



SEC Form ADV - Part 2A

McLaughlin Ryder Investments, Inc.
SEC File No. 801—107125

1421 Prince Street, Suite 200
Alexandria, VA 22314

Phone: 703-684-9222
Email: ccucharale@mclaughlinryder.com
Website: www.mclaughlinryder.com

McLaughlin Ryder Investments, Inc. is an SEC-registered investment adviser.
This registration does not imply any level of skill or training.

March 1, 2021

This disclosure brochure (ADV Part II) provides information about the qualifications and business practices of McLaughlin Ryder Investments, Inc. If you have any questions about the contents of this brochure, please contact us at 703-684-9222 or ccucharale@mclaughlinryder.com.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.

Additional information about McLaughlin Ryder Investments, Inc. is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by using our firm's CRD number: 147529.

Item 2 - Summary of Material Changes

Form ADV 2 is divided into two parts: Part 2A (the "Disclosure Brochure") and Part 2B (the "Brochure Supplement"). The Disclosure Brochure provides information about a variety of topics relating to an Adviser's business practices, conflicts of interest, as well as a Wrap Program Brochure. The Part 2B Brochure Supplement provides information about McLaughlin Ryder's individual Investment Advisers.

McLaughlin Ryder believes that communication and transparency are the foundation of its relationship with clients and will always continually strive to provide you with complete and accurate information. McLaughlin Ryder encourages all current and prospective clients to read this Disclosure Brochure and discuss any questions you may have with your Adviser. And of course, we always welcome your feedback. Our Brochure was last updated August 2020. This section will note any material changes that may have been made since our last printed Brochure.

Material Changes

The material changes from the August 2020 McLaughlin Ryder Investments, Inc. Brochure are:

- From time to time, we and/or our Financial Advisers may hold events for our clients and/or employees. Portions of these events may be subsidized by external vendors, such as mutual fund and insurance companies, in the form of cash or non-cash compensation. Therefore, Financial Advisers may have a financial incentive to recommend the products and services from these external vendors and include their products in the programs we offer.
- Please note we have updated our brochure to include the SEC's Regulation Best Interest consideration and language relating to standards of conduct, including conflicts of interest and disclosure obligations.
- During the 2020 COVID-19 pandemic and time of national crisis, the United States Congress passed the CARES Act, including the Paycheck Protection Program, in an effort to provide economic relief to small firms. McLaughlin Ryder would like to address the Paycheck Protection Program disclosure obligation in this document.

Future Changes

From time to time, McLaughlin Ryder may amend this Disclosure Brochure to reflect changes in our business practices, changes in regulations and routine annual updates as required by the securities regulators. This complete Disclosure Brochure or a Summary of Material Changes shall be provided to you annually or if a material change occurs.

At any time, you may view the current Disclosure and Wrap Fee Brochures online at the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with the Adviser's firm name or by our CRD# 147529. You may also request a copy of the Disclosure and Wrap Fee Brochures at any time, by contacting McLaughlin Ryder at (703) 684-9222.

We will further provide you with a new Brochure or a Summary of Material Changes, free of charge, as necessary.

Item 3 - Table of Contents

Item 2 -	Summary of Material Changes	2
Item 3 -	Table of Contents	3
Item 4 -	Advisory Business	4
Item 5 -	Fees and Compensation	8
Item 6 -	Performance-Based Fees and Side-By-Side Management	11
Item 7 -	Account Requirements and Types of Clients	11
Item 8 -	Methods of Analysis, Investment Strategies and Risk of Loss	11
Item 9 -	Disciplinary Information	13
Item 10 -	Other Financial Industry Activities and Affiliations	13
Item 11 -	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	14
Item 12 -	Brokerage Practices	15
Item 13 -	Review of Accounts	16
Item 14 -	Client Referrals and Other Compensation	16
Item 15 -	Custody	17
Item 16 -	Investment Discretion	17
Item 17 -	Voting Client Securities	17
Item 18 -	Financial Information	18

Firm Information

Founded in September 2009 by Shawn P. McLaughlin as McLaughlin Ryder Advisory Services, LLC (MRAS), MRAS was then merged with McLaughlin Ryder Investments, Inc. (MRI) in January 2016. McLaughlin Ryder Investments, Inc. is a full-service investment advisory and financial planning firm registered with the U.S. Securities and Exchange Commission ("SEC") located at 1421 Prince Street, Alexandria, Virginia 22314. MRI is considered a dually registered firm which means that we operate a full-service broker dealer division as well as an investment advisory division. MRI's current CEO is Shawn P. McLaughlin. MRI is a wholly owned by The McLaughlin Companies, LLC, its parent company.

With the exception of our advisory services for ERISA plans and ERISA plan participants, all of our investment advisory business is processed through our broker dealer division. Investment advisory business of MRI is not processed through any other broker dealer. All clients who wish to enroll in a wrap fee program with MRI are required to establish a brokerage account for this purpose. The wrap fee programs offered by MRI are a combination of proprietary programs and also programs offered through MRI's clearing firm, Pershing LLC, ("PERSHING"). Some programs may include the services of an outside 3rd party investment manager.

What is the difference between an Investment Advisory Firm and a Broker-Dealer?

Broker-dealers play an important role in helping investors organize their finances, accumulate and manage retirement savings, and invest toward other important long-term goals, such as buying a house or funding a child's college education. Broker-dealers offer a wide variety of brokerage (i.e., agency) services and dealer (i.e., principal) services and products to both retail and institutional customers. Specifically, the brokerage services provided to retail customers range from execution-only services to providing personalized investment advice in the form of recommendations of securities transactions or investment strategies involving securities to customers.

Investment advisers play a similarly important, though distinct, role. As described in the Fiduciary Interpretation, investment advisers provide a wide range of services to a large variety of clients, from retail clients with limited assets and investment knowledge and experience to institutional clients with very large portfolios and substantial knowledge, experience, and analytical resources.

As a general matter, broker-dealers and investment advisers have different types of relationships with investors, offer different services, and have different compensation models when providing investment recommendations or investment advisory services to customers. Broker-dealers typically provide transaction-specific recommendations and receive compensation on a transaction-by-transaction basis (such as commissions) ("transaction-based" compensation or model). A broker-dealer's recommendation may include recommending transactions where the broker-dealer is buying securities from or selling securities to retail customers on a principal basis or recommending proprietary products, although it is noteworthy that McLaughlin Ryder carries no proprietary products.

Investment advisers, on the other hand, typically provide ongoing, regular advice and services in the context of broad investment portfolio management and are compensated based on the value of assets under management ("AUM"), a fixed fee or other arrangement ("fee-based" compensation or model). This variety is important because it presents investors with choices regarding the types of relationships they can have, the services they can receive, and how they can pay for those services. It is also common for a firm, like McLaughlin Ryder, to provide both broker-dealer and investment adviser services.

Importantly, regardless of whether a retail investor chooses a broker-dealer or an investment adviser (or both), the retail investor will be entitled to a recommendation (from a broker-dealer) or advice (from an investment adviser) that is in the best interest of the retail investor and that does not place the interests of the firm or the financial professional ahead of the interests of the retail investor.

Types of Advisory Services Offered

Fiduciary Duty and Regulation Best Interest

McLaughlin Ryder provides advisory services to individuals, families, trusts, estates, charitable organizations, businesses and retirement plans (each referred to as a "Client"). McLaughlin Ryder provides individualized services to each Client, which are determined during initial conversations and updated over the course of the relationship as needed or requested by the Client.

McLaughlin Ryder serves as a fiduciary to Clients, as defined under the applicable laws and regulations. As a fiduciary, the Adviser upholds a duty of care, loyalty, fairness and good faith towards each Client and seeks to mitigate potential conflicts of interest. Each investment adviser must always serve the best interest of their client and not subordinate their client's interest to their own. The fiduciary duty follows the contours of the relationship between the adviser and their client, and the adviser and the client may shape that relationship by agreement, provided there is full and fair disclosure and informed consent.

An investment adviser's duty of care includes the: (i) duty to provide advice that is in the best interest of the client; (ii) duty to seek best execution of a client's transactions where the adviser has the responsibility to select broker-dealers to execute client trades; and (iii) duty to provide advice and monitoring over the course of the relationship.

The duty to provide advice that is in the best interest of the client includes a duty to provide advice that is suitable for the client based on a reasonable understanding of the client's financial and investment profile and objectives. The adviser must, at all times, have a reasonable belief that the advice they are providing is in the best interest of the client and seek best execution of a client's transactions where the investment adviser has the responsibility to select broker-dealers to execute client trades and not place its own interest ahead of its client's interests. The adviser also has the duty to provide advice and account monitoring over the course of the relationship.

The duty of loyalty includes the obligation of an investment adviser includes: (i) duty to make full and fair disclosure of all material facts regarding the relationship, including the capacity in which the firm is acting (investment adviser or broker-dealer); (ii) duty to not favor its own interests ahead of its clients; and (iii) duty to identify conflicts and attempt to mitigate or eliminate those conflicts of interest and, in the case where the conflict cannot be eliminated, disclose such conflict of interest to the client.

McLaughlin Ryder's fiduciary commitment is further described in the Adviser's Code of Ethics. For more information regarding the Code of Ethics, please see Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.

Investment Management Services

McLaughlin Ryder works closely with each Client to identify their investment goals and objectives as well as risk tolerance and financial situation in order to create a portfolio strategy. McLaughlin Ryder will then construct a portfolio, consisting of primarily active and passive mutual funds, exchange-traded funds ("ETFs"), individual equity securities, individual fixed income securities and other types of investments, as appropriate to meet the needs of each Client. Evaluation of legacy investments will include a review of portfolio fit, tax situation and other considerations. The Adviser may retain certain legacy investments based on portfolio fit and/or tax considerations.

Each Client will have the opportunity to place reasonable restrictions on the types of investments to be held in their respective portfolio, subject to acceptance by the Adviser. McLaughlin Ryder will construct, implement and monitor the portfolio on either a discretionary or non-discretionary basis with respect to the Client's advisory agreement and investment policy statement. At no time will McLaughlin Ryder accept or maintain custody of a Client's funds or securities. All Client assets will be managed within their designated account[s] at the Custodian, pursuant to the Client investment advisory agreement. Please see Item 12 – Brokerage Practices and Item 15 - Custody

Advisory Services Offered

Financial Planning and/or Portfolio Management

Financial Planning Services are at the core of the Client relationship with McLaughlin Ryder. Financial planning is an evaluation of a Client's current and future financial state by using currently known variables to predict future cash flows, asset values and withdrawal plans while also understanding personal values, goals and objectives. Through the financial planning process, all questions, information and analysis are considered as they impact and are impacted by the entire financial and life situation of the Client.

McLaughlin Ryder will provide financial planning and consulting services to Clients pursuant to a Financial Planning Agreement. Services are offered in several areas depending on the Client's goals and objectives. Generally, such financial planning services will involve a written report which provides the Client with a detailed financial plan to assist the Client in achieving his or her financial goals and objectives. This planning or consulting may encompass one or more areas of need, including but not limited to, financial position, risk tolerances, capital appreciation objectives, income and liquidity requirements, tax considerations, employee benefits, investment analysis, insurance analysis, retirement analysis, death and disability considerations, investment horizon, and estate planning.

McLaughlin Ryder will then construct a portfolio, consisting of primarily of

- active and passive mutual funds,
- exchange-traded funds ("ETFs"),
- individual equity securities,
- individual fixed income securities
- Certificates of Deposit and
- other types of investments, as appropriate to meet the needs of each Client.

Evaluation of legacy investments will include a review of portfolio fit, tax situation and other considerations. The Adviser may retain certain legacy investments based on portfolio fit and/or tax considerations.

McLaughlin Ryder serves as a fiduciary to Clients, as defined under the applicable laws and regulations. As a fiduciary, the Adviser upholds a duty of loyalty, fairness and good faith towards each Client and seeks to mitigate potential conflicts of interest. MRI's fiduciary commitment is further described in the Adviser's Code of Ethics. For more information

regarding the Code of Ethics, please see Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.

Financial planning and consulting recommendations pose a conflict between the interests of the Adviser and the interests of the Client. For example, the Adviser has an incentive to recommend that Clients engage the Adviser for investment management services or to increase the level of investment assets with the Adviser, as it would increase the amount of advisory fees paid to the Adviser. Implementation of financial planning recommendations is entirely at the Client's discretion. If the Client elects to act on any of the recommendations made by the Adviser, the Client is under no obligation to implement the transaction through the Adviser. McLaughlin Ryder will work with Clients to implement recommendations and referrals to other professionals may be made where appropriate to meet the Client's needs.

Retirement Plan Advisory Services

MRI provides advisory services to retirement plans subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), including participant-directed defined contribution plans, such as 401(k) plans, and defined benefit plans ("ERISA Plan Clients"). Each ERISA Plan Client is required to enter into an advisory agreement with MRI (the "Advisory Agreement") describing the services that MRI will perform for the ERISA plan and its participants.

MRI provides both ERISA fiduciary services and non-fiduciary services to ERISA Plan Clients. MRI's fiduciary services include providing ERISA Plan Clients with investment advice about asset classes and investments, assisting in the selection of investments, assisting in the development of an investment policy statement, and monitoring investment performance.

MRI also provides investment advice to participants of ERISA participant-directed plans. These plan-level and participant-level investment advisory services are provided on a nondiscretionary basis and the ERISA Plan Client and plan participant (in the case of participant-level advice) retain and exercise final decision-making authority and responsibility for the implementation (or rejection) of MRI's recommendations.

MRI's non-fiduciary services include educating the ERISA Plan Client as to its fiduciary responsibilities, assisting the ERISA Plan Client in monitoring, selecting and supervising service vendors and in the case of participant-directed plans, assisting in group enrollment meetings and educating plan participants about general investment principles and the investment alternatives under the plan.

McLaughlin Ryder typically provides the following Plan Fiduciary Services pursuant to the scope and terms of McLaughlin Ryder's agreement with each Plan Sponsor:

- Vendor Analysis
- Plan Participant Enrollment and Education Tracking
- Investment Policy Statement ("IPS") Design and Monitoring
- Investment Management Services (ERISA 3(38))
- Investment Oversight Services (ERISA 3(21))
- Performance Reporting
- ERISA 404(c) Assistance
- Qualified Default Investment Alternative Designation

McLaughlin Ryder may also provide communication and education services to the Plan and the Plan Participants, pursuant to the terms of the retirement plan advisory agreement. Services may include:

- Assist with Plan Participant enrollment
- Plan Participant Investment Education
- Periodic on-site visits with Plan Sponsor for account updates and reviews
- Periodic Plan Participant Education Advice (may require separate engagement y the Plan Participant)

These services are provided by McLaughlin Ryder serving in the capacity as a fiduciary under the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). In accordance with ERISA Section 408(b)(2), the Plan Sponsor is provided with a written description of McLaughlin Ryder's fiduciary status, the specific services to be rendered and all direct and indirect compensation the Adviser reasonably expects under the engagement.

For a more detailed description of MRI's services, the ERISA Plan Client should refer to the Advisory Agreement.

Wrap Fee Programs

MRI offers several different wrap fee programs, some internal and others through PERSHING. A wrap fee program is an investment account where you are charged a single, bundled, or "wrap" fee for investment advice, brokerage services, administrative expenses, and other fees and expenses. While wrap fee programs may be called different names—such as asset allocation program, asset management program, investment management program, or separately managed account—the defining feature is that a wrap fee program offers bundled investment management and brokerage services for one fee. Our financial planning services practices are provided to our clients on an hourly, monthly, quarterly, annual

or flat fee basis for the services we provide. This is different than the wrap fee programs that we provide in which the client is charged a monthly or quarterly fee for the ongoing monitoring and management of their investment advisory account. Please refer to our Wrap Fee Brochure for additional information regarding the different wrap fee programs that MRI has to offer.

Wrap fee programs can be either **Discretionary or Non-Discretionary**. A Discretionary investment advisory account is an account where buy and sell decisions are made by a portfolio manager or your Financial Adviser for your account. The term "discretionary" refers to the fact that investment decisions are made at the portfolio manager's or Financial Adviser's discretion. A Non-Discretionary investment advisory account is an account where buy and sell decisions are made by the client. This means that the client must direct all transactions to be completed on an account. The Financial Adviser or portfolio manager does not have the ability to complete transactions without first getting permission from the client.

We offer a number of wrap fee advisory programs that are designed to help you meet your investment objectives and goals. They include 3rd Party Management Programs, Financial Adviser Directed Programs and Non-Discretionary Client Directed Advisory Programs, as well as Discretionary Advisory Programs which are described in the Wrap Fee brochure. Please refer to our Wrap Fee Brochure for additional information regarding the different wrap fee programs that MRI has to offer.

How Services are Tailored to Fit Client Needs

MRI's investment policy process is centered on the client. We work with our clients to understand their financial circumstances and goals. Creation of the Investment Policy Statement (IPS) is our first step. The IPS serves as the governing document for all investment decision making. This document lays out the overall investment goals for the portfolio. Specifically, it focuses on translating client goals into a set of investment objectives. These objectives involve risk tolerance from both a willingness and ability to accept financial risk as well as return objectives.

In addition, the IPS provides a framework for MRI to discuss with our client the processes we will utilize for monitoring, reviewing and rebalancing their account. The IPS helps us work with the client to establish:

- How performance will be measured for the account.
- Benchmarks and the frequency of reporting the client would like to see.
- A plan for when and how often the client would like to meet with us to discuss their account.

Clients may stipulate if they would like to restrict us from purchasing certain products or securities in their account. We will comply with any reasonable instructions and/or restrictions you give us when making recommendations for your account. Reasonable instructions generally include the designation of particular mutual fund/securities or types of mutual funds/securities that should not be purchased for the account.

If your restrictions are unreasonable or if we believe that the restrictions are inappropriate, we will notify you that, unless they are modified, we may remove your account from the program. You will not be able to provide instructions that prohibit or restrict the investment adviser of a security with respect to the purchase or sale of specific securities or types of securities within the security itself.

Client Account Management

Prior to engaging McLaughlin Ryder to provide investment advisory services, each Client is required to enter into one or more agreements with the Adviser that define the terms, conditions, authority and responsibilities of the Adviser and the Client. These services may include:

- Establishing an Investment Strategy – McLaughlin Ryder, in connection with the Client, will develop a strategy that seeks to achieve the Client's goals and objectives.
- Portfolio Construction – McLaughlin Ryder will develop a portfolio for the Client that is intended to meet the stated goals and objectives of the Client.
- Investment Management and Supervision – McLaughlin Ryder will provide investment management and ongoing oversight of the Client's investment portfolio. McLaughlin Ryder will review Client portfolios at least annually.
- Financial Planning – McLaughlin Ryder provides initial and ongoing planning services, to assist Clients in meeting the financial goals.

Management of Client Assets

MRI investment advisory accounts are managed on either a discretionary or non-discretionary basis, determined at the time the account is opened based on our client's written authorization or in the case of ERISA Plan Clients, at the time the Advisory Agreement is executed. As of March 1, 2021, MRI had the following client assets under management (AUM):

- \$275,348,994

Item 5 - Fees and Compensation

The following paragraphs detail the fee structure and compensation methodology for services provided by the Adviser. Each Client engaging the Adviser for services described herein shall be required to enter into one or more written agreements with the Adviser. Also, no matter what structure of compensation a firm receives for managing customer's assets, conflicts of interest are inevitable. MRI attempts to avoid, mitigate or eliminate these conflicts whenever possible and, if not feasible, we disclose these conflicts to our customers. The primary means we have of disclosing these conflicts of interest to our customers is through this brochure which is updated not less than annually.

Fees for Advisory Services

Investment Management Services (Wrap Programs)

MRI is an investment-based adviser. We offer our clients several different wrap fee programs that contain different investment options as well as different fee structures. The fees for the wrap fee programs are annualized, based on a percentage of the dollar value of the assets under management in the account. All securities held in accounts managed by McLaughlin Ryder will be independently valued by the Custodian. McLaughlin Ryder will not have the authority or responsibility to value portfolio securities.

Fees are based on several factors including the scope and complexity of the services to be provided, the level of assets to be managed and the overall relationship with the Adviser. All wrap fee programs, and their various fees are stipulated separately in our Wrap Fee Brochure. Some of our wrap fees are negotiable. Our Wrap Fee Brochure details the various fees associated with each program and whether the fees are negotiable or not for each specific program. For additional information regarding fees and compensation for the different wrap fee programs that MRI offers, please refer to our Wrap Fee Brochure.

Clients should be aware that if they elect to have a margin debit balance on their account, it will not reduce the market value of the eligible assets. The use of margin is not suitable for all investors, since it increases leverage in the client's account and therefore it's a risk. Please review the margin disclosure statement and general account agreement & disclosure document from PERSHING for more details on risks of margin use.

Fee Billing – Investment Management Services (Wrap Programs)

Investment advisory fees are calculated by the Adviser or its delegate and deducted from the Client's account[s] at the Custodian. The Adviser shall send the equivalent of an invoice to the Custodian indicating the amount of the fees to be deducted from the Client's account[s] following the end of each calendar quarter. The amount due is calculated by applying the quarterly rate (annual rate divided by 4) to the total assets under management with McLaughlin Ryder at the end each quarter, payable in advance. The advisory fees may be householded for billing purposes.

Clients will be provided with a statement, at least quarterly, from the Custodian reflecting deduction of the investment advisory fee. It is the responsibility of the Client to verify the accuracy of these fees as listed on the Custodian's brokerage statement as the Custodian does not assume this responsibility. Clients provide written authorization permitting advisory fees to be deducted by McLaughlin Ryder to be paid directly from their account[s] held by the Custodian as part of the Investment Advisory Agreement and separate account forms provided by the Custodian.

Advance Payment of Fees and Termination - Investment Management Services

McLaughlin Ryder is compensated for its services at the beginning of the quarter in which investment advisory services are rendered. Either party may terminate the investment advisory agreement, at any time, by providing advance written notice to the other party. The Client may also terminate the investment advisory agreement within five (5) business days of signing the Adviser's agreement at no cost to the Client. After the five-day period, the Client will incur charges for bona fide advisory services rendered to the point of termination and such fees will be due and payable by the Client. Upon termination of any account, any prepaid, unearned fees will be promptly refunded. In calculating a client's reimbursement of fees, McLaughlin Ryder will pro rate the reimbursement according to the number of days remaining in the billing cycle.

Financial Planning Services

McLaughlin Ryder may include financial planning services as part of the overall investment advisory fee or it may be offered separately. Project-based engagements may be offered at an hourly rate ranging from \$150 to \$350 per hour based on the experience of the Adviser rendering services and/or the complexity of the services provided. Fixed fee projects are based on the expected duration to complete the engagement deliverable[s] at the Adviser's hourly rate. Our Financial Planning fees are calculated on a fixed fee basis, typically ranging from \$500 to \$2,500, based on the nature and complexity of the services to be provided. Fees may be negotiable based on the nature and complexity of the services to be provided and the overall relationship with the Adviser.

The Adviser may also engage for ongoing planning services payable in advance of each quarter, based on the Client's anniversary date. An estimate for total hours and/or costs will be provided prior to engaging for these services. Financial planning fees are invoiced to the client based on the amount pre-determined on the MRI Fee Schedule. Invoicing for

fees can be calculated on an hourly, monthly, quarterly, annual or flat fee rate. The fee can be invoiced directly to the client at the time the services are rendered.

Fee Billing – Financial Planning

Hourly planning engagement planning fees are paid monthly in arrears. Project-based financial planning fees may include an initial payment up front and any fees due will be invoiced by the Adviser upon completion of the agreed upon deliverable[s]. Ongoing retainer engagements are billed quarterly in advance.

Advance Payment of Fees and Termination - Financial Planning Services

McLaughlin Ryder is compensated for its services based on the type of planning engagement entered into by the Client. Either party may terminate the financial planning agreement by providing advance written notice to the other party. The Client may also terminate the financial planning agreement within five (5) business days of signing the Adviser's agreement at no cost to the Client. After the five-day period, the Client will incur charges for bona fide advisory services rendered to the point of termination and such fees will be due and payable by the Client. Upon termination, Clients engaging in hourly planning services and Project Based planning services shall be billed for the percentage of the engagement scope completed by the Adviser. Project Based and Ongoing planning Clients shall be reimbursed for any unearned, prepaid fees promptly.

Financial Planning Fee Offset

McLaughlin Ryder reserves the discretion to reduce or waive the hourly fee and/or the minimum fixed fee if a financial planning client chooses to engage us for our investment advisory Portfolio Management Services.

Compensation for Purchases and/or Sales of Securities

McLaughlin Ryder is a dually registered investment adviser and broker-dealer and, as such, buys and/or sells securities and receives compensation for securities transactions ***in financial planning-only client accounts*** (not advisory wrap program clients or advisory retirement clients), in addition to the financial planning fees noted above.

Certain Advisory Persons are also licensed as broker-dealer registered representatives with McLaughlin Ryder. As a registered representative, he/she will earn commission-based compensation for purchasing or selling securities through our broker-dealer ***on financial planning-only client accounts*** (not advisory wrap program clients or advisory retirement account clients), which are held at our broker-dealer. Brokerage transaction commissions earned by a dually registered investment adviser/registered representative are separate and in addition to McLaughlin Ryder's financial planning fees. This practice presents a conflict of interest because a person providing investment advice during the financial planning process has an incentive to recommend securities transactions to Clients for the purpose of generating commissions rather than solely based on Client needs. However, this conflict is mitigated because clients are under no obligation, contractually or otherwise, to purchase securities through any person affiliated with the Adviser. Please see Item 10 – Other Financial Industry Activities and Affiliations.

Retirement Plan Advisory Services **Advisory Services for ERISA Plans**

Advisory services for ERISA Plan Clients are provided in exchange for a fee. The fee may be a fixed or an asset-based fee and may vary from client to client, based upon the complexity of the plan, the plan's objectives, and the services to be provided. In the case of asset-based fees, plan asset value is based upon the market value of included plan assets as reported by the plan custodian or record-keeper. Included plan assets are the plan assets for which MRI provides services as described in the Advisory Agreement. Fees may be billed in advance or in arrears and are calculated either monthly, quarterly or semi-annually as agreed to by the ERISA Plan Client under the Advisory Agreement. The fee amount, method of calculation, timing of payment, and whether it is to be paid in arrears or in advance, are also described in the Advisory Agreement.

For advisory services for ERISA Plans, the ERISA Plan is obligated to pay MRI's fee. As agreed, to under the Advisory Agreement between MRI and the ERISA Plan Client, the ERISA Plan Client may authorize the Plan custodian to automatically deduct the fee from the Plan or the ERISA Plan sponsor may choose to pay the fee.

MRI is a fiduciary under ERISA with respect to the investment advisory services described in the Advisory Agreement between MRI and the ERISA Plan Client. As such, MRI is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include, among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, MRI may only charge fees for investment advice about products for which MRI and/or its affiliates do not receive any commission, 12b-1 fees or other compensation, or conversely, if such compensation is received by MRI and/or its affiliates, MRI will offset such amounts against MRI's stated fee. Where MRI offsets such compensation amounts against its stated fee, MRI will disclose to the ERISA Plan Client the amount of such compensation, the services rendered for such compensation, the payer of such compensation and a description of the arrangement with the payer in accordance with the requirements of ERISA Regulation Section 2550.408b-2(c).

For advisory services provided to ERISA Plan Clients, either MRI or the ERISA Plan Client can terminate the Advisory Agreement at any time, without penalty, by sending the other party 30 days prior written notice. Both parties remain responsible for any transactions initiated before the agreement was terminated. If the ERISA Plan Client is billed in

arrears, MRI will deliver a final billing statement prorated for the number of days in the fee period prior to the effective date of termination. If the ERISA Plan Client is billed in advance, MRI will pro-rate the fee based upon the number of days in the fee period prior to the effective date of the termination and refund to the ERISA Plan Client any unearned fee.

Fee Billing - Retirement Plan Advisory Services

Fees may be directly invoiced to the Plan Sponsor or deducted from the account of each Plan Participant, depending on the terms of the retirement plan advisory agreement, typically in advance however this may vary by Plan Sponsor.

Advance Payment of Fees and Termination - Retirement Plan Advisory Services

McLaughlin Ryder is compensated for its retirement plan advisory services in advance of the quarter in which services are rendered or in arrears at the end of the quarter, as agreed upon in the investment advisory agreement. Either party may request to terminate the retirement plan advisory agreement, at any time, by providing advance written notice to the other party. The Client shall be responsible for advisory fees up to and including the effective date of termination. Upon termination, McLaughlin Ryder will promptly refund any unearned, prepaid fees to the Client.

Other Fees and Expenses

In addition to MRI's Financial Planning fees, clients will also incur standard commission charges for any transactions that they complete for any type of security purchased and sold. Financial planning services are for accounts held in a standard brokerage account with MRI as the broker dealer of record. Some clients require only financial planning services from MRI and do not complete transactions at MRI. Instead, they take the information that has been represented and complete transactions of their own at another vendor/firm. It is important to know that any costs associated with transactions that a client completes at another vendor/firm are in addition to any financial planning fees they have paid to MRI. In addition, if they hold mutual funds in their brokerage account, they will incur normal expenses imposed by the mutual funds held in the account (expense ratios are listed in each fund's prospectus). Some mutual funds impose fees if they are sold prior to their short-term holding periods. Short term trading fees are detailed in each mutual fund's prospectus. If financial planning clients enter into an advisory agreement with their adviser they will not pay brokerage commissions on transactions effected for their advisory account/s and will instead pay the appropriate MRI advisory fee (in addition to third-party clearing and/or vendor (mutual fund) normal expenses/fees).

Mutual Funds Information

In addition to MRI's investment advisory fees, clients will also incur, if they hold mutual funds within the investment advisory account, normal expenses and advisory fees imposed by the mutual funds held in the account (expense ratios are listed in each fund's annual report). Some mutual funds impose fees if they are sold prior to their short-term holding periods. Short term trading fees are detailed in each mutual fund's prospectus. These fees and expenses will generally be used to pay management fees for the funds, other fund expenses, account administration (e.g., custody, brokerage and account reporting), and a possible distribution fee. A Client may be able to invest in these products directly, without the services of McLaughlin Ryder, but would not receive the services provided by McLaughlin Ryder which are designed, among other things, to assist the Client in determining which products or services are most appropriate for each Client's financial situation and objectives. Accordingly, the Client should review both the fees charged by the fund[s] and the fees charged by McLaughlin Ryder to fully understand the total fees to be paid. Please refer to Item 12 – Brokerage Practices for additional information.

Depending on the type of shares held by clients, the applicable fund or other investment company and/or its affiliates will make certain payments to MRI in connection with the clients' investments in the product. We strive to invest client assets in share classes that do not pay MRI additional compensation for distribution and related services (e.g., 12b-1 fees). For example, we have access to various mutual fund companies pursuant to which we have access to "advisory class" and/or "institutional class" shares of the funds (i.e., those share classes that do not pay a 12b-1 fee), and we are typically able to convert non-advisory share classes (i.e., those with a 12b-1 fee) held in client accounts into the desired share classes. Notwithstanding the foregoing, certain mutual funds may not offer advisory share classes or certain client accounts may not be eligible for that share class. ***In such cases, any 12b-1 payment received by MRI will be rebated to the respective advisory client account.***

The additional compensation associated 12b-1 fees presents a conflict between the interests of clients on the one hand and those of MRI on the other. The additional compensation, if MRI were retaining it which we are not, would provide an incentive to MRI, in exercising discretion or making recommendations for your account, to choose or recommend investments that result in higher compensation to our firm. In these circumstances, it is our duty to determine that an investment made in your account or recommended to you that results in such additional compensation is in your best interest based up on the information you have provided us.

Third-party Custodian / Pershing Information

Clients may also incur brokerage and/or other transaction costs from our custodian. These costs include but are not limited to handling fees, wire transaction fees, and check writing expenses. For more information regarding the costs that are charged to a client from PERSHING, please refer to the new account opening disclosure documents sent to the client directly from PERSHING. As financial planning services are performed for brokerage accounts, clients are subject to additional 12b-1 fees, commissions and mark-ups for the transactions completed in these types of accounts. MRI

has a revenue sharing agreement on file with PERSHING, our custodian, regarding fees collected from margin interest, Pershing's NTF mutual fund platform, cash balances/sweep accounts, handling, and other miscellaneous fees.

This arrangement gives rise to a conflict of interest because MRI has an incentive to steer client assets to the Pershing money market sweep funds that generate such revenue, rather than to products or custodians that do not generate such revenue. Clients should understand that the receipt of these distribution fees will result in higher compensation to MRI and will cause clients investing in these money market funds to incur higher ongoing costs and lower performance compared to other lower-cost cash sweep products that are made available by Pershing or by other custodians. Notwithstanding this conflict, MRI does not believe that this arrangement interferes with its provision of advice to clients because of its practices and controls. The Firm periodically reviews the fees it has negotiated with Pershing against the services it receives. Also, MRI periodically samples client accounts to ensure investment activity, including any uninvested cash balances or allocation to cash, is consistent with their stated needs, objectives and financial situation.

MRI's NTF revenue-sharing agreement with Pershing, and the existence of various fund share classes with lower internal expenses that MRI may not make available for purchase in its managed accounts, present a conflict of interest between clients and MRI or its advisers. A conflict of interest exists because MRI and your adviser have a greater incentive to make available, recommend, or make investment decisions regarding investments that provide additional compensation to MRI that cost clients more than other available share classes in the same fund that cost you less. For those funds where Pershing assesses transaction charges to MRI, a conflict of interest exists because MRI has a financial incentive to recommend or select NTF funds that do not assess transaction charges but cost you more in internal expenses than funds that do assess transaction charges but cost you less in internal expenses.

MRI maintains relationships with certain mutual funds sponsors that provide additional benefits to MRI as part of those relationships. Benefits include, but are not limited to, due-diligence trips whereby the sponsor will cover travel and entertainment expenses for MRI associates; and client events whereby the sponsor will pay all or a portion of the expenses associated with such events. These relationships do not impact the fees and expenses generally associated with client investments; however, they do present a conflict of interest for MRI because this provides an additional incentive for MRI to utilize the funds of sponsors that provide ongoing support to MRI.

MRI has implemented a compliance program to monitor its compensation arrangements to review whether client assets are invested in, what we believe, are the best available mutual funds for the strategies we are implementing and monitoring. As always, please see a fund's prospectus for more information about fees.

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

McLaughlin Ryder does not charge performance-based fees for our investment advisory programs. MRI does not have any side-by-side management arrangements.

Item 7 – Account Requirements and Types of Clients

MRI does not have specific account requirements for clients that are looking for financial planning or ERISA services, although MRI's wrap fee programs do have specific requirements. For additional information regarding the account requirements for our wrap fee programs, please refer to our Wrap Fee Program Brochure.

MRI provides investment advice to individuals, high-net worth individuals, families, trusts, estates, charitable organizations and businesses. MRI also provides investment advice to retirement plans subject to ERISA including defined benefit plans, participant-directed defined contribution plans such as 401(k) plans and plan participants.

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

MRI's primary investment strategy is to construct strategically allocated portfolios for our clients based on the specific needs and goals of each client. We first determine a client's appropriate risk level, financial situation, investment goals, tax situation and personal preferences (among other criteria). We then construct investment portfolios considering these objectives. MRI uses a range of investment vehicles in client accounts, including mutual funds, index funds, exchange traded funds and various fixed income investments.

To analyze specific investment opportunities, we use several methods of research. We subscribe to a number of professional investment resources and also use other sources of information including newspapers, magazines, fund company information, third party research, annual reports and prospectuses. Investing in securities involves risk of loss that clients should be prepared to bear. Past performance is not a guarantee of future returns. The methods of analysis, tools and strategies utilized by McLaughlin Ryder may include any of the following:

Charting. In this type of technical analysis, we review charts of market and security activity in an attempt to identify when the market is moving up or down and to predict how long the trend may last and when that trend might reverse.

Fundamental Analysis. Involves evaluating a security using real data such as company revenues, earnings, return on equity, and profit margins to determine underlying value and potential growth. Fundamental analysis may involve interest rate risk, market risk, business risk, and financial risk. Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

Technical Analysis. We analyze past market movements and apply that analysis to the present to recognize recurring patterns of investor behavior and potentially predict future price movement. Technical 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.

Quantitative Analysis. We use mathematical models in an attempt to obtain more accurate measurements of a company's quantifiable data, such as the value of share price or earnings per share and predict changes to that data. A risk in using quantitative analysis is that the models used may be based on assumptions that prove to be incorrect.

Qualitative Analysis. We subjectively evaluate non-quantifiable factors such as quality of management, labor relations, and strength of research and development factors not readily subject to measurement and predict changes to share price based on that data. A risk in using qualitative analysis is that our subjective judgment may prove incorrect.

Modern Portfolio Theory ("MPT"). Assumes investors are risk averse which means when given two assets with the same expected return the investor will choose the less risky one. An investor is only willing to take more risk if the expected return is greater. Therefore, MPT aims to construct a portfolio of investments that has the best possible expected return for the level of risk.

Asset Allocation. Is an investment strategy used to balance risk and return according to a client's investment objective, risk tolerance and investment horizon. It is used to manage portfolio volatility by investment in different asset classes. 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.

Diversification. Is a risk management strategy used to reduce the volatility of a portfolio by investing in different asset classes, different market sectors, and/or different companies.

Mutual Fund and/or ETF Analysis. We look at the experience and track record of the manager of the mutual fund or ETF in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We also look at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in other fund(s) in the client's portfolio. We also monitor the funds or ETFs in an attempt to determine if they are continuing to follow their stated investment strategy.

A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the holding(s) less suitable for the client's portfolio.

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

MRI strives to develop diversified portfolios that significantly reduce risk for our clients. However, the methods we use to research investment opportunities does not eliminate all the risks associated with investing. Even after due diligence using the above strategies and methods, it is possible that we may select investments that will not perform to our satisfaction or may even lose value. Clients should be prepared to bear the risks of loss involved with our strategies and research methods.

Investing in securities involves certain investment risks. Securities may fluctuate in value or lose value. Clients should be prepared to bear the potential risk of loss. McLaughlin Ryder will assist Clients in determining an appropriate strategy based on their tolerance for risk and other factors noted above. However, there is no guarantee that a Client will meet their investment goals. While the methods of analysis help the Adviser in evaluating a potential investment, it does not guarantee that the investment will increase in value. Assets meeting the investment criteria utilized in these methods of analysis may lose value and may have negative investment performance.

Each Client engagement will entail a review of the Client's investment goals, financial situation, time horizon, tolerance for risk and other factors to develop an appropriate strategy for managing a Client's account. Client participation in this process, including full and accurate disclosure of requested information, is essential for the analysis of a Client's account[s]. The Adviser shall rely on the financial and other information provided by the Client or their designees without

the duty or obligation to validate the accuracy and completeness of the provided information. It is the responsibility of the Client to inform the Adviser of any changes in financial condition, goals or other factors that may affect this analysis.

The risks associated with a particular strategy are provided to each Client in advance of investing Client accounts. The Adviser will work with each Client to determine their tolerance for risk as part of the portfolio construction process. Following are some of the risks associated with the Adviser's investment approach:

Market Risks

The value of a Client's holdings may fluctuate in response to events specific to companies or markets, as well as economic, political, or social events in the U.S. and abroad. This risk is linked to the performance of the overall financial markets.

ETF Risks

The performance of ETFs is subject to market risk, including the possible loss of principal. The price of the ETFs will fluctuate with the price of the underlying securities that make up the funds. In addition, ETFs have a trading risk based on the loss of cost efficiency if the ETFs are traded actively and a liquidity risk if the ETFs have a large bid-ask spread and low trading volume. The price of an ETF fluctuates based upon the market movements and may dissociate from the index being tracked by the ETF or the price of the underlying investments. An ETF purchased or sold at one point in the day may have a different price than the same ETF purchased or sold a short time later.

Bond ETFs

Bond ETFs are subject to specific risks, including the following: (1) interest rate risks, i.e. the risk that bond prices will fall if interest rates rise, and vice versa, the risk depends on two things, the bond's time to maturity, and the coupon rate of the bond. (2) reinvestment risk, i.e. the risk that any profit gained must be reinvested at a lower rate than was previously being earned, (3) inflation risk, i.e. the risk that the cost of living and inflation increase at a rate that exceeds the income investment thereby decreasing the investor's rate of return, (4) credit default risk, i.e. the risk associated with purchasing a debt instrument which includes the possibility of the company defaulting on its repayment obligation, (5) rating downgrades, i.e. the risk associated with a rating agency's downgrade of the company's rating which impacts the investor's confidence in the company's ability to repay its debt and (6) Liquidity Risks, i.e. the risk that a bond may not be sold as quickly as there is no readily available market for the bond.

Mutual Fund Risks

The performance of mutual funds is subject to market risk, including the possible loss of principal. The price of the mutual funds will fluctuate with the value of the underlying securities that make up the funds. The price of a mutual fund is typically set daily therefore a mutual fund purchased at one point in the day will typically have the same price as a mutual fund purchased later that same day.

Past performance is not a guarantee of future returns. Investing in securities and other investments involve a risk of loss that each Client should understand and be willing to bear. Clients are reminded to discuss these risks with the Adviser.

Item 9 - Disciplinary Information

There are no legal, regulatory or disciplinary events involving McLaughlin Ryder or any of its Supervised Persons. McLaughlin Ryder values the trust Clients place in the Adviser. MRS Advisers encourages Clients to perform the requisite due diligence on any adviser or service provider the Client engages. The backgrounds of your Adviser and its Advisory Persons are available on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with the Adviser's firm name or, in the case of MRI, our CRD #147529.

For more information on broker-dealer related disciplinary event you may visit:

<https://brokercheck.finra.org/firm/summary/147529>

Our investment advisory disciplinary history is available by going to:

<https://adviserinfo.sec.gov/firm/summary/147529>

Item 10 - Other Financial Industry Activities and Affiliations

MRI is a dually registered firm which means that we are both an Investment Adviser as well as a Broker-Dealer. All of our Financial Advisers, management persons and several support staff are registered representatives of MRI's broker-dealer business.

None of MRI management persons, Financial Advisers or employees are registered, associated with, or have an application pending to register, as a futures commission merchant, commodity pool operator or a commodity trading adviser.

MRI's status as a broker-dealer is material to its advisory business. Except for ERISA plan clients, plan participants and pure financial planning clients, all securities transactions for advisory clients resulting from advisory recommendations made by MRI, are affected through MRI in its broker-dealer capacity. This includes all securities transactions effected for advisory clients investing through one of the wrap fee programs offered by MRI. This creates a material conflict of interest as it is possible that the Firm could receive compensation from the same client in both its advisory and broker-dealer capacity. MRI addresses this conflict by disclosing our dual registration status to our clients and not requiring that our brokerage clients purchase advisory services from MRI. Moreover, MRI advisory clients who are required to open brokerage accounts with MRI, are not charged commissions or brokerage-related transaction charges by MRI.

MRI does not recommend or select other investment advisers for our clients for which MRI receives payment from those advisers. However as described in Item 4 of this Brochure and our Wrap Program Brochure, some of the wrap programs we recommend to clients are those offered by investment advisers affiliated with our clearing firm, PERSHING. For those programs, a portion of the advisory fee paid by our clients is paid to these other investment advisers.

Common Control and Ownership of a Mutual Fund. McLaughlin Ryder Investments, Inc. is under common control (and ownership of Shawn P. McLaughlin) with Union Street Partners, LLC, an investment company registered under the Investment Company Act of 1940. Union Street Partners, LLC owns and acts as sole investment adviser to the Union Street Value Fund.

For additional information, the Fund Prospectus and Statement of Additional Information are available on-line at www.morningstar.com using the ticker symbol USPVX. Prospective investors should review these documents carefully before making any investment in the Mutual Fund.

Clients should be aware that the receipt of additional compensation by McLaughlin Ryder Investments, Inc. and its management persons or employees creates a conflict of interest that may impair the objectivity of our firm and these individuals when making advisory recommendations. McLaughlin Ryder Investments, Inc. endeavors at all times to put the interest of its clients first as part of our fiduciary duty as a registered investment adviser; we take the following steps to address this conflict:

- we disclose to clients the existence of all material conflicts of interest, including the potential for our firm and our employees to earn compensation from advisory clients in addition to our firm's advisory fees;
- we disclose to clients that they are not obligated to purchase recommended investment products from our employees or affiliated companies;
- we collect, maintain and document accurate, complete and relevant client background information, including the client's financial goals, objectives and risk tolerance;
- our firm's management conducts regular reviews of each client account to verify that all recommendations made to a client are suitable to the client's needs and circumstances;
- we require that our employees seek prior approval of any outside employment activity so that we may ensure that any conflicts of interests in such activities are properly addressed;
- we periodically monitor these outside employment activities to verify that any conflicts of interest continue to be properly addressed by our firm; and
- we educate our employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to clients.

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

MRI has adopted a Code of Ethics pursuant to Rule 204A-1 of the Advisers Act. The Code applies to all persons associated with McLaughlin Ryder and lays out the general ethical guidelines and specific instructions regarding the Adviser's duties to the Client that all employees of the firm must adhere to. McLaughlin Ryder Investments, Inc. and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code. MRI employees are required to certify that they have read, understand and will comply with our Code of Ethics. A copy of MRI's Code of Ethics will be provided to any client or prospective client upon request.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. McLaughlin Ryder Investments, Inc.'s Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity. McLaughlin Ryder Investments, Inc. and individuals associated with our firm are prohibited from engaging in principal transactions.

Personal Trading with Material Interest

McLaughlin Ryder allows Supervised Persons to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients. McLaughlin Ryder does not act as principal in any transactions. In addition, the Adviser

does not act as the general partner of a fund or advise an investment company. McLaughlin Ryder does not have a material interest in any securities traded in Client accounts.

Personal Trading in Same Securities as Clients

McLaughlin Ryder allows Supervised Persons to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients. Owning the same securities that are recommended (purchase or sell) to Clients presents a conflict of interest that, as fiduciaries, must be disclosed to Clients and mitigated through policies and procedures. As noted above, the Adviser has adopted the Code to address insider trading (material non-public information controls); gifts and entertainment; outside business activities and personal securities reporting. When trading for personal accounts, Supervised Persons have a conflict of interest if trading in the same securities. The fiduciary duty to act in the best interest of its Clients can be violated if personal trades are made with more advantageous terms than Client trades, or by trading based on material non-public information. This risk is mitigated by McLaughlin Ryder requiring reporting of personal securities trades by its Supervised Persons for review by the Chief Compliance Officer ("CCO") or delegate. The Adviser has also adopted written policies and procedures to detect the misuse of material, non-public information.

Personal Trading at Same Time as Client

While McLaughlin Ryder allows Supervised Persons to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients, such trades are typically aggregated with Client orders or are required to be traded afterward. At no time will McLaughlin Ryder, or any Supervised Person of McLaughlin Ryder, transact in any security to the detriment of any Client.

This does not create a conflict of interest with, specifically, mutual fund transactions since all orders are traded for the same closing NAV price on the day of trade execution. All parties will receive the same execution pricing on these transactions. Employees and members of the employee's household may desire to trade in the same securities that the firm is trading for our clients. For more information regarding how MRI minimizes or eliminates the possibility of a conflict of interest with recommendations, buys or sells of other securities (such as ETF's, equities, private placements, and IPO's), you may request a full copy of the McLaughlin Ryder Investments, Inc. Code of Ethics.

Item 12 - Brokerage Practices

With the exception of our advisory services for ERISA plans, ERISA plan participants and financial planning clients, MRI processes all investment advisory accounts through MRI's broker-dealer division. McLaughlin Ryder clients benefit from the pricing, reporting, execution and service that MRI is able to offer by processing transactions directly with their clearing firm, PERSHING or Burke and Herbert Bank, on the client's behalf. MRI chose PERSHING as their clearing firm by considering their capital base, reputation, execution quality, market pricing, reporting capabilities, research and additional services that they offer.

Research and Other Soft Dollar Benefits. Soft dollars are revenue programs offered by broker-dealers/custodians whereby an adviser enters into an agreement to place security trades with the broker-dealer/custodian in exchange for research and other services. MRI does not pay for any products, research, service or have any other soft dollar benefit arrangements with any source. MRI also does not direct any type of commissions to any broker-dealer in return for products, research, service or other soft dollar benefit.

Brokerage Referrals. MRI does not receive any compensation from any third party in connection with the recommendation for establishing an account.

Directed Brokerage. MRI does not permit clients to direct brokerage services through a specific broker-dealer. MRI serves as the broker-dealer for all investment advisory account transactions and PERSHING (or in limited instances Burke and Herbert Bank) serves as the custodian for all securities and cash held in client accounts.

Aggregating for Allocating Trades. The primary objective in placing orders for the purchase and sale of securities for Client accounts is to obtain the most favorable net results taking into account such factors as 1) price, 2) size of the order, 3) difficulty of execution, 4) confidentiality and 5) skill required of the Custodian.

McLaughlin Ryder may aggregate orders in a block trade or trades when securities are purchased or sold through the same Custodian for multiple (discretionary) accounts in the same trading day. If a block trade cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated in a manner that is consistent with the initial pre-allocation or other written statement. This must be done in a way that does not consistently advantage or disadvantage any particular Clients' accounts. (Please see McLaughlin Ryder's Asset Allocation Disclosure document.)

Mutual fund buy and sell orders execute at the end of each trading day, receiving the closing NAV price of the funds. Therefore, all mutual fund buy and sell orders placed on a particular day automatically receive the same price, without the need for aggregation of accounts. Currently, MRI does not aggregate transactions.

Item 13 - Review of Accounts

MRI accounts are monitored on a regular and continuous basis by Advisory Persons of McLaughlin Ryder and periodically by the CCO. Formal reviews are generally conducted at least annually or more or less frequently depending on the needs of the Client.

Our investment advisory representatives are in charge of reviewing the current investment strategy, such as the client's asset allocation and the account's performance, making revisions as needed based on a client's changing circumstances and/or the current economic environment. The CCO reviews all client accounts reviewed by the investment advisory representatives, at least annually, once the investment advisory representative has completed their initial review.

There are three main triggers that may cause an account monitoring process to happen outside of its normal schedule:

- The first trigger is client specific. It is normally a liquidity event where the client is either requesting funds or depositing funds. In either case, an account review is performed in order to determine the best way to execute the client's wishes.
- The second type of trigger is a function of the overall economy. As our outlook for various asset classes changes it triggers account reviews.
- The third type of trigger is a function of a particular security in an account. As security specific issues arise, they cause account reviews for the affected accounts.

Clients may also request a review of their account at any time. Requests for review can be made by phone call, mail or e-mail. Requested reviews will be performed by the client's investment advisory representative. The Client is encouraged to notify McLaughlin Ryder if changes occur in the Client's personal financial situation that might adversely affect the Client's investment plan. Additional reviews may be triggered by material market, economic, or political events.

You may receive written reports quarterly, semi-annually or annually upon your request as detailed in your Investment Policy Statement and for the program you have selected. For the MRI ELITE wrap fee program, the performance report package consists of:

- Portfolio Performance Summary (An aggregate view)
- Individual Account Performance (Breakdown by account)
- Portfolio Value Graph
- Asset Summary
- Investment Objective/Allocation Summary
- Comparative Holdings Report (Detailed)
- Disclosures

Account performance reports do not replace the account statements issued by PERSHING or Burke & Herbert Bank, depending on which is your account custodian. Both custodians issue client statements no less than quarterly, to all investment advisory clients on their books. You may also establish electronic access to the Custodian's website so that you may view these reports and their account activity. Client brokerage statements will include all positions, transactions and fees relating to your account[s].

PERSHING issues client statements no less than quarterly to all PERSHING managed program accounts. Please refer to the PERSHING managed program disclosure brochure applicable to the program the client is selecting, for the current listing of reports included with a PERSHING performance report.

Item 14 - Client Referrals and Other Compensation

It is McLaughlin Ryder's policy not to engage solicitors or to pay related or non-related persons for referring potential clients to our firm. It is McLaughlin Ryder Investments, Inc.'s policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to our clients.

From time to time, we and/or our Financial Advisers may hold events for our clients and/or employees. Portions of these events may be subsidized by external vendors, such as mutual fund and insurance companies, in the form of cash or non-cash compensation. Therefore, Financial Advisers may have a financial incentive to recommend the products and services from these external vendors and include their products in the programs we offer.

Item 15 - Custody

All Clients must place their assets with a “qualified custodian”. Clients are required to engage the Custodian to retain their funds and securities and direct McLaughlin Ryder to utilize that Custodian for the Client’s security transactions. McLaughlin Ryder does not accept or maintain custody of any Client accounts.

Clients should review statements provided by the Custodian and compare to any reports provided by McLaughlin Ryder to ensure accuracy, as the Custodian does not perform this review. For more information about custodians and brokerage practices, see Item 12 - Brokerage Practices.

MRI does not have custody of ERISA plan assets. McLaughlin Ryder does not have actual or constructive custody of client account assets.

PERSHING, as advisory custodian for all accounts except ERISA, issues client statements no less than quarterly to all managed program accounts. Clients should carefully review these statements. MRI issues reports to clients quarterly, semi-annually or annually as described in the section titled ‘Review of Accounts’. We urge you to compare the statements received from MRI with the statements that are received from the custodian, PERSHING.

Item 16 - Investment Discretion

While our advisory services for ERISA plans and ERISA plan participants are non-discretionary, wrap fee programs can be either **Discretionary or Non-Discretionary**. A Discretionary investment advisory account is an account where buy and sell decisions are made by a portfolio manager or your Financial Adviser for your account. The term “discretionary” refers to the fact that investment decisions are made at the portfolio manager’s or Financial Adviser’s discretion. A Non-Discretionary investment advisory account is an account where buy and sell decisions are made by the client. This means that the client must direct all transactions to be completed on an account. The Financial Adviser or portfolio manager does not have the ability to complete transactions without first getting permission from the client.

MRI has discretionary investment authority over some of the accounts we manage. Prior to assuming discretionary authority, for clients who would like to grant discretionary authority to MRI, clients are given a discretionary account agreement, a copy of MRI’s current disclosure brochure ADV Part II. If discretionary authority is to be given to PERSHING for one of PERSHING’s managed products, clients are given a discretionary account agreement, a copy of MRI’s current disclosure brochure ADV Part II and a copy of PERSHING’s disclosure brochure for the PERSHING managed program if applicable. By signing the MRI discretionary account agreement or one of the PERSHING discretionary account agreements, clients grant MRI and/or PERSHING discretionary investment authority over their account. Detailed information regarding wrap fee programs which provide discretionary authority are available in MRI’s Wrap Fee Brochure document.

Typically, there are not any explicit limitations on the discretion authority that MRI and/or PERSHING has to manage an account. However, each client’s Investment Policy Statement or PERSHING managed account agreement lays out how an account will be managed. In this Investment Policy Statement or PERSHING managed account agreement, there are sections for specifically detailing any constraints that a client or account has. These types of constraints are handled on a case by case basis.

Clients should refer to the PERSHING disclosure brochure and managed program agreement for any explicit limitations on the discretion authority that PERSHING has to manage an account. Each client’s managed account agreement lays out how the account will be managed. In this agreement, there are sections for specifically detailing any constraints that a client or account has. These types of constraints are handled on a case by case basis.

Item 17 - Voting Client Securities

MRI does not have responsibility for voting (or recommending how to vote) proxies for ERISA plan investments. For clients that are not ERISA Plan Clients, MRI does not vote proxy statements for any investment advisory account. Proxy statement information is forwarded directly from PERSHING and/or the transfer agent to the client’s address of record for the account. Clients may contact their financial adviser that handles their account at any time to ask questions regarding a proxy solicitation they have received.

Item 18 - Financial Information

Neither McLaughlin Ryder, nor its management, have any adverse financial situations that would reasonably impair the ability of McLaughlin Ryder to meet all obligations to its Clients. McLaughlin Ryder participated in the CARES Act Paycheck Protection Program because the current economic uncertainty during the COVID-19 pandemic and national crisis made the loan request necessary to permit MRI to hire individuals affected by the pandemic and maintain staff. It was important to MRI to support small business employment and there was sound economic rationale behind MRI's decision to participate in the Program. Neither McLaughlin Ryder, nor any of its Advisory Persons have been subject to a bankruptcy or financial compromise. McLaughlin Ryder is not required to deliver a balance sheet along with this Disclosure Brochure as the Adviser does not collect fees of \$1,200 or more for services to be performed six months or more in advance.