

FIRM BROCHURE

(Part 2A of Form ADV)

May 23, 2021

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Part 2A of Form ADV (the “Brochure”) provides information about the qualifications and business practices of Nest Egg Advisors, Inc. If you have any questions about the contents of this Brochure, please contact us at info@nesteggapp.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.

Nest Egg Advisors, Inc. is registered as an investment adviser with the Securities and Exchange Commission; however, such registration does not imply a certain level of skill or training and no inference to the contrary should be made.

Additional information about Nest Egg Advisors, Inc. (CRD #312437) and its investment adviser representatives is also available on the SEC’s website at www.adviserinfo.sec.gov.

ITEM 1: COVER PAGE

Please refer to the previous page.

ITEM 2: MATERIAL CHANGES

Nest Egg Advisors, Inc. (“Nest Egg” or the “Firm”) registered with the Securities Exchange Commission (“SEC”) under an exemption commonly referred to as the “120-day rule”. This exemption allows investment advisory firms that are not otherwise eligible, to register with the SEC instead of their home state on the belief that the Firm will satisfy the requisite elements of being an internet-based investment adviser. No material changes are noted here. Our prospective Clients are strongly encouraged to read this Brochure in its entirety prior to engaging Nest Egg for any advisory services.

Pursuant to federal regulation, Nest Egg will ensure that Clients receive a summary of any materials changes to this Brochure within 120 days of the close of Nest Egg’s fiscal year-end. Additionally, as the Firm experiences material changes in the future, we will send you a summary of our “Material Changes” under separate cover. For more information about the Firm, please contact us at info@nesteggapp.com.

Additional information about Nest Egg and its investment adviser representative are also available on the SEC’s website at www.adviserinfo.sec.gov.

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Item 4: Advisory Business

A. Description of Firm

Founded in 2020, Nest Egg is a corporation based in North Carolina that maintains its principal office at 7508 N. Rea Park Ln. Unit 6406, Charlotte, North Carolina, 28277.

Nest Egg is registered as an internet-based investment adviser with the SEC that uses a proprietary algorithm to formulate investment advice and portfolio management (the “Services”). Such Services are provided by Nest Egg on a discretionary only basis to its Clients (each a “Client” and collectively, the “Clients”), as further described in Item 7 herein. Such Services are offered through Nest Egg’s proprietary interactive website and/or digital application (collectively the “Application”) in which a Client will provide the Client’s information through the Application upon opening an account for Nest Egg to analyze. Subsequently, the investment advice is provided as a portfolio that consists of aggressive growth exchange-traded funds (“ETFs”). Once the Application identifies the portfolio for a Client, through its Application, Nest Egg will place all orders through its independent qualified custodian.

B. Types of Advisory Services Offered

Nest Egg is a digital-only asset manager, offering investment advisory Services through its Application to individuals.

1. Investment Management Services

Nest Egg provides discretionary investment advice and management to separately managed accounts on a continuous basis and in accordance with the investment objectives provided by the Client. For such discretionary Services, Client (as part of the Client agreement with Nest Egg) agrees that Nest Egg will have a limited power-of-attorney as to what investments to make, when to make them and when to sell them. Clients are not able to place conditions or restrictions when transacting in a particular security, industry or type of security. Please refer to Item 16 for additional information.

Nest Egg will not maintain possession or custody of the funds or securities of any Client. The Client funds will typically be deposited in the custodian account created by the Client with an independent qualified custodian.

Nest Egg offers its Clients a digital interfacing that uses the Nest Egg proprietary Application and trades in ETFs to align with the Client’s ultimate investment objectives, needs, guidelines, risk tolerance, and other information as provided by the Client. A Client’s allocation will be determined by the Nest Egg team, which will allow the Nest Egg Application to place the Client’s assets within the Nest Egg ETF portfolio and provide the investment allocation based on the information provided by the Client and the ETF portfolio. Information regarding the aggressive growth ETF model that comprise Client’s allocation will be disclosed to Client through the proprietary Application. Through its proprietary Application, Nest Egg also sponsors a Wrap Fee Program, which is further described herein and allows Nest Egg to manage its Client’s accounts, and at no additional charge to each Client, the Wrap Program allows Nest Egg to absorb clearing costs, custody and reporting costs, brokerage costs, and trading costs.

However, Clients are still responsible for all other account fees, such as transition fees that can be incurred if the Client's account is moved from one broker-dealer to another.

C. Advisory Agreements

1. Information Received from Individual Clients

At the onset of the Client opening an account, Nest Egg gathers information regarding each Client's investment objectives, risk tolerance, time horizons and financial goals. Nest Egg does not assume responsibility for the accuracy of the information provided by the Client and is not obligated to verify any information received from the Client or from any of the Client's other professional advisers (*e.g.*, attorney, accountant, etc.). Under all circumstances, Clients are responsible for promptly notifying Nest Egg through its Application under the "User Settings", or similar "User" feature of any material changes to the Client's objectives, risk tolerance, time horizon, and financial goals. In the event that a Client notifies Nest Egg of any changes, Nest Egg will review such changes and implement any necessary revisions to the Client's investment portfolio.

2. Client Agreements and Disclosures

Each Client can access Nest Egg's Services through the Nest Egg Application. To do so, the Client can establish individual brokerage accounts and/or custodial accounts under the Uniform Gifts to Minors Act ("UGMA") or the Uniform Transfers to Minors Act ("UTMA") for the benefit of any minor. Clients are responsible for directing investments through the Nest Egg Application by selecting the ETF portfolio generated by Nest Egg. All transactions executed on each Client account are executed by an independent qualified custodian, and all accounts are custodied by an independent qualified custodian.

Subsequently, each Client is required to enter into a written agreement with Nest Egg setting forth the terms and conditions under which the Firm shall render its Services (the "Agreement"). In accordance with applicable laws and regulations, Nest Egg will provide its disclosure brochure (ADV Part 2A), brochure supplement (ADV Part 2B), ADV Part 3 (Form CRS) and most recent Privacy Notice to each Client prior to or contemporaneously with the execution of the Agreement. The Agreement between Nest Egg and the Client will continue in effect until terminated by either party pursuant to the terms of the Agreement.

Neither Nest Egg nor the Client will be able to assign the Agreement without the consent of the other party. Transactions that do not result in a change of actual control or management of Nest Egg shall not be considered an assignment.

As further discussed in Item 15 below, Client's assets will be custodied with an independent qualified custodian. All custodial and execution fees assessed for Client's assets remain the sole responsibility of Client.

D. Participation in Wrap Programs

Nest Egg sponsors a Wrap Fee Program ("Wrap Program"), which is further described below in Item 5 and in Item 4 above.

E. Amount of Client Assets Managed

The Firm is newly formed and, as such, the Firm has no assets under management as of the date of this Brochure. Accordingly, as of May 23, 2021, the following represents the amount of Client assets under management by the Firm on a discretionary and non-discretionary basis:

Type of Account	Assets Under Management
Discretionary	\$0
Non-Discretionary	\$0
Total:	\$0

ITEM 5: FEES AND COMPENSATION

A. Compensation for Advisory Services

As part of the Wrap Program, Nest Egg can charge a fee, which is generally \$1.00 per month (the “Fixed Monthly Fee”) for each account making use of Nest Egg’s Services. Unless otherwise stated in the Client’s Agreement, the Fixed Monthly Fee is assessed monthly, in advance, as of the first day of the calendar month. Nest Egg does not prorate its Fixed Monthly Fee for Client accounts that are opened after the first day of any calendar month. The specific fees charged by Nest Egg for its Services will be set forth in the Client’s Agreement, and Nest Egg’s arrangements with any particular Client can differ from those arrangements with other Clients. In addition, the Firm can, in its sole discretion, reduce or waive any of its fees, including the Fixed Monthly Fees in their entirety.

Although Nest Egg believes its fees are competitive, Clients should be aware that lower fees for comparable services can be available from other sources.

Nest Egg’s Fixed Monthly Fee can be charged monthly and paid by a recurring monthly ACH debit and electronic funds transfer (“ACH Payment”) deducted from Client’s designated account by a third-party payment processing provider. To effectuate this ACH Payment, Client must first establish a personal account with the third-party processor, which will be linked to the Nest Egg Application. In order for Client to establish such an account with the third-party processor, the Client must be eighteen (18) years of age or older, and must authorize the third-party processor to remit the ACH Payment directly to Nest Egg. The third-party processor does not provide to Nest Egg, and Nest Egg cannot access any Client personal information, financial information, or any other Client-facing information that is relayed between the Client and the third-party processor. Client’s funds that are held in Client’s account are monitored solely by the third-party processor and its financial institution partners as further described in third-party processor’s terms of Service. Unless otherwise modified in Nest Egg’s sole discretion, the Firm does not require a minimum account size to open an account, which can be modified by Nest Egg at its sole discretion.

The Firm is able to amend its fee schedule at any time by giving thirty (30) days advance written notice to the Client. Should a Client have more than one account managed by Nest Egg, Nest Egg can, unless instructed otherwise by the Client, aggregate the Client’s accounts for the purpose of computing the applicable Fixed Monthly Fee.

Furthermore, as part of its Wrap Program, Nest Egg offers access to its Application, which allows Nest Egg to manage the Client's account and that includes providing discretionary investment management Services, and includes clearing costs, custody and reporting costs, brokerage costs, and trading costs. However, Clients are still responsible for all other account fees and associated costs, such as transition fees that can be incurred if the Client's account is moved from one broker-dealer to another.

B. Other Fees and Expenses

Clients should understand that, the fees described above do not include certain charges imposed by third parties such as charges imposed directly by an ETF or mutual fund in the account, which shall be disclosed in the fund's prospectus (*e.g.*, fund management fees and other fund expenses) transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Clients should further understand that such third-party charges, fees and commissions incurred in connection with transactions for a Client's account will be the Client's responsibility and can be paid out of the assets in the account and are exclusive of, and in addition to, the fees charged by Nest Egg.

C. Additional Information Regarding Nest Egg's Fees

The Agreement executed by Clients specifies how the payment of Nest Egg's fees will be made. Further, the independent qualified custodian agrees to deliver an account statement to the Client, at least quarterly showing all disbursements and related account information. The Client is encouraged to review all statements available to Client from the third-party processor for accuracy. It is the Client's responsibility (and not that of the third-party processor or any other third-party service provider utilized by Nest Egg) to ensure that all fees and its calculation in relation to the Client's account is correct. Please note that the fees charged by a third-party, if applicable, such as transition fees if the Client's account is moved to another independent custodian, are exclusive of, and in addition to, fees charged to Client under Nest Egg's Wrap Program. Please refer to Item 5.B above.

An Agreement for a separately managed account can be cancelled at any time, by either party, for any reason, customarily upon receipt of 30 days written notice to the other party. The advance notice requirement for termination varies by Agreement. Upon termination of any Client account, any fees, except for any third-party charges, fees, and commissions as described above, shall be prorated through the date of termination as defined in the Agreement.

D. Outside Compensation

Neither Nest Egg, nor any of its supervised persons, engages in any outside business activity that would result in accepting compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

The Firm does not charge performance-based fees (*i.e.*, fees calculated based on a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory Client). Consequently, the Firm does not engage in side-by-side management of accounts that

are charged a performance-based fee with accounts that are charged another type of fee (such as assets under management). The Firm provides its Services as described in the Client Agreement.

ITEM 7: TYPES OF CLIENTS

A. Description

Nest Egg provides discretionary investment supervisory and management Services on a continuous basis primarily to individuals, high net worth individuals, corporations and other entities.

B. Conditions for Managing Accounts

The Firm does not impose a minimum account size to open an account. The Firm reserves the right to accept or decline a potential Client for any reason in its sole discretion. Prior to engaging the Firm to provide any of the Services described in this Brochure, the Client will be required to enter into one or more written agreements with the Firm setting forth the terms and conditions under which the Firm shall render its Services. To participate in the Nest Egg application, Clients agree to have their dividends (if applicable) automatically reinvested in accordance with their allocation for taxable accounts and possibly even for retirement accounts or other plans.

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

A. Methods of Analysis and Investment Strategies

At account opening, the Client will provide personal information detailing the Client's age, financial condition, employment status, investment objectives, risk tolerance, and time horizons. Then through a series of risk tolerance analyses, the Nest Egg team will analyze such information and select and recommend through the Nest Egg Application a target asset allocation. Such target allocation will be comprised of ETFs that are developed, overseen, and monitored by Nest Egg's investment advisory personnel in accordance with the following methods of analysis:

Modern portfolio theory: a theory of investment that attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, each by carefully choosing the proportions of various assets. Nest Egg uses long term trading.

Material Risks Involved in the Modern Portfolio Theory and Long-Term Trading:

Modern portfolio theory assumes that investors are risk averse, meaning that given two portfolios that offer the same expected return, investors will prefer the less risky one. Thus, an investor will take on increased risk only if compensated by higher expected returns. Conversely, an investor who wants higher expected returns must accept more risk. The exact trade-off will be the same for all investors, but different investors will evaluate the trade-off differently based on individual risk aversion characteristics. The implication is that a rational investor will not invest in a portfolio if a second portfolio exists with a more favorable risk-expected return profile – i.e., if for that level of risk an alternative portfolio exists which has better expected returns.

Long term trading: long term trading is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose Clients to various types of risk that will typically surface at various intervals during the time the Client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

B. Risk of Loss

Investing in securities involves a significant risk of loss which Clients should be prepared to bear. Nest Egg's investment recommendations are subject to various market, currency, economic, political and business risks, and such investment decisions are not always profitable. Clients should be aware that there can be a loss or depreciation to the value of the Client's account. There can be no assurance that the Client's investment objectives will be obtained and no inference to the contrary should be made.

Past performance is not indicative of future results. Therefore, Clients should never assume that future performance of any specific investment or investment strategy will be profitable. Investing in securities (including stocks, mutual funds, and bonds, etc.) involves risk of loss. Further, depending on the different types of investments there are varying degrees of risk.

Because of the inherent risk of loss associated with investing, the Firm is unable to represent, guarantee, or even imply that its Services and methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate you from losses due to market corrections or declines.

The market value of fixed income securities will generally fluctuate inversely with interest rates and other market conditions prior to maturity. Fixed income securities are obligations of the issuer to make payments of principal and/or interest on future dates, and include, among other securities: bonds, notes and debentures issued by corporations; debt securities issued or guaranteed by the U.S. government or one of its agencies or instrumentalities, or by a non-U.S. government or one of its agencies or instrumentalities; municipal securities; and mortgage-backed and asset-backed securities. These securities can pay fixed, variable, or floating rates of interest, and can include zero coupon obligations and inflation-linked fixed income securities. The value of longer duration fixed income securities will generally fluctuate more than shorter duration fixed income securities. Investments in overseas markets also pose special risks, including currency fluctuation and political risks, and it can be more volatile than that of a U.S. only investment. Such risks are generally intensified for investments in emerging markets.

In addition to the risk identified above, there are certain additional risks associated with the securities recommended and strategies utilized by Nest Egg including, among others:

- **ETF and Mutual Fund Risk:** When investing in an ETF or mutual fund, Client will bear additional expenses based on your pro rata share of the ETFs or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds. Clients will also incur brokerage costs when purchasing ETFs.

- Market Risk: Either the stock market as a whole, or the value of an individual company, goes down resulting in a decrease in the value of Client investments. This is also referred to as systemic risk.
- Non-diversification risk: The risk of focusing investments on a small number of issuers, industries or foreign currencies, including being more susceptible to risks associated with a single economic, political or regulatory occurrence than a more diversified portfolio might be.
- Equity (stock) Market Risk: Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. If Client held common stock, or common stock equivalents, of any given issuer, Client would generally be exposed to greater risk than if Client held preferred stocks and debt obligations of the issuer.
- Interest rate risk: The chance that prices of fixed income securities will decline because of rising interest rates. Similarly, the income from fixed income securities can decline because of falling interest rates.
- Reinvestment Risk: The risk that interest and principal payments from a bond will be reinvested at a lower yield than that received on the original bond. During periods of declining interest rates, bond payments can be invested at lower rates; during periods of rising rates, bond payments can be invested at higher rates.
- Management Risk: Client's investment with the Firm varies with the success and failure of our investment strategies, research, analysis and determination of portfolio securities. If our investment strategies do not produce the expected returns, the value of the investment will decrease.
- Opportunity Cost Risk: The risk that an investor can forego profits or returns from other investments.
- Emerging Markets Risk: Securities markets in emerging market countries are typically smaller than those in more developed countries, making it more difficult to sell securities in order to take profits or avoid losses. Companies in these markets normally have limited product lines, markets or resources, making it difficult to measure the value of the company. Potential political instability and corruption, as well as lower standards of regulation for business practices, increase the possibility of fraud and other legal problems. Public information can be limited with respect to emerging markets issuers and emerging markets issuers are not subject to uniform accounting, auditing and financial standards and requirements comparable to those applicable to U.S. companies. Therefore, the value of strategies that invest in emerging markets have the propensity to rise and fall substantially.
- Foreign Investment Risk: Investments in foreign securities can be riskier than U.S. investments because of factors such as: unstable international, political and economic conditions; currency fluctuations; foreign controls on investment and currency exchange; foreign governmental control of some issuers; potential confiscatory taxation or nationalization of companies by foreign governments; withholding taxes; a lack of adequate company information; less liquid and more volatile exchanges and/or markets; ineffective or detrimental government regulation; varying accounting standards; political or economic factors that can severely limit business activities; and legal systems or market practices that can permit inequitable treatment of minority and/or non-domestic investors. Investments in emerging markets can involve these and other significant risks

such as less mature economic structures and less developed and more thinly traded securities markets.

- Currency Risk: Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange-rate risk.
- Political and Legislative Risks: Companies face a complex set of laws and circumstances in each country in which they operate. The political and legal environment can change rapidly and without warning and with significant impact, this is especially true for companies operating outside of the United States or that conduct a portion of their business outside of the United States.
- Inflation Risk: When any type of inflation is present, a dollar a year from now will not buy as much as a dollar today because purchasing power erodes at the rate of inflation.
- High Yield Risk: High yield securities and unrated securities of similar credit quality (commonly known as "junk bonds") are subject to greater levels of credit and liquidity risks.
- Liquidity Risk: Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.

ITEM 9: DISCIPLINARY INFORMATION

Registered investment advisers, such as Nest Egg, are required to disclose all material facts regarding any legal or disciplinary events that would be material to a Client's or prospective Client's evaluation of Nest Egg or the integrity of its management. Nest Egg does not have any such legal or disciplinary events and therefore has nothing to disclose with respect to this Item.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Neither Nest Egg nor its supervised persons are registered as a broker-dealer or broker-dealer representative. Neither Nest Egg nor its supervised persons are registered as futures commission merchants, commodity pool operators, or a commodity trading advisor.

In addition to his activities as a supervised person of Nest Egg, Mr. George Nelson is currently employed as a Lead Financial Analyst at Western Funding wherein he provides financial services as part of his employment capacity. Furthermore, Mr. George Nelson is a minority owner of CC Mutual, a firm focused on asset valuation, equity investment, and algorithmic trading and investments in crypto assets and blockchain related technologies, where he provides business and performance analysis related to various crypto currencies. Lastly, Mr. George Nelson is a Managing Member of Nelson Enterprises, LLC wherein he assists with the ongoing management of current entity-based investments and future opportunities of Nelson Enterprises, LLC. Further details regarding Mr. George Nelson's affiliations and other business activities can be viewed in the Firm's brochure supplement (ADV Part 2B).

In light of Mr. George Nelson's involvement with the aforementioned business ventures, a conflict of interest exists in that Mr. George Nelson expends time outside of providing advisory services to the Nest Egg Clients. Such conflicts presented by the aforementioned practices are

disclosed to Clients through the Firm's Brochure, Brochure Supplements, the Client agreement and/or verbally prior to or at the time Client enters into an agreement with Nest Egg.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

A. Description of Code of Ethics

Nest Egg is a fiduciary who owes its Clients undivided loyalty. This fiduciary obligation imposes upon Nest Egg and its associated persons a duty to deal fairly and to act in the best interest of its Clients. In addition, this obligation imposes upon Nest Egg and its associated persons numerous responsibilities, including the duty to render disinterested and impartial advice; to make suitable recommendations within the context of the total portfolio to Clients in light of their needs, financial circumstances and investment objectives; to exercise a high degree of care to ensure that adequate and accurate representations of its business and other information about securities are presented to Clients; and to not engage in fraudulent, deceptive, or manipulative practices.

To this end, Nest Egg has adopted a Code of Ethics ("Code") which establishes standards of conduct for the firm's supervised persons and includes general requirements that such supervised persons comply with their fiduciary obligations to Clients and applicable securities laws, and specific requirements relating to, among other things, personal trading, insider trading, conflicts of interest, and confidentiality of Client information.

Because Nest Egg's investment professionals and associated persons can transact in the same securities for personal accounts as they can buy or sell for Client accounts, it is important to mitigate potential conflicts of interest. As such, Nest Egg has adopted personal securities transaction policies in its Code, which all of Nest Egg's associated persons must follow. Specifically, the Code requires personnel to report personal trades and holdings and prohibits or requires pre-clearance for certain trades in certain circumstances. The Code also contains procedures for reporting violations and enforcement. The Code is reviewed and distributed to personnel annually. Nest Egg will provide a copy of its Code of Ethics to any Client or prospective Client upon request. Please contact Nest Egg at info@nesteggapp.com.

B. Participation or Interest in Client Transaction

It is Nest Egg's policy not to enter into any principal transactions or agency cross transactions on behalf of Client accounts. Principal transactions occur where an adviser, acting as principal for its own account, buys securities from or sells securities to any advisory Client. Agency cross transactions occur where a person acts as an investment adviser in relation to a transaction in which the adviser, or an affiliate of the adviser, acts as broker for both the advisory Client and for another person on the other side of the transaction.

Nest Egg or individuals associated with Nest Egg can buy or sell for their personal account(s) securities or investment products identical to those recommended to or already owned by Clients. Alternatively, Nest Egg can cause Clients to buy a security in which Nest Egg or such individuals have an ownership position. Such recommendations will only be made to the extent that they are reasonably believed to be in the best interests of the Client. Nevertheless, such

practices present potential conflicts of interest. To mitigate these conflicts, Nest Egg has adopted a Code of Ethics, which outlines the procedures regarding personal trading that must be followed (see details below). Additionally, as part of Nest Egg's fiduciary duty owed to Clients, Nest Egg and its supervised persons will endeavor at all times to put the interests of the Clients first and at all times are required to adhere to Nest Egg's Code of Ethics.

C. Personal Trading

On occasion, employees of Nest Egg can buy securities for their own accounts which Nest Egg also recommends to Clients. It is possible that officers or employees of Nest Egg can buy or sell securities or other instruments that Nest Egg has recommended to Client and can engage in transactions for their own account in a manner that is inconsistent with Nest Egg's recommendations to a Client. Personal securities transactions by employees can raise potential conflicts of interest when such persons trade in a security that is owned by, or considered for purchase or sale for, a Client.

In order to mitigate this conflict of interest and to comply with all applicable laws and regulations, Nest Egg's Code of Ethics sets forth the professional and fiduciary standards that all associated persons must follow. The Firm's intention is to protect Client interests at all times and to demonstrate Nest Egg's commitment to its fiduciary duties of honesty and good faith and fair dealing with Clients. All associated persons are expected to adhere strictly to the policy and are required to follow specific procedures regarding personal trading, including:

- Adhere to the fundamental standard that employees should not take inappropriate advantage of their position;
- Conduct all personal securities transactions in a manner consistent with the adopted policy;
- Use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities; and
- Comply with applicable provisions of the federal securities laws.

Nest Egg and its associated persons can also buy or sell specific securities for their own accounts based on personal investment considerations, which Nest Egg does not deem appropriate to buy or sell for Clients.

ITEM 12: BROKERAGE PRACTICES

When the Firm places orders for the execution of portfolio transactions for Client accounts, transactions are allocated to brokers and dealers for execution in various markets at prices and commission rates that, based upon good faith judgment, will be in the best interest of the Client. In addition to using brokers as "agents" and paying commissions, the Firm can affect transactions in securities directly from or to dealers acting as principal at prices that include markups or markdowns and can purchase from underwriters or dealers in public offerings at prices that include compensation to the underwriters and dealers.

The following discussion summarizes the material aspects of the Firm's practices for the selection of broker-dealers to execute Client transactions.

A. Discretionary Authority and Selection Criteria

Nest Egg will have discretionary authority to make the following determinations without first obtaining Client's permission for each transaction:

- The securities that are to be bought or sold;
- The total amount of the securities to be bought or sold;
- The brokers through which securities are to be bought or sold; and
- The commission rates at which securities transactions for Client accounts are affected.

All separately managed accounts are required to establish custodial accounts with an independent qualified custodian of record. Nest Egg can only implement its investment recommendations after the Client has arranged for and furnished the Firm with all information and authorization regarding accounts with appropriate financial institutions to act as custodian. In addition, in most cases, a Client's broker-dealer also can act as the custodian of the Client's assets for little or no extra cost. Clients should thoroughly consider, however, the differences between having their assets custodied at a broker-dealer versus at a bank or trust company. Some of these differences include, but are not limited to, custodian costs, trading issues, security of assets, Client reporting, and technology.

Factors which Nest Egg considers in selecting broker-dealers include their respective financial strength, reputation, execution, pricing, research, and service. The commissions and/or transaction fees charged by particular brokers selected by Nest Egg can be higher or lower than those charged by other broker-dealers.

Nest Egg effectuates all transactions for separately managed accounts through the broker-dealer. Nest Egg periodically evaluates the commissions charged and the service provided by the broker-dealer and compares those with other broker-dealers to evaluate whether overall best qualitative execution could be achieved by using alternative broker-dealers. Other factors Nest Egg considers when evaluating its choice of broker dealer include:

- Ability to trade mutual funds and other investments that Nest Egg determines suitable for a Client's portfolio;
- Any custodial relationship between the Client and the broker-dealer;
- Excellent customer service;
- Interaction simplicity with the adviser;
- Discount transaction rates; and
- Reliability and financial stability.

B. Best Execution

Nest Egg will generally seek "best execution" in light of the circumstances involved in transactions. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the overall best qualitative execution, taking into consideration the full range of a broker-dealer's services, including among others, net price,

reputation, financial strength and stability, efficiency of execution and error resolution, the size of the transaction, and the market for the security. Nest Egg will not obligate itself to obtain the lowest commission or best net price for an account on any particular transaction. Consistent with the foregoing, while Nest Egg will seek competitive rates, it can not necessarily obtain the lowest possible commission rates for Client transactions.

To ensure that brokerage firms selected by Nest Egg are conducting overall best qualitative execution, Nest Egg will periodically (and no less often than annually) evaluate the trading process and brokers utilized. This evaluation will include, but is not limited to price, commission, timing, research, aggregated trades, capable floor brokers or traders, competent block trading coverage, ability to position, capital strength and stability, reliable and accurate communications and settlement processing, use of automation, knowledge of other buyers or sellers, and administrative ability.

1. Research and Other Soft Dollar Benefits

Nest Egg maintains relationships with and recommends the services of qualified third-party broker-dealer custodians. In connection with these relationships, Nest Egg can receive certain benefits. As further described below, such benefits can include research reports, services and seminars, computer software and other products and services to assist the Firm in research and other facets of its day-to-day activities. Selecting a broker-dealer in recognition of the provision of services or products other than transaction execution is known as paying for those services or products with “soft dollars.” The Firm’s receipt of soft dollar services and products benefit Nest Egg since Client brokerage fees are used to obtain such benefits and the Firm does not have to produce or pay for the research, products, or services. Consequently, Nest Egg has an incentive to select or recommend a broker-dealer based on these benefits rather than in the Clients’ interest in receiving the most favorable execution. These practices can also cause Clients to pay fees that are higher than those that another qualified broker-dealer might charge to effect the same or similar transaction. Some of these services are provided to Nest Egg as part of a “bundled package” from the broker-dealer. Nest Egg does not attempt to match a particular Client’s trade executions with broker-dealers who have provided research services which have directly benefited that Client’s portfolio. Rather, research services and other soft dollar benefits received by Nest Egg are generally used for the ultimate benefit of all of its Clients. Alternatively, some of the services can benefit only a specific segment of Nest Egg’s Clients.

To help mitigate the conflicts of interest created by Nest Egg’s receipt of soft dollar benefits and to help ensure that broker-dealer custodians recommended by the Firm are conducting overall best qualitative execution, Nest Egg will periodically evaluate its trading process and brokers utilized. Nest Egg will review the brokerage firm’s services, their value added to the Firm’s investment process along with the broker’s ability to affect trades in a fair and timely manner at competitive commission rates. At that time brokerage firms not currently utilized will be considered for inclusion if Nest Egg deems that such brokerage firms will significantly improve the Firm’s overall management of Client accounts.

2. Directed Brokerage

Nest Egg does not allow a Client to direct Nest Egg to execute all or a portion of Client transactions through a specific broker.

C. Trade Aggregation and Allocation

Transactions for each Client generally will be affected independently, unless Nest Egg decides to purchase or sell the same securities for several Clients at approximately the same time. Nest Egg can (but is not obligated to) combine or “batch” such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among the Nest Egg’s Clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among Nest Egg’s Clients pro rata to the purchase and sale orders placed for each Client on any given day. Alternatively, even when possible, Nest Egg cannot execute all shares of an aggregated trade because of prevailing market conditions and other variables, in which case the Firm will allocate the trade among participating accounts in an equitable manner determined prior to execution of the trade. In certain cases, the Firm cannot purchase or sell the same security for all Clients that could transact in the security, which is generally based on various factors such as the type of security, size of the account, cash availability and account restrictions.

ITEM 13: REVIEW OF ACCOUNTS

A. Periodic Reviews

While the underlying securities within the Wrap Program accounts are continually monitored, Client accounts are monitored on an ongoing basis, which includes detailed periodic reviews. The frequency of reviews is at the discretion of Nest Egg, but accounts are typically reviewed not less than annually. Client accounts are reviewed for performance, consistency with the investment strategy and Client objectives, and other account parameters in order to determine if any adjustments need to be made.

B. Other Reviews and Triggering Events

In addition to the periodic reviews described above, reviews can be triggered by changes in a Client’s personal, tax, or financial status. Account holdings also are reviewed when changing market conditions warrant such review. Clients are encouraged to notify the Firm and its advisory representatives of any changes in his/her personal financial situation that might affect his/her investment needs, objectives, or time horizon.

C. Regular Reports

Written account statements are generated no less than quarterly and are sent directly from the account custodian to the Client. These statements list the account positions, activity in the account over the covered period, and other related information, including any custodian or third-party fees deducted from the account. Clients are also sent confirmations following each brokerage account transaction unless confirmations have been waived by the Client. Clients are urged to carefully review all account statements.

In addition, Clients can receive other supporting reports from mutual funds, trust companies, broker-dealers or insurance companies based on their involvement with the account and their applicable internal reporting requirements.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

A. Incoming Referrals

Currently, Nest Egg does not have any solicitation or referral arrangements in place whereby the Firm compensates referring parties for these referrals. However, in the future, Nest Egg can enter into agreements with individuals and organizations, some of whom are affiliated or unaffiliated with Nest Egg, that refer Clients to Nest Egg. All such agreements will be in writing and comply with the applicable state and federal regulations.

B. Referring Clients to Third Parties

Nest Egg does not accept referral fees or any form of remuneration from other professionals when a prospect or Client is referred to them by the Firm.

C. Benefits Received

As discussed under Item 12, Nest Egg can enter into “soft-dollar” arrangements whereby brokerage transactions are directed to certain broker-dealers in return for investment research products and/or services, which assist Nest Egg in its investment decision-making process. The receipt of such services can be deemed to be the receipt of an economic benefit by Nest Egg, and although customary, these arrangements give rise to potential conflicts of interest, including the incentive to allocate securities transactional business to broker-dealers based on the receipt of such benefits rather than on a Client’s interest in receiving most favorable execution.

ITEM 15: CUSTODY

Under federal regulations, Nest Egg is deemed to have custody of Client funds or securities by reason of the fact that Nest Egg has authority to debit its fees directly from an account designated by the Client. Nest Egg allows its Clients to utilize the services of a third-party processor that can coordinate and assist the Client to process payment of the Nest Egg fees. The account from which fee payments are debited can be Client’s account at the independent qualified custodian or another account of the Client’s choosing. By establishing such an account, the Client authorizes automatic debits that can be processed through the third-party processor via the ACH Payment as referenced in Item 5 above.

Nest Egg will not be able to access the personal information, financial information, or any other Client-facing information that is relayed between the Client and the third-party payment processor. Similarly, through this arrangement, Nest Egg will not have the ability to gain access to the funds in Client’s designated payment account in any way.

Clients will receive statements on at least a quarterly basis directly from the independent qualified custodian that holds and maintains their assets. Clients are urged to carefully review all custodial statements and compare them to any account reports provided by Nest Egg. Nest Egg’s reports can vary from custodial statements based on accounting procedures, reporting dates, or

valuation methodologies of certain securities. Please refer to Item 12 for additional important disclosure information relating to Nest Egg's practices and relationships with custodians.

Under federal regulations, advisers with custody are generally required to undergo an independent verification of the assets for which the adviser has custody through an annual surprise examination by an independent certified public accountant. Advisers, such as Nest Egg, which are deemed to have custody solely as a consequence of the authority to directly debit the Fixed Monthly Fees are not required to obtain an independent verification of those Client funds and securities maintained by an independent qualified custodian so long as certain steps are followed. This includes providing each Client with an invoice or similar statement that includes the adviser's fee and information on how it was calculated. Clients should understand that it is their responsibility to ensure that the fee calculation is correct, and not the custodian.

If funds or securities are inadvertently received by Nest Egg, they are returned to the sender immediately or as soon as practical.

ITEM 16: INVESTMENT DISCRETION

A. Discretionary Authority; Limitations

Nest Egg has full investment discretion over (1) which securities are to be bought or sold in Client accounts; (2) the amount of securities to be bought or sold in Client accounts; and (3) when transactions are made. This means that Nest Egg does not have to obtain prior consent from the Client when investing Client assets. In addition, Nest Egg's authority to trade securities can be limited in certain circumstances by applicable legal and regulatory requirements.

B. Limited Power of Attorney

By signing Nest Egg's Agreement, Clients authorize Nest Egg to exercise this full discretionary authority with respect to all investment transactions involving the Client's account. Pursuant to such Agreement, Nest Egg is designated as the Client's attorney-in-fact with discretionary authority to effect investment transactions in the Client's account, which authorizes Nest Egg to give instructions to third parties in furtherance of such authority.

ITEM 17: VOTING CLIENT SECURITIES

Nest Egg's policy and practice is to not vote proxies on behalf of its Clients and therefore, shall have no obligation or authority to take any action or render any advice with respect to the voting of proxies solicited by or with respect to issuers of securities held in a Client's account. Consequently, the Client retains the responsibility for receiving and voting all proxies for securities held within the Client's account, and all proxy solicitations related to securities held by a Client will be sent directly to the Client for voting. In the event a proxy solicitation is sent to Nest Egg on a Client's behalf, it is the Firm's practice to forward the solicitation to the Client's address of record immediately so that they can cast the proxy vote. Nest Egg shall not be deemed to have proxy voting authority solely as a result of providing advice or information about a particular proxy vote to a Client.

Nest Egg does not advise or act for Clients with respect to any legal matters, including bankruptcies and class actions, for the securities held in a Client's accounts.

ITEM 18: FINANCIAL INFORMATION

Nest Egg does not require or solicit prepayment of more than \$1,200 in fees per Client, six months or more in advance, and therefore, is not required to provide, and has not provided, a balance sheet. Nest Egg does not have any financial commitments that impair its ability to meet contractual and fiduciary obligations to Clients, and has not been the subject of a bankruptcy proceeding.