

MAIN STREET RETIREMENT PLANNING, LLC

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Form ADV Part 2A Firm Brochure

This brochure provides information about the qualifications and business practices of Main Street Retirement

Planning, LLC. If you have any questions about the contents of this brochure, please contact us at 972393-0376. The information in this brochure has not been approved or verified by the United State Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about Main Street Retirement Planning is available on the SEC's website at www.adviserinfo.sec.gov.

Main Street Retirement Planning is a registered investment adviser. Registration with the SEC or any state securities authority does not imply a certain level of skill or training.

Item 2 • Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

Main Street Retirement Planning has not yet filed an annual updating amendment to this Form ADV Part 2A. Therefore, there are no material changes to report.

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Item 4 • Advisory Business

Description of the Advisory Firm

Main Street Retirement Planning, LLC is an SEC-registered investment adviser with its home office located in Coppell, Texas. Our firm is organized as a limited liability company under the laws of the State of Texas. Main Street Retirement Planning, LLC was established in 2021. Elias R. Dragon is the principal owner.

As used in this brochure, the words “we”, “our” and “us” refer to Main Street Retirement Planning LLC and the words “you”, “your” and “client” refer to you as a client or prospective client of our firm. Also, you may see the term Associated Person in this brochure. Our Associated Persons are our firm’s officers, employees, and all individuals providing investment advice on behalf of our firm. References in this brochure to SEI refer to SEI Investments Management Corp and SEI Private Trust Co and their respective affiliates.

Types of Advisory Services

Portfolio Management Services

Client Investment Process

We provide discretionary portfolio management services in accordance with your individual investment objectives. To participate in the Program, we require you to grant our firm discretionary authority to manage your account, which means that we have the authority and responsibility to formulate and execute investment strategies on your behalf. This authorization includes deciding which securities to buy and sell, when to buy and sell, and in what amounts, in accordance with your investment objectives, without obtaining your prior consent or approval for each transaction. Discretionary authority is typically granted by the investment advisory agreement you sign with our firm and/or through trading authorization forms.

We serve as your investment adviser, and are responsible, pursuant to our investment advisory agreement, for analyzing your current financial situation, return expectations, time horizon, and asset class preference. Based upon your information, we will work with you to select an investment strategy and choose from one of many mutual fund asset allocation models as discussed more fully below, or we may separately purchase the individual mutual funds and/or ETFs. We will allocate the assets placed in your account in accordance with the investment strategy, goal or model selected by you as the investor. You may, through us, adjust your asset allocation to help ensure that the mix reflects the objectives of the chosen strategy. Once your portfolio is established, we will monitor your portfolio’s performance on an ongoing basis and will rebalance the portfolio as required by changes in market conditions and in your financial circumstances. As described above, depending on our evaluation of current market conditions, we may move some or all of your mutual fund holdings to a money market mutual fund or sweep account.

You may, at any time, impose restrictions on the management of your account, or choose a new investment strategy. All restrictions or investment strategy changes must be submitted to our firm. However, based on their nature, clients may not set restrictions on the management of the subaccounts for variable annuities or the management of plan participant accounts.

Upon transferring your account to us, generally, all positions will be liquidated, and the cash transferred to a qualified independent custodian. The liquidation of your account may have tax consequences, which you should discuss with your tax adviser. **However, if there are certain securities you own that you do not want to liquidate, you must notify us in writing and they will be transferred in kind for custody, but we will not advise on those positions.**

Selection of Other Advisers

The Firm uses a sub-advisory arrangement in which client assets over which the firm has discretion are allocated to other advisory firms (“sub-advisors”) or wrap fee programs offered by other financial institutions. Specifically the firm will utilize SEI as a sub-advisor.

The overall cost you will incur if you participate in our program may be higher or lower than you might incur by separately purchasing investment advice or the types of securities available from other investment advisers or broker-dealers. The investments we use are not generally available to, or offered by, other investment advisers. To fully understand the cost of the Program, you should consider the frequency of trading activity associated with our strategies and the brokerage commissions charged by broker-dealers, banks, or trust companies to trade in similar securities, and the advisory fees charged by investment advisers for providing comparable advice.

Program accounts may only be opened with an approved custodian who are broker-dealers and members of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation or otherwise exempt from registration as a broker-dealer. We currently maintain a list of those approved custodians, which is available upon request.

For those clients that participate in the Program, our investment strategy may, at times, cause clients to hold a large cash position for an indefinite period. We may also hold large cash positions at various times. We move client assets into cash when we think it is a wise allocation to protect you against loss of your investment. Cash held in your account is part of a sweep account. That means that the custodian holding your account will sweep the cash into an interest-bearing account or security of some type, which is often a money market fund. Clients may invest in different money market funds or interest-bearing accounts depending on the types of securities, products or accounts offered by their approved custodian. These accounts or funds are generally comprised of various short-term interest-bearing notes and will generally earn some type of return; although, there is always a risk that an investment will result in a loss. It is also possible that cash in your account will not earn any return. We continue to charge our fees on cash and cash equivalents. Refer to Item 12 regarding “Differences between Account Custodians” for additional information about the differences in money market funds.

Our discretionary portfolio management services generally include, to the extent requested by the client, financial planning, and consulting services. If we determine in our sole discretion that you are seeking extraordinary planning or consulting services, we may determine to provide those services for an additional fee under the terms and conditions of a separate written agreement.

Limitations of Financial Planning and Non-Investment Consulting Services

Upon request, we may provide financial planning and related consulting services regarding non-investment related matters, such as estate, tax, and insurance planning. This service is included with the Portfolio Management Service. We do not serve as a law firm or accounting firm, and no portion of our services should be viewed as legal or accounting services. Accordingly, we do not prepare estate planning documents or tax returns. To the extent requested by a client, we may recommend the services of other professionals for certain non-investment implementation purposes (i.e., attorneys, accountants, insurance agents), including our representatives in their separate individual capacities as licensed insurance agents. You are under no obligation to engage the services of any such recommended professional, who shall be solely responsible for the quality and the competency of the services they provide. You retain absolute discretion over all implementation decisions and are free to accept or reject any recommendation we make in that respect. However, if you engage any recommended unaffiliated professional, and a dispute arises, you should seek recourse exclusively from the engaged professional.

Furthermore, our recommendation to purchase an insurance commission product through one of our representatives, presents conflicts of interest, as the receipt of commissions and access to products provide incentive to recommend insurance products based on commissions to be received, rather than on your particular need. No client is under any obligation to purchase any insurance products through our representatives or any other entity we may recommend. You are reminded that you may purchase insurance products we recommend through other, non-affiliated insurance agents or agencies.

Services Limited to Specific Types of Investments

The investment strategy uses specific mutual funds that SIMC created specifically for our clients: Tactical Offensive Equity Fund (“TCOEX”), Tactical Offensive Core Fixed Income Fund (“TCOFX”), and Tactical Offensive Enhanced Fixed Income (“TCOBX”) (collectively, the “SEI Funds”). Along with a Government Money Market Fund.

Depending on our evaluation of current market conditions, we may move some or all of your mutual fund holdings to a money market mutual fund or sweep account. When we make decisions to exit the market, we generally notify our clients through electronic means. Whether a money market mutual fund or sweep account is used depends on whichever is most beneficial at the custodian where your account is held. Because we help clients establish a total return necessary to achieve their retirement goals, achieving that total return is dependent on the success of our investment strategy predicting market fluctuations, for which there is no assurance. Our strategy may have a negative impact on a client's long-term total return if it does not perform as anticipated. However, when implementing our investment strategy, we generally believe the benefit of avoiding bear markets outweighs those burdens.

The SEI Funds are only available through our firm, and therefore, cannot be transferred “in kind” to another firm. Please refer to Termination of Advisory Agreement in this section for additional information. The implementation of our investment strategy therefore depends on a continuing relationship with SEI to provide the SEI Funds. Losing that relationship could have a material impact on our ability to implement our investment strategy. While we are not aware of any known possible events that could jeopardize our relationship with SEI, if that relationship were terminated, clients could potentially experience a temporary service interruption while we transition funds or custodial relationships. Please refer to Item 14 below for more information about our relationship with SEI. The SEI Funds are administered, distributed, and in some cases advised by SIMC or its affiliates for which it is paid fees as disclosed in the SEI Funds’ prospectuses. Because SEI, as the investment adviser to the SEI Funds, earns advisory fees based on AUM invested in the SEI Funds, and other SEI affiliates provide services to the SEI Funds for which they also receive compensation, SEI and its affiliates directly benefit through our placement of client assets in the SEI Funds. **The prospectus should be read carefully by all investors before investing in the SEI Funds.**

With the exception of fee-based variable annuities, all accounts that we manage are subject to participation in the investment program, the “Program”. Fee-based variable annuities are subject to traditional fees and expenses as disclosed in their prospectus. **The prospectus should be read carefully before purchasing a variable annuity.**

Types of Investments

We primarily offer advice on mutual funds, fixed annuities, variable annuities, and other insurance products. We may also provide advice on ETFs and equity securities. You may request that we refrain from investing in particular securities or certain types of securities. You must provide these restrictions to our firm. Clients may not set restrictions on the management of the subaccounts for variable annuities or the management of plan participant accounts.

Assets Under Management

As of November 2021, we provide continuous management services for approximately \$649,997,000 in client assets on a discretionary basis.

Item 5 • Fees and Compensation

Portfolio Management Services

We charge an annual fee based on the amount of your assets we manage, which is generally equal to 1.25% of the assets under management, including cash and cash equivalents. We may, in our sole discretion, charge a lesser or greater investment management fee based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, etc.). As result of the above, similarly situated clients could pay different fees. In addition, similar advisory services may be available from other investment advisers for greater, similar, or lower fees. Existing accounts may be subject to varying compensation arrangements. Our fee is payable quarterly in arrears as set forth in your portfolio management agreement. In either event the fee is based on the value of your account on the last day of the preceding quarter.

If the portfolio management agreement is executed at any time other than the first day of a calendar quarter, our fees will apply on a pro-rata basis, which means that the advisory fee is payable in proportion to the number of days in the quarter for which you are a client.

We may deduct our fee directly from your account after you have given our firm written authorization permitting the fees to be paid directly from your account. Further, the qualified custodian will deliver an account statement to you at least quarterly. These account statements will show all disbursements from your account. You should review all statements for accuracy. Our fees for management of the sub-accounts tied to variable annuities may be distributed by the annuity company directly from your account or are deducted from another account, if applicable.

Addition of Assets

You may deposit additional assets in your account at any time during the year. If assets are deposited into an account after the inception of a calendar quarter, our advisory fee with respect to your account assets will not be prorated based on the number of days remaining in the quarter. Rather, our advisory fee will be based on the amount of assets in your account at the end of a calendar quarter, including the deposits made mid-quarter. For example, if you deposit funds in your account 1 day before the end of the quarter, the entire account balance, including the newly deposited funds, will be subject to the investment advisory fee assessed by our firm at the quarter's end.

Withdrawal of Assets

You may withdraw account assets on notice to our firm, subject to the usual and customary securities settlement procedures. However, we design our portfolios as long-term investments and asset withdrawals may impair the achievement of your specific investment objectives.

Additional Fees and Expenses

As part of our investment advisory services to you, we will generally invest, or recommend that you invest, in mutual funds or exchange traded funds. The fees that you pay to our firm for investment advisory

services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. **You should carefully read the prospectus before investing in any mutual funds or ETFs, including the SEI Funds.** For securities purchased outside of the Program, you may also incur transaction and/or brokerage fees when purchasing or selling securities. These charges and fees are typically imposed by the broker-dealer or custodian through whom your account transactions are executed. We do not share in any portion of the brokerage fees/transaction charges imposed by the broker-dealer or custodian. However, we receive additional compensation from SEI, and indirectly from client assets, based on the amount of client assets invested in the SEI Funds. Please refer to Item 14 for more information in that respect. For information about brokerage practices, please refer to Item 12.

IRA Rollover Considerations

A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer's plan, if permitted, (ii) roll over the assets to the new employer's plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account ("IRA"), or (iv) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences). If we recommend that a client roll over their retirement plan assets into an account to be managed by us, that recommendation creates a conflict of interest if we will increase our compensation as a result of the rollover. When acting in such capacity, we serve as a fiduciary under the Employee Retirement Income Security Act (ERISA), or the Internal Revenue Code, or both. No client is under any obligation to roll over retirement plan assets to an account managed by us. Before proceeding, if you have questions contact your IAR, or call our main number as listed on the cover page of this brochure.

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

We do not accept performance-based fees or participate in side-by-side management. Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a client's account. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees.

Our fees are calculated as described in the Fees and Compensation section above and are not charged based on a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

Item 7 • Types of Clients

We offer investment advisory services to individuals, high net worth individuals, defined benefit plans participant and non-participant directed defined contribution plans, and institutions.

In general, clients can open and maintain an advisory account with no minimum balance requirement. However, the IAR servicing your account may set a minimum, or decline to accept your account, if the amount you have available to invest is too small to effectively manage, for example, the account size is too small to permit diversification, or the management fee charged would be excessive in comparison to the account balance.

Item 8 • Methods of Analysis, Investment

We may use one or more of the following methods of analysis or investment strategies when providing investment advice to you:

- **Charting Analysis** - involves the gathering and processing of price and volume information for a particular security. This price and volume information is analyzed using mathematical equations. The resulting data is then applied to graphing charts, which is used to predict future price movements based on price patterns and trends.
- **Fundamental Analysis** - involves analyzing individual companies and their industry groups, such as a company's financial statements, details regarding the company's product line, the experience and expertise of the company's management, and the outlook for the company's industry. The resulting data is used to measure the true value of the company's stock compared to the current market value.
- **Technical Analysis** - involves studying past price patterns and trends in the financial markets to predict the direction of both the overall market and specific stocks.
- **Cyclical Analysis** - a type of technical analysis that involves evaluating recurring price patterns and trends.
- **Long Term Purchases**-securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.

Our investment strategies and advice may vary depending upon each client's specific financial situation. As such, we determine investments and allocations based upon your predefined investment objectives, financial situation, and other related factors. Your restrictions and guidelines may affect the composition of your portfolio. Clients may not set restrictions on the management of the subaccounts for variable annuities or the management of retirement plan participant accounts. Please refer to the Advisory Business section of this brochure for additional information about this topic.

We use trend analysis to determine when to exit the stock market, in whole or in part, and when to re-enter the market in the investment strategy. The strategy is either offensive or defensive depending on the analysis, and we will move all our clients in or out of the market at or about the same time as the trend analysis dictates. In addition to the risks noted below, the risks involved with trend analysis are that if the indicators signal us to sell out of the market there is the chance that the market may continue to move up after we have sold. We will then have to wait until the next signal before buying back into the market, which could be higher than when we sold. We would, in that instance, miss out on the up-side potential and under perform. Conversely, if a signal indicates that we should buy in to the market, there is a risk that the market might nevertheless experience a decline forcing us to sell out and incur a loss. Additionally, there is, of course, always the risk of disasters that would cause the market to experience catastrophic declines. While we generally employ trending analysis, mitigating circumstances may dictate a different course of action, and cause us not to follow the trending analysis strategy.

Risks Associated with Methods of Analysis

The risk of investment decisions based on technical analysis is that charts may not accurately predict future price movements. Current prices of securities may reflect all information known about the security and day to day changes in market prices of securities may follow random patterns and may not be predictable with any reliable degree of accuracy. The risk of fundamental analysis is that information

obtained may be incorrect and the analysis may not provide an accurate estimate of earnings, which may be the basis for a stock's value. If securities prices adjust rapidly to new information, utilizing fundamental analysis may not result in favorable performance. The risk of cyclical analysis is that economic cycles may not be predictable and may have many fluctuations between long term expansions and contractions. The lengths of economic cycles may be difficult to predict with accuracy and therefore the risk of cyclical analysis is the difficulty in predicting economic trends and consequently the changing value of securities that would be affected by these changing trends.

Tax Considerations

Our strategies and investments may have unique and significant tax implications. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the management of your assets. Regardless of your account size or any other factors, we strongly recommend that you consult with a tax professional regarding the investment of your assets.

Risk of Loss

Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines.

You understand that our investment recommendations for your account are subject to various market, currency, economic, political, and business risks, and that those investment decisions will not always be profitable. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is no guarantee of future performance.

Recommendation of Particular Types of Securities

We primarily recommend mutual funds, variable annuities, and fixed annuities for our clients. Each type of security has its own unique set of risks associated with it and it would not be possible to list here all the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. However, in very general terms, the higher the anticipated return of an investment, the higher the risk of loss associated with it. You should be advised of the following risks when investing in these types of securities:

Exchange Traded Funds (ETFs): In limited circumstances, we may invest in ETFs. ETFs are marketable securities that are designed to track, before fees and expenses, the performance or returns of a relevant index, commodity, bonds, or basket of assets, like an index fund. Unlike mutual funds, ETFs trade like common stock on a stock exchange. ETFs experience price changes throughout the day as they are bought and sold. In addition to the general risks of investing, there are specific risks to consider with respect to an investment in ETFs, including, but not limited to:

- **Variance from Benchmark Index.** ETF performance may differ from the performance of the applicable index for a variety of reasons. For example, ETFs incur operating expenses and portfolio transaction costs not incurred by the benchmark index, may not be fully invested in the securities of their indices at all times, or may hold securities not included in their indices. In addition, corporate actions with respect to the equity securities underlying ETFs (such as mergers and spin-offs) may impact the variance between the performances of the ETFs and applicable indices.
- **Passive Investing Risk.** Passive investing differs from active investing in that ETF managers are not seeking to outperform their benchmark. As a result, ETF managers may hold securities that are components of their underlying index, regardless of the current or projected performance of the

specific security or market sector. Passive managers do not attempt to take defensive positions based upon market conditions, including declining markets. This approach could cause a passive vehicle's performance to be lower than if it employed an active strategy.

- **Secondary Market Risk.** ETFs shares are bought and sold in the secondary market at market prices. Although ETFs are required to calculate their net asset values ("NAV") on a daily basis, at times the market price of an ETF's shares may be more than the NAV (trading at a premium) or less than the NAV (trading at a discount). Given the differing nature of the relevant secondary markets for ETFs, certain ETFs may trade at a larger premium or discount to NAV than shares of other ETFs depending on the markets where such ETFs are traded. The risk of deviation from NAV for ETFs generally is heightened in times of market volatility or periods of steep market declines. For example, during periods of market volatility, securities underlying ETFs may be unavailable in the secondary market, market participants may be unable to calculate accurately the NAV per share of such ETFs, and the liquidity of such ETFs may be adversely affected. This kind of market volatility may also disrupt the ability of market participants to create and redeem shares in ETFs. Further, market volatility may adversely affect, sometimes materially, the prices at which market participants are willing to buy and sell shares of ETFs. As a result, under these circumstances, the market value of shares of an ETF may vary substantially from the NAV per share of such ETF, and the client may incur significant losses from the sale of ETF shares.

Mutual Funds: We invest predominantly in mutual funds, and more specifically, in the SEI Funds. Mutual funds are funds that are operated by an investment company that raises money from shareholders and invests it in stocks, bonds, and/or other types of securities. The fund will have a manager that trades the fund's investments in accordance with the fund's investment objective. The mutual funds charge a separate management fee for their services. The returns on mutual funds can be reduced by the costs to manage the funds. While mutual funds generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market. Funds that are sold through brokers are called load funds, and those sold to investors directly from the fund companies are called no-load funds. Mutual funds come in many varieties. Some invest aggressively for capital appreciation, while others are conservative and are designed to generate income for shareholders. Investors should carefully assess their tolerance for risk before they decide which fund is suitable for their account.

Turnover Risk: The Program's strategy is tactical and can involve substantial shifting of assets among the SEI Funds and cash. For example, your account may exchange shares of one SEI Fund for shares of another SEI Fund. This will result in a taxable event to you unless you are investing through a tax-deferred arrangement.

Idle Assets: At any time and for a substantial length of time we may hold a significant portion of a client's assets in cash or money market mutual funds. Investments in these assets may cause a client to miss out on upswings in the markets. Unless we expressly agree otherwise in writing, account assets consisting of cash and money market mutual funds are included in the value of an account's assets for purposes of calculation of the Program Fee.

Deferred Annuity: This is a type of annuity contract that delays payments of income, installments, or a lump sum until the investor elects to receive them. This type of annuity has two main phases, the savings phase in which you invest money into the account, and the income phase in which the plan is converted into an immediate annuity and payments are received. A deferred annuity can be either variable or fixed.

Immediate Annuities: This is a type of annuity contract that is purchased with a single payment and with a specified payout plan that starts right away. Payments may be for a specified period or for the life of the annuitant and are usually on a monthly basis.

Many variable annuities typically impose asset-based sales charges or surrender charges for withdrawals within a specified period. Variable annuities may impose a variety of fees and expenses, in addition to sales and surrender charges, such as: mortality and expense risk charges; administrative fees; underlying fund expenses; and charges for special features, all of which can reduce the return.

Earnings in a variable annuity do not provide all the tax advantages of 401(k)s and other before-tax retirement plans. Once the investor starts withdrawing money from their variable annuity, earnings are taxed at the ordinary income rate, rather than at the lower capital gains rates applied to other non-tax-deferred vehicles which are held for more than one year. Proceeds of most variable annuities do not receive a “step-up” in cost basis when the owner dies like stocks, bonds, and mutual funds do. Some variable annuities offer “bonus credits”. These are usually not free. In order to fund them, insurance companies typically impose mortality and expense charges and surrender charge periods. In an exchange of an existing annuity for a new annuity (so-called 1035 exchanges) the new variable annuity may have a lower contract value and a smaller death benefit; may impose new surrender charges or increase the period of time for which the surrender charge applies; may have higher annual fees; and provide another commission for the broker.

Item 9 • Disciplinary Information

We are required to disclose the facts of any legal or disciplinary events that are material to a client’s evaluation of our advisory business or the integrity of our management. We do not have any required disclosures under this item.

Item 10 • Other Financial Industry Activities and Affiliations

Advisors of Main Street Retirement planning may be licensed insurance agents. This activity creates a conflict of interest since there is an incentive to recommend insurance products based on commissions or other benefits received from the insurance company, rather than on the client’s needs. Additionally, the offer and sale of insurance products by supervised persons of our firm are not made in their capacity as a fiduciary, and products are limited to only those offered by certain insurance providers. We address this conflict of interest by requiring its supervised persons to act in the best interest of the client at all times, including when acting as an insurance agent. We periodically review recommendations by our supervised persons to assess whether they are based on an objective evaluation of each client’s risk profile and investment objectives rather than on the receipt of any commissions or other benefits. We will disclose in advance how we or our supervised persons are compensated and will disclose conflicts of interest involving any advice or service provided. At no time will there be tying between business practices and/or services (a condition where a client or prospective client would be required to accept one product or service conditioned upon the selection of a second, distinctive tied product or service). No client is ever under any obligation to purchase any insurance product. Insurance products recommended by our supervised persons may also be available from other providers on more favorable terms, and clients can purchase insurance products recommended through other unaffiliated insurance agencies.

SEI Funds

Please refer to Item 4 for a discussion on the SEI Funds and the associated conflicts of interest relating to the Program's investment in the SEI Funds.

The SEI Funds are administered, distributed, and in some cases advised by SIMC or its affiliates for which it is paid fees as disclosed in the SEI Funds' prospectuses. The prospectus should be read carefully by all investors before investing in the SEI Funds. Because SEI, as the investment adviser to the SEI Funds, earns advisory fees based on AUM invested in the SEI Funds, and other SEI affiliates provide services to the SEI Funds for which they also receive compensation, SEI and its affiliates directly benefit through our placement of client assets in the SEI Funds. As more thoroughly discussed below in the SEI Strategic Marketing Agreement in Item 14, we have entered into a Strategic Marketing Agreement ("SM Agreement") with SEI. SEI expects our clients' assets under management ("AUM") in the Funds (and, in certain cases, other SEI sponsored mutual funds) to increase over time and not fall below a certain threshold. Consequently, we have an incentive to recommend to our clients that their AUM with our firm be invested in the SEI Funds, or other SEI sponsored mutual funds.

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

Description of Our Code of Ethics

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for our Associated Persons. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All of our Associated Persons are expected to adhere strictly to these guidelines. Our Code of Ethics also requires that certain persons associated with our firm submit reports of their personal account holdings and transactions to a qualified representative of our firm who will review these reports on a periodic basis. Persons associated with our firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm. Clients or prospective clients may obtain a copy of our Code of Ethics by contacting us at the telephone number on the cover page of this brochure.

Participation or Interest in Client Transactions

We recommend the purchase of SEI Funds and receive certain forms of compensation from SEI. Please refer to Item 4 • Advisory Business, Item 10 • Other Financial Industry Activities and Affiliations and Item 14 • Referrals and Other Compensation for additional disclosures about this topic.

Personal Trading Practices

Our firm or persons associated with our firm may buy or sell the same securities that we recommend to you or securities in which you are already invested. A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To mitigate this conflict of interest, it is our policy that neither our firm nor our Associated Persons shall have priority over your account in the purchase or sale of securities.

These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper,

repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Item 12 • Brokerage Practices

Before engaging us to provide portfolio management services, clients are required to enter into a formal agreement with us setting forth the terms and conditions under which we will manage their investment assets, and a separate custodial/clearing agreement with the designated broker-dealer/custodian. Depending on which custodian clients select to maintain their account, they could experience differences in customer service, transaction timing, the availability of sweep account vehicles and money market funds, and other aspects of investing. In certain instances, these differences could cause differences in account performance. To participate in the Program, clients are required to engage SEI Private Trust Company (a subsidiary of SEI Investments Company) as the transfer agent and custodian for their investment assets. Therefore, if a client asks us to recommend a broker-dealer, we will recommend SEI. This presents a conflict of interest, because we are incentivized to recommend that clients engage SEI based upon its relationship with our firm, as opposed to the recommendation being based on our clients' interest in receiving most favorable execution. Also, the arrangement we have with SEI regarding fund liquidations to execute our investment strategy can cause delays. Notwithstanding this conflict of interest and timing complication, we are confident in recommending that clients engage SEI based on our evaluation of SEI's financial strength, reputation, execution capabilities, pricing, research, and service.

Consistent with the SEI program, the mutual funds, TCOEX, TCOFX, and TCOBX will continue to have a single share class with the same expense ratio regardless of the custodial platform used. However, purchases in client accounts of other mutual funds or securities will be paid by the client. Please refer to Item 14 • Client Referrals and Other Compensation for additional disclosures on the Strategic Marketing Agreement with SEI.

The commissions and/or transaction fees charged by SEI may be higher or lower than those charged by other broker-dealers. The commissions you pay will conform to our duty to seek "best execution." However, you may pay a commission that is higher than another qualified broker-dealer might charge to affect the same transaction where we determine, in good faith, that the commission is reasonable. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker dealer's services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. Consistent with the foregoing, while we will seek competitive rates, we may not necessarily obtain the lowest possible commission rates for client transactions.

Previously, clients could participate in the Program while having their investment assets held at TD Ameritrade, Inc. While that is no longer possible, we may continue to service a very limited number of existing client accounts held at TD Ameritrade, Inc. but we are not able to execute our strategy for those accounts.

We will receive certain benefits from SEI solely because we have access to their institutional platforms. We may receive from SEI, without cost to our firm, computer software and related systems support, which allow us to better monitor your accounts maintained at SEI. We may receive the software and related support without cost because we render investment management services to clients that maintain assets at SEI. The software and related systems support may benefit our firm, but not you directly. In fulfilling our duties to you, we endeavor at all times to put your interests first. You should be aware; however, that our receipt of economic benefits from a broker-dealer creates a conflict of interest since these benefits

may influence our choice of broker-dealer over another broker-dealer that does not furnish similar software, systems support, or services.

Research and Other Benefits

We do not receive any soft-dollar benefits from SEI or any other third-party service provider. However, we do participate in the SEI Advisor Network, and receive some benefits from SEI through our participation in the program that may include, for example, reimbursement to our firm for the expenses related to marketing events, or SEI may pay the vendors directly. The amounts of those payments vary according to the size of the event and are based on the amount of assets under management we place with SEI. Refer to Item 14 • Client Referrals and Other Compensation for additional disclosures on our participation in the SEI Advisory Network.

The benefits we may receive from SEI include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving adviser participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; and discounts on research, technology, and practice management products or services provided to our firm by third party vendors. SEI may also have paid for business consulting and professional services received by our associated persons. Some of the products and services made available by SEI may benefit our firm and/or associated persons but may not benefit you or your accounts. These products or services may assist our firm in managing and administering client accounts, including accounts not maintained at SEI. Other services made available by the custodian are intended to help us manage and further develop our business enterprise. The benefits we receive do not depend on the amount of brokerage transactions directed to SEI. As part of our fiduciary duty to clients, we endeavor at all times to put the interests of our clients first. You should be aware; however, that the receipt of economic benefits by our firm or our associated persons itself creates a conflict of interest and may indirectly influence our choice of the custodian for custody and brokerage services. Without limiting the above, our associated persons may attend conferences offered by various vendors and/or wholesalers at a discounted price or no cost. **Our Chief Compliance Officer, Elias R. Dragon, remains available to address any questions that a client or prospective client may have regarding the above.**

Brokerage for Client Referrals

We do not receive client referrals from any other broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

Directed Brokerage

To participate in the Program, clients are required to engage SEI Private Trust Company (a subsidiary of SEI Investments Company) as the transfer agent and custodian for their investment assets. Not all investment advisers require their clients to direct brokerage. We direct transactions almost exclusively through SEI, because our strategy is unique, and we have negotiated arrangements with SEI. The economic relationship we have with SEI as described throughout this Brochure presents conflicts of interest as described throughout in detail. Depending on which approved custodian clients select to maintain their investment accounts, they may experience differences in customer service, transaction timing, the availability of sweep account vehicles and money market funds and other aspects of investing. Clients should therefore be aware that by requiring Program accounts to be held at SEI, certain of these

differences could cause differences in account performance, and we may be unable to achieve the most favorable execution of client transactions as a result.

Block Trades

As part of our investment strategy, we may move all our clients in or out of the market at or about the same time as the trend analysis dictates. Where trades are in mutual funds, each account receives the net asset value and trading in block will not generally impact the price of the security or transaction costs for any client account participating in the block. Where other securities are traded in block, i.e., equity securities, each client will pay an average share of the trading costs associated with the transaction. Please refer to the Methods of Analysis, Investment Strategies and Risk of Loss section above for additional disclosures on our investment strategies and methods of analysis.

Item 13 • Review of Accounts

The Associated Person/Advisory Representative assigned to manage your account(s) will monitor your account(s) on an ongoing basis and will conduct account reviews at least annually and as agreed to between you and your Advisory Representative to ensure that the advisory services provided to you and/or the portfolio mix are consistent with your stated investment needs and objectives. You are strongly encouraged to participate in the annual account review; however, your participation is not required. Additional reviews may be conducted based on various circumstances, including, but not limited to client request; contributions and withdrawals; year-end tax planning; market moving events; security specific events; and/or, changes in your risk/return objectives.

Your Advisory Representative may provide you with written account value reports in conjunction with account reviews. Clients will not receive reports on the management of the subaccounts for variable annuities or the management of plan participant accounts. In all cases, you will receive trade confirmations and reports from your account custodian(s) at least quarterly. If you receive reports from our firm, we encourage you to reconcile our reports with those received from the account custodian. If you find your holdings differ between these two statements, call our main office number located on the cover page of this brochure immediately.

Item 14 • Client Referrals and Other Compensation

Certain of our IARs will receive compensation from our firm based on an amount of client assets to which the IAR provides advisory services. You will not be charged additional fees based on this compensation arrangement.

SEI Strategic Marketing Agreement

We have entered into the SM Agreement with SIMC to participate in the SEI Advisor Network. The SEI Advisor Network is designed as a suite of services provided through SEI and its various subsidiaries and affiliates to independent investment advisers. As disclosed above at Item 4, we provide investment advisory services to our clients through the SEI Funds that were established for use exclusively by our firm in order to accommodate our investment strategy. Because SEI, as the investment adviser to the SEI Funds, earns advisory fees based on the assets under management (“AUM”) invested in the SEI Funds, and other SEI affiliates provide services to the SEI Funds for which they also receive compensation, SEI and its affiliates directly benefit through our placement of client assets in the SEI Funds.

Through our participation in the SEI Advisor Network, SEI will defray certain costs we incur directly related to our marketing program based on our continued use of the SEI Funds as primary investment choices for our client relationships developed because of our marketing efforts. Our participation in the SEI Advisor Network does not diminish our duty to place client assets in investments that meet the suitability needs of each client in compliance with applicable law. In light of the benefits, we receive for participation in the SEI Advisor Network, SEI expects our clients' AUM in the SEI Funds (and, in certain cases, other SEI sponsored mutual funds) to increase over time and not fall below a certain threshold. Consequently, in order to receive hard dollar reimbursements from SEI for certain marketing expenses, we have an incentive to recommend to our clients that their AUM with our firm be invested in the SEI Funds, or other SEI sponsored mutual funds. Therefore, the compensation our firm receives in this respect comes indirectly from our client assets invested in the SEI Funds.

As part of our marketing efforts to attract new clients (and to help retain current clients) we rely primarily on a weekly communications and monthly events. Through our participation in the SEI Advisor Network, SEI will defray the cost of the events we sponsor. Other costs that SEI may cover include, for example: client appreciation events; prospective client events; group current and prospective client dinners; marketing brochures and presentations; and charitable contributions tied to an event. SEI may also pay for other marketing expenses in its sole discretion. These items that are paid for by SEI will benefit our firm but may not benefit our clients. The amount of marketing services paid for by SEI depends directly on the amount of AUM we direct to SEI and that are placed in the SEI Funds, or other SEI sponsored mutual funds or products.

We may also receive payments from SEI under the SM Agreement.

Clients should be aware that the receipt of economic benefits by our firm from SEI creates a conflict of interest and influences our choice of SEI and the SEI Funds, or other SEI sponsored mutual funds, for client investment needs.

SEI Client-Level Fee Waiver

Clients that maintain custodial accounts at SEI are currently subject to a reduced pricing schedule that has been published to account holders and is otherwise charged by customers of SEI. Specifically, SEI has waived its platform fee with respect to assets invested in all SEI sponsored funds, including the SEI Funds. In addition, it has determined to waive the platform fee for assets invested in non-transaction fee funds. Transaction fee funds, ETFs and other assets managed by us will continue to be subject to a platform fee. The platform fee is subject to a \$1,000 per year, per household maximum. This presents a conflict of interest, because our clients with accounts held at other custodians or broker-dealers may not receive the benefit of this arrangement. We address this conflict of interest by disclosing it to clients and prospective clients. While clients seeking to participate in the Program must select SEI Private Trust Company (a subsidiary of SEI Investments Company) as the transfer agent and custodian for their investment assets, clients are ultimately responsible for selecting the broker-dealer or custodian where they want to maintain their account.

Item 15 • Custody

We are deemed to have custody of client funds and securities whenever we are given the authority to have fees deducted directly from client accounts. We do not have physical custody of any of your funds or securities. You will receive account statements from the independent, qualified custodian that holds your account at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing period. You should carefully review

account statements for accuracy. Further, our fees for management of the sub-accounts tied to variable annuities may be distributed by the annuity company directly from your account.

If you have a question regarding your account statement or if you did not receive a statement from your custodian, contact our firm directly at the telephone number on the cover page of this brochure.

Item 16 • Investment Discretion

When opening a new account, before we can buy or sell securities on your behalf, you must first sign our discretionary management agreement and trading authorization forms.

You will grant our firm discretion over the selection and amount of securities to be purchased or sold for your account(s) without obtaining your consent or approval prior to each transaction. You may specify investment objectives, guidelines, and/or impose certain conditions or investment parameters for your account(s). For example, you may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio and/or restrictions or prohibitions of transactions in the securities of a specific industry or security. Clients may not set restrictions on the management of the subaccounts for variable annuities or the management of plan participant accounts. Refer to the Advisory Business section in this brochure for more information on our discretionary management services.

Item 17 • Voting Client Securities

We will not vote proxies on behalf of your advisory accounts. We may provide clients with general advice about voting proxies, but the ultimate decision and responsibility resides with the client.

Item 18 • Financial Information

Our firm does not have any financial condition or impairment that would prevent us from meeting our contractual commitments to you. We do not take physical custody of client funds or securities or serve as trustee or signatory for client accounts.