's then Chief Executive Officer. The fund

continued to perform as intended; however, Claraphi suspended all future recommendations of the fund pending completion of its review. Subsequently, the fund was removed from the firm's investment platform.

The internal review was completed in December 2020 and on December 2, 2020, Claraphi received confirmation that the Loan had been repaid in the amount of \$803,463.39 on November 25, 2020. Separate from the undisclosed Loan, the internal review revealed unrelated material financial issues involving undisclosed or unapproved compensation, loans, advances, and expense reimbursements taken from Claraphi assets by the then Chief Executive Officer which resulted in his termination. It is important to note that no Clients were financially harmed, as a result of the undisclosed Loan or the financial misconduct of the prior Chief Executive Officer. Claraphi remains financially stable.

As a result, Claraphi's enhanced Code of Ethics policy explicitly prohibits any of its Representatives or Claraphi employees to borrow monies from any Client, fund manager, sponsor, sponsor affiliate or any other entity or individual that has a business relationship with Claraphi without the prior written approval of Claraphi's President or Chief Compliance Officer. This is essential in order to comport with our fiduciary obligation to you.

Subject to satisfying the Code of Ethics and applicable laws, officers, directors, and employees of Claraphi (Representatives) may trade for their own accounts in securities which are recommended to and/or purchased for Claraphi's Clients. The Code of Ethics is designed to ensure that the personal securities transactions, activities, and interests of the Representatives of Claraphi will not interfere with (i) making decisions in the best interest of advisory Clients and (ii) implementing such decisions while, at the same time, allowing Representatives to invest for their own accounts.

Representative personal trading must be consistent with recommendations made to Clients. For example, if the Representative recommends buying a particular security, the Representative cannot sell that security while the buy recommendation is in effect. An exception to this occurs where the Representative has invested his or her assets in specific models that require ongoing rebalancing to retain the model's allocation targets. In this case, the model rebalancing may result in the Representative buying or selling shares to reach the target allocation whereas Client(s) did not trade or made trades on the opposite side of the market to reach their own target allocations.

Representatives will generally trade after Client trades are executed, or Representatives' trades will be aggregated with Client orders and all parties will be allocated shares at the same price. Claraphi does not typically permit a Representative to receive a better price than any of that Representative's Clients if the Representative's orders were entered prior to Client order(s). While it is possible that aggregating Representatives' orders with Client orders could disadvantage the Client (e.g., in cases where the firm is not able to fill the entire order), Claraphi believes that this is unlikely given the volumes and liquidity of securities most often traded for Client portfolios. See Section 12, Block Trades, below, for more information.

Under the Code certain types of securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with the best interest of Claraphi's Clients. In addition, the Code requires pre-clearance of limited offerings and IPO transactions and restricts trading in close proximity to Client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as Clients,

there is a possibility that Representatives might benefit from market activity by a Client in a security held by a Representative. Representative trading is reasonably monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between Claraphi and its Clients.

Claraphi does not purchase securities from or sell securities to its Clients. Claraphi's employees, agents and advisors may also invest personal assets in securities recommended to Claraphi's Clients. Claraphi expects to be recommending securities with sufficiently large public floats and trading volumes such that personal trading by Claraphi's employees, agents and advisors will not adversely impact the prices at which Clients' transactions are accomplished.

Claraphi's Clients or prospective Clients may request a copy of the firm's Code of Ethics by contacting your Representative or at info@claraphi.com or by calling 949-215-0025.

Even though Program contracts and applicable law may permit them, as a matter of policy Claraphi does not generally permit cross transactions or principal trades in its advisory programs. In case-by-case exceptions, cross transactions will be permitted in advisory accounts, but only if they comply with applicable regulations, and Claraphi determines the transactions are in the Client's best interest. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory Client. Claraphi does not have an affiliated broker-dealer and does not otherwise conduct principal trades. A cross transaction is defined as a transaction where Claraphi arranges for one Client to sell a security directly to another Client. The transaction is not executed in the open market.

Where a Representative recommends that one Client purchase a security that another of his or her Clients is selling (or vice versa) (a "cross transaction"), Claraphi will review the terms of the transaction and ensure applicable disclosure is made to both parties. In most cases, one side of the transaction (buy or sell) will be unsolicited. Exceptions require review of the underlying rationale for recommending both a buy and a sale, as well as approval of the Representative's supervisor.

Item 12 - Brokerage Practices

The Custodians and Brokers We Use

As part of its fiduciary duty to Clients, Claraphi endeavors at all times to put the interests of its Clients first. Clients should be aware, however, that the receipt of economic benefits by Claraphi or its related persons in and of itself creates a conflict of interest and may indirectly influence Claraphi's choice of custodian for custody and brokerage services. For a list of custodians we use, please refer to Schedule D of our Form ADV Part 1A which is publicly available on the SEC's website at www.adviserinfo.sec.gov. The searchable CRD number for Claraphi Advisory Network is 165868.

Soft Dollar Arrangements

Although not utilized often, Claraphi has entered into an arrangement with National Financial Services LLC, and Fidelity Brokerage Services LLC (together with all affiliates, "Fidelity") through which Fidelity provides Claraphi with Fidelity's "platform" services. The platform

services include, among others, brokerage, custodial, administrative support, record keeping and related services that are intended to support intermediaries like Claraphi in conducting business and in serving the best interests of their Clients but that may also benefit Claraphi.

Fidelity charges brokerage commissions and transaction fees for effecting certain securities transactions (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Fidelity enables Claraphi to obtain many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges. Fidelity's commission rates are generally considered discounted from customary retail commission rates. However, the commissions and transaction fees charged by Fidelity may be higher or lower than those charged by other custodians and broker-dealers. As part of the arrangement, Fidelity also makes available to Claraphi, at no additional charge to Claraphi, certain research and brokerage services, including research services obtained by Fidelity directly from independent research companies, as selected by Claraphi (within specified parameters). These research and brokerage services are used by Claraphi to manage accounts for which Claraphi has investment discretion. Without this arrangement, Claraphi might be compelled to purchase the same or similar services at its own expense which could be more costly.

As a result of receiving such services for no additional cost, Claraphi may have an incentive to continue to use or expand the use of Fidelity's services. Claraphi examined this potential conflict of interest when it chose to enter into the relationship with Fidelity and has determined that the relationship is in the best interests of Claraphi's Clients and satisfies its Client obligations, including its duty to seek best execution. A Client may pay a commission that is higher than another qualified broker-dealer might charge to affect the same transaction where Claraphi determines in good faith that the commission is 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 broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although Claraphi will seek competitive rates, to the benefit of all Clients, it may not necessarily obtain the lowest possible commission rates for specific Client account transactions. Although the investment research products and services that may be obtained by Claraphi will generally be used to service all of Claraphi's Clients, a brokerage commission paid by a specific Client may be used to pay for research that is not used in managing that specific Client's account. Claraphi and Fidelity are not affiliates.

Block Trades

We may combine multiple orders for shares of the same securities purchased for advisory accounts we manage (this practice is commonly referred to as "block trading"). We will then distribute the shares to participating accounts in a fair and equitable manner. We do this to ensure to the extent possible that our Clients receive optimal execution and consistent results across our Client base. The distribution of the shares purchased is typically proportionate to the size of the account, but it is not based on account performance or the amount or structure of management fees. When Claraphi Representatives combine orders, each participating account pays an average price per share for all transactions and pays a proportionate share of all transaction costs. Accounts owned by Representatives associated with our firm may participate in block trading with your accounts; however, they will not be given preferential treatment. Block trades are not available for Clients electing to direct trades through a custodian or broker with which Claraphi does not have a custodial arrangement.

How Claraphi Selects Brokers/Custodians

Claraphi does not have discretion to select which broker-dealers are used to execute trades. However, Claraphi works with a selected group of custodians/broker-dealers from which its Clients can choose, and Clients who select a particular Program must use particular broker/dealers and custodians. If a Client wishes to use a custodian not recommended by Claraphi, they can do so through the Monitoring Program. Based on the Client's selection, all trades for their accounts are then placed through their selected custodian/broker-dealer. Relationships with the custodian/broker-dealers we recommend may include benefits provided to our firm, including but not limited to market information and administrative services that help our firm manage your account(s). As a condition to doing business with Claraphi, Clients must open an account with custodians with which it has agreements in place, however the Client may direct the opening of a custodial account of its choosing. Each Client will open an account with the applicable custodian/broker dealer by entering into an account agreement directly with them. Not all advisers require Clients to direct brokerage. By directing brokerage, you may be unable to achieve the most favorable execution of Client transactions and this practice could cost Clients more money.

We believe that recommended broker-dealers provide quality execution services for our Clients at competitive prices. In recommending brokers, Claraphi considers and continues to monitor a number of factors, with price not being the sole factor in evaluating best execution. We also consider the quality of the brokerage services provided by recommended broker-dealers, including the value of research provided, the firm's reputation, financial strength, stability, execution capabilities, commission rates, and responsiveness to our Clients and our firm.

Claraphi uses the services of several different custodians. All custodians we recommend are independent from Claraphi. We describe below some of the factors we considered in selecting our three primary custodians.

Fidelity Institutional

The availability to Claraphi of the foregoing products and services is not contingent upon Claraphi's committing to Fidelity Institutional any specific amount of business (assets in custody or trading). Further information may be obtained by contacting your Representative.

Claraphi may recommend that Clients establish brokerage accounts with Fidelity Institutional, an unaffiliated registered broker-dealer, member NYSE/SIPC, among others, to maintain custody of the Client's assets and to effect trades for their accounts. Clients are advised that there may be transaction charges involved when purchasing or selling securities. Additionally, the commission/transaction fees charged by Fidelity Institutional may be higher or lower than those charged by other broker-dealer/custodians. Fidelity Institutional provides Claraphi with access to its institutional trading and operations services, which are typically not available to Fidelity retail Clients and access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to Client accounts). Fidelity Institutional services may include research, brokerage, custody, and access to mutual funds and other investments that are otherwise available only to institutional clients or would require significantly higher minimum initial investments or with no transaction fees. Fidelity Institutional also makes available to Claraphi other products and services that benefit Claraphi but may not benefit its

Clients' accounts. These include technology that provides access to Client account data (such as trade confirmations and account statements) facilitates trade execution, provides research, pricing information and other market data, facilitates payment of Claraphi's fees from its Clients' accounts, and assists with back-office support, recordkeeping, and Client reporting.

National Financial Services LLC and Fidelity Brokerage Services LLC

Claraphi has an arrangement with National Financial Services LLC, and Fidelity Brokerage Services LLC (together with all affiliates, "Fidelity") through which Fidelity provides Claraphi with Fidelity's "platform" services. The platform services include, among others, brokerage, custodial, administrative support, record keeping and related services that are intended to support intermediaries like Claraphi in conducting business and in serving the best interests of their Clients but that may also benefit Claraphi.

As part of the arrangement, Fidelity also makes available to Claraphi, at no additional charge to Claraphi, certain software and marketing services. These software and marketing services are used by Claraphi to manage accounts for which Claraphi has investment discretion. Without this arrangement, Claraphi might be compelled to purchase the same or similar services at its own expense which could be more costly.

As a result of receiving such services for no additional cost, Claraphi may have an incentive to continue to use or expand the use of Fidelity's services. Claraphi examined this potential conflict of interest when it chose to enter into the relationship with Fidelity and has determined that the relationship is in the best interests of Claraphi's Clients and satisfies its Client obligations, including its duty to seek best execution. A Client may pay a commission that is higher than another qualified broker-dealer might charge to affect the same transaction where Claraphi determines in good faith that the commission is 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 broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although Claraphi will seek competitive rates, to the benefit of all Clients, it may not necessarily obtain the lowest possible commission rates for specific Client account transactions.

Folio Investments, Inc.

In the Unified Managed Account Program, execution services are provided through Folio Investments, Inc., member FINRA/SIPC. Folio Investments, Inc. was selected for the Program because it allows fractionalized share trading, which enables smaller accounts to take advantage of models provided through outside management firms. Transactions may also be directed to another broker-dealer if legal execution obligations so require. Costs and fees assessed by other broker-dealer firms are separately borne by the Client.

Claraphi may invest Clients' assets in mutual funds that pay a trail commission or other compensation to Folio Investments, Inc. Claraphi does not share in or receive any portion of mutual fund or trail commissions that Folio may receive. Folio Investments, Inc. may receive trail commissions, assessed as part of the fund's internal expenses. Fund expenses reduce overall return and are therefore indirectly borne by the Client. For its custodial, execution and reporting services, Folio

Investments, Inc. charges 10 basis points annually on all Client assets under management (“AUM”) and collects this amount monthly directly from the Client’s account.

Folio Investments, Inc. and other unaffiliated third parties may pay the costs of sponsorship fees for Claraphi’s annual conference from time to time. Claraphi may have an incentive to recommend Folio Investments, Inc. based on its interest in receiving this benefit instead of our Clients’ interest in receiving most favorable execution. Claraphi reasonably believes that its selection of Folio Investments, Inc as a custodian and broker is in the best interest of our Clients. This is based on the scope, quality and price of Folio Investments Inc.’s services.

Charles Schwab & Co., Inc.

Claraphi may recommend that Clients establish brokerage accounts with the Schwab Advisor Services, a division of Charles Schwab & Co. (“Schwab”), an unaffiliated registered broker-dealer, member FINRA/SIPC, among others, to maintain custody of the Client’s assets and to effect trades for their accounts. Clients are advised that there may be transaction charges involved when purchasing or selling securities. Claraphi does not share in any portion of the brokerage fees/transaction charges imposed by Schwab. Additionally, the commission/transaction fees charged by Schwab may be higher or lower than those charged by other broker-dealer/custodians. Schwab provides Claraphi with access to its institutional trading and operations services, which are typically not available to Schwab retail Clients. Schwab services may include research, brokerage, custody, access to mutual funds and other investments that are otherwise available only to institutional clients or would require significantly higher minimum initial investments. Schwab also makes available to Claraphi other products and services that benefit Claraphi but may not benefit its Clients’ accounts. These include technology that provide access to Client account data, facilitate trade execution, provide research, pricing information and other market data, facilitate payment of Claraphi’s fees from its Clients’ accounts, and assist with back-office support, recordkeeping, and client reporting. Schwab also offers other services intended to help us manage and further develop our business enterprise. These services may include:

- Educational conferences and events;
- Technology, compliance, legal, and business consulting;
- Publications and conferences on practice management and business succession; and
- Access to employee benefits providers, human capital consultants and insurance providers.

Further, Schwab may provide various incentives to Representatives, including marketing provided by vendors paid for by Schwab, and waiver of ticket charges and availability of systems which may be contingent on the quantity of business directed to Schwab. Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party’s fees. Schwab may also provide us with other benefits such as occasional business entertainment of our personnel. For certain Representatives, the availability of the foregoing products and services is not contingent upon Claraphi committing to Schwab any specific amount of business (assets in custody or trading). However, certain Representatives don’t have to pay for Schwab’s services or receive other benefits described above so long as they maintain client assets

at a stated level. The availability of these services from Schwab benefits Claraphi's Representatives because they do not have to produce or purchase them. Any commitment level may give the Representative an incentive to recommend that clients maintain their accounts with Schwab based on the Representative's interest in receiving Schwab's services that benefit their business rather than based on client interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that Claraphi's selection of Schwab as custodian and broker is in the best interests of our Clients. This belief is based on the scope, quality, and price of Schwab's services and not Schwab's services that benefit only Claraphi or its Representatives.

Limitations of Jointly Registered Representatives

Certain Representatives in their respective individual capacities are registered with an unaffiliated broker-dealer firm. These Representatives are subject to FINRA Rules which restrict registered representatives from conducting securities transactions away from their broker-dealer unless those broker-dealer firms provide written consent. Therefore, Clients are advised that certain Representatives may be restricted to conducting securities transactions through the broker-dealer firm with which they are registered unless they first secure written consent from that broker-dealer to execute securities transactions through a different broker-dealer. Absent such written consent or separation, these Representatives may be prohibited from executing securities transactions away from their broker-dealer under their firm's internal supervisory policies. Clients are encouraged to ask their Representative if he/she is associated with a broker-dealer firm.

Item 13 - Review of Accounts

Claraphi's supervisors or a designee are charged with reviewing all new Client account applications for completeness, potential improper addresses, reviewing the customer personal data and determining that the recommendation of the particular advisory service appears to be appropriate for the Client's personal and financial situation, risk tolerance, and investment objectives. The firm's Portfolio Manager or a designee signs off on all new Client applications. A Claraphi supervisor as identified on the Form ADV 2B or a designee conducts periodic reviews of a sample of customer accounts through the firm's internal data management system to detect and prevent irregularities, as well as to ensure portfolios are on target with the Client's objectives, risk tolerance, and liquidity needs.

All Clients are provided account statements of activity and account holdings directly from the asset custodian(s). Statements are provided no less than quarterly. Clients may receive periodic reports or information directly from the fund/alternative investment company. Claraphi may provide Clients with quarterly evaluation reports which will disclose an inventory of account holdings and the performance of the securities in the Client's account in order to assist the Client in determining whether to re-allocate investment of account assets among available securities. Clients are urged to carefully compare any statement provided as a courtesy by Claraphi to official account statements provided by the qualified custodian, and to promptly notify Claraphi of any discrepancy. See Item 15 – Custody, below, for further information.

Item 14 - Client Referrals and Other Compensation

Compensation for Client Referrals

Claraphi has solicitor arrangements wherein compensation is paid to unaffiliated third parties for referrals made to us should the potential referral become a Client. Such compensation may serve as an inducement to refer Clients to Claraphi, and therefore may present a conflict of interest. The general circumstances for such payment are as follows:

Claraphi pays compensation to unaffiliated third parties (solicitors) for referring Clients to Claraphi, as permitted under Rule 206(4)-3 of the Investment Advisers Act of 1940 and under applicable state law. Such arrangements are disclosed in writing to the Client at the time the referral is made. Appropriate disclosures are provided to the Client in any such case in accordance with SEC rules and the solicitor will be compensated by Claraphi according to the specific terms of the compensation arrangement contained in the Claraphi Solicitation Agreement.

Solicitors do not provide investment advisory services to Claraphi's Clients, and do not have discretion over or authority to make trades in Clients' accounts. However, solicitors do maintain a customer service role with Clients they refer to Claraphi, including, but not limited to those times when the solicitor has their own separate advisory agreement with the Client through another investment adviser (not related to Claraphi). Claraphi often receives updates to Client information, including investment objectives, risk tolerance and liquidity needs, via the solicitor.

Introduction to Other Managers

Claraphi has entered into referral agreements with unaffiliated third-party investment advisers whereby Claraphi will introduce Clients to the other managers when Claraphi deems it appropriate considering the requirements of a Client.

These referral arrangements create a conflict of interest for Claraphi because Claraphi may have an incentive to refer Clients to the third-party managers. The Client does not incur a higher fee for such an arrangement. In addition, Client assets being managed by third-party managers are included in the calculation of Claraphi's management fee.

Additional Compensation

Claraphi participates in the Institutional programs of some unaffiliated broker-dealers, such as Schwab and Fidelity Institutional, collectively the "Custodians." While there is no direct link between the investment advice given and participation in the programs, economic benefits are received. These benefits include receipt of duplicate confirmations; access to a trading desk serving adviser participants exclusively; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate share to Client accounts; access to an electronic communication network via the Clearing Agent's web portal for Client order entry and account information; receipt of compliance publications; and access to mutual funds which generally require significantly higher minimum initial investments or are generally available only to institutional clients. To the best of Claraphi's knowledge, the benefits received through participation in the program do not necessarily depend upon the proportion of transactions directed to the respective broker-dealer.

Item 15 – Custody

Claraphi does not serve as a qualified custodian. All Client assets are maintained with a qualified custodian or transfer agent. As described in the “Fees and Compensation” section (Item 5) of this Brochure, Claraphi directly debits advisory fees from Client accounts unless otherwise instructed, which gives Claraphi technical custody. As part of this billing process, the Client’s custodian is advised of the amount of the fee to be deducted from the Client’s account. On at least a quarterly basis, the custodian is required to send to the Client a statement showing all transactions within the account during the reporting period. In no event should a statement provided by Claraphi be relied upon by Clients as a replacement for the statement provided by the qualified custodian. Because the custodian does not calculate the amount of the fee to be deducted, it is important for Clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact Claraphi directly if they believe that there may be an error in their statement, or in the calculation of their advisory fee.

We also have custody when we have signed Standing Letters of Authority (SLOAs) on file for a Client account that allows us to send money to a specified third party without getting written permission from the Client each time. Claraphi is in compliance with the conditions set forth by the SEC relating to SLOAs.

Although we do not generally have custody of Client funds or securities outside of the authority to deduct advisory fees or SLOAs, we currently have a single Representative acting in an outside business role that triggers custody for a few Client accounts. When the Representative has authority to control advisory Client funds and securities through authorization under another role, that gives Claraphi custody as well and we must take extra steps to help protect those Client assets. On an annual basis we engage the services of an independent auditor to perform a surprise audit of those Client accounts where we have been deemed to have custody. That auditor uploads a report to Claraphi’s ADV Part 1, available to the public at www.adviserinfo.sec.gov.

Item 16 - Investment Discretion

Whether Claraphi, its Representatives or third-party managers have investment discretion depends on the Program selected by the Client. Discretionary authority will be explicitly authorized through the completion of a Claraphi written agreement, the Custodian’s trading authorization or limited power of attorney forms, if applicable. The Claraphi written agreement and the Custodian’s Account Application include authorization to Claraphi’s Custodian partners to provide brokerage services related to the advisory services offered. Claraphi will receive discretionary authority from the Client at the outset of an advisory relationship. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular Client account.

Investment guidelines and restrictions must be provided to Claraphi in writing per the Claraphi agreement. Claraphi has discretion over private fund assets (which includes the authority to select a custodian and, if applicable, broker-dealers for the funds), provided in accordance with the terms of the operating agreement as accepted by each investor through its subscription in the fund.

Claraphi's investment strategies are developed and guided by our Investment Committee, which is primarily comprised of Claraphi's senior leadership, including but not limited to Claraphi's Chief Executive Officer, Pierre Gallant, Chief Investment Officer, Stephen Dean, other members of Claraphi's Portfolio Management team, CERTIFIED FINANCIAL PLANNER™ Professional and Representative Frank Stanley, and periodically an unaffiliated group of industry experts. The Investment Committee discusses and manages Claraphi's investment models and custom portfolios with a review of asset class, global investment market behavior, alternative investment products, third party research and other relevant information.

Item 17 - Voting Client Securities

Claraphi does not have authority to vote Client securities. All Client securities are held at the custodian and the Client is responsible for voting all of their own proxies. If Client assets are invested with third party managers, those managers may vote the proxies for Client securities, which will be detailed in the respective Brochure of that manager. Clients should review the information that is provided from third party managers concerning their proxy voting policies.

Item 18 - Financial Information

Claraphi is required in this Item to provide you with certain financial information or disclosures about Claraphi's financial condition. Claraphi does not require or solicit prepayment of more than \$1200 in fees per Client, six or more months in advance. Claraphi has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.

On May 5, 2020, Claraphi received a Payroll Protection Plan (PPP) loan through the Small Business Association (SBA) in conjunction with the relief afforded from the Coronavirus Aid, Relief, and Economic Security (CARES) Act. Claraphi used the PPP funds to continue its payroll to its employees and did not suffer any interruption of service and continues to timely meet its financial obligations.

As of January 13, 2021, Claraphi received written notification from the SBA that the PPP loan received in May 2020 was forgiven. Claraphi continues to timely meet its financial obligations uninterrupted.