



Part 2A of Form ADV: *Firm Brochure*

Clearwater Capital Partners

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This brochure provides information about the qualifications and business practices of Clearwater Capital Partners. If you have any questions about the contents of this brochure, please contact us at 847-841-8650 or general@ccpwealth.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

Additional information about Clearwater Capital Partners also is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The firm's CRD number is 139886.

Item 2 Material Changes

This Firm Brochure, dated 03/25/2022, provides clients with a summary of Clearwater Capital Partners' advisory services and fees, professionals, certain business practices and policies, as well as actual or potential conflicts of interest, among other things. This Item is used to provide clients with a summary of new and/or updated information; CCP will inform of the revision(s) based on the nature of the information as follows.

1. Annual Update: CCP is required to update certain information at least annually, within 90 days of the firm's fiscal year end (FYE) of December 31st. CCP will provide clients with either a summary of the revised information with an offer to deliver the full revised Brochure within 120 days of the firm's FYE or CCP will provide clients with a revised Brochure that will include a summary of those changes in this Item.
2. Material Changes: Should a material change in CCP's operations occur, depending on its nature the firm will promptly communicate this change to clients (and it will be summarized in this Item). "Material changes" requiring prompt notification will include changes of ownership or control; location; disciplinary proceedings; significant changes to CCP's advisory services or advisory affiliates – any information that is critical to a client's full understanding of who we are, how to find us, and how we do business.

The following is a summary of some of the new or revised disclosures based on information previously provided in the Firm Brochure dated 03/25/2021:

- Advisory Business under Item 4 has been updated to reflect the following:
 - The title for Non-Wrap Fee Individual Portfolio management has been updated for clarity and a description explaining the difference between Wrap and Non-Wrap accounts has been added.
 - CCP Managed Strategies section under Retirement Plan Services has been updated to reflect the options for plan participants to engage CCP through a Brokerage Window when available through their plan.
- Retirement Plan Advising Fees section under Item 5 has been updated to include Brokerage Window fees will vary based on specifics of the case and will be disclosed on each client's advisory agreement.
- Investment Strategies section under Item 8 has been updated to include a definition of Asset Allocation. Asset allocation is an investment strategy that aims to balance risk and reward by apportioning a portfolio's assets to various asset classes according to an individual's goals, risk tolerance, and investment horizon. Rather than focusing primarily on securities selection or market timing, CCP attempts to identify an appropriate ratio of available asset classes suitable to the client's circumstances. CCP regards asset allocation as one of the most important decisions an investor can make and as the principal determinant of portfolio performance. A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of asset classes will change over time due to stock and market movements and, if not corrected, may no longer be appropriate for the client's goals. Portfolio allocations will be monitored and rebalanced over time as determined by CCP.
- Charitable Foundation Affiliation section under Item 10 has been updated to clarify that at no time shall any contribution to the Foundation by third parties result in favoritism, bias, special benefit or the like to the donor as it relates to services provided by CCP.
- Item 14 has been updated to reflect that Clearwater Capital Partners, as a matter policy and practice, may compensate persons, i.e., individuals or entities, for the referral of advisory clients to the firm provided appropriate disclosures and regulatory requirements are met.

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Item 4 Advisory Business

Clearwater Capital Advisors, LLC Doing Business As (DBA) Clearwater Capital Partners (CCP) is an SEC-registered investment adviser with its principal place of business located in Illinois. Clearwater Capital Partners began conducting business in 2006 as BSC Private Wealth Management, LLC.

Clearwater Capital Advisors, LLC, Clearwater Capital Insurance, LLC, and Clearwater Capital Consulting, LLC all operate under the Clearwater Capital Partners name and are majority owned by Clearwater Capital Partners, LLC.

Listed below are the principal shareholders (i.e., those individuals and/or entities controlling 20% or more of this company) of the Clearwater Capital Partners, LLC holding company.

John E. Chapman, CEO, Chief Investment Strategist

Leonard G. Borhart, Partner

Alan R. Krause, Partner

CCP offers the following advisory services to its clients:

WRAP FEE PROGRAM INDIVIDUAL PORTFOLIO MANAGEMENT

CCP sponsors and acts as the sole investment manager to the Clearwater Capital Partners Strategic Wealth Management Program (the Program), a wrap fee program. A wrap-fee program is an investment management program that provides the client with investment advisory services and brokerage trade execution services for a single, inclusive fee. The client is not charged separate fees for these respective components of the total service. Transactions in Program accounts are effected 'net,' i.e., without a separate commission charge to the client, and a portion of the wrap fee is generally considered as being in lieu of commissions. However, clients may incur additional costs, as applicable, for custodial fees, odd-lot differentials, fees and expenses charged by mutual funds and exchange traded funds (ETFs) to their shareholders, exchange fees, transfer taxes, wire transfer and electronic fund fees and certain administrative fees charged in connection with wire transfers or certificate issues as stipulated by the account custodian. CCP reserves the right to reimburse clients for certain of these fees as it deems appropriate with respect to the overall relationship.

CCP provides continuous advice to clients regarding the investment of client funds based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, CCP develops a client's personal investment strategy and creates and manages a portfolio based on that strategy.

During the data-gathering process, CCP determines the client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, CCP also reviews and discusses a client's prior investment history, as well as family composition and background.

CCP manages these advisory accounts on a discretionary basis. Account supervision is guided by the client's stated objectives (i.e., aggressive growth, growth, growth and income, income with moderate growth, or income with capital preservation), as well as tax considerations. Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

CCP's investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company and may generally include advice regarding the following securities:

- Exchange-listed securities
- Securities traded over-the-counter
- Foreign issuers
- Corporate debt securities (other than commercial paper)
- Certificates of deposit
- Municipal securities
- Variable annuities
- Mutual fund shares
- Interests in partnerships investing in debt and/or equity, both public and private
- United States governmental securities
- Options contracts on securities
- Interests in partnerships investing in real estate
- Interests in partnerships investing in oil and gas interests

Because some types of investments involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability. Therefore, portfolio strategies will vary between clients.

Not all clients or client accounts will have exposure to the instruments listed above.

Thematic Exploration Strategies

Select clients will be invited to participate in CCP Thematic Exploration Strategy portfolios. These portfolios will utilize similar investment vehicles as listed above but will generally be designed to provide direct exposure to specific investments in key thematic areas that CCP believes to have above average growth potential, but are also expected to have above average risk. Due to the high-risk nature of these strategies, including potential loss of principal, participation will be limited based on the client's stated investment objectives, tolerance for risk, liquidity and suitability.

As further discussed in response to Item 12 of this Brochure, CCP generally recommends that Program clients utilize the brokerage and clearing services of either the Schwab Advisor Services division of Charles Schwab & Co., Inc. (Schwab), a FINRA registered broker-dealer, member SIPC, or LPL Financial, a FINRA registered broker-dealer, member SIPC (collectively referred to as Custodians). CCP may only implement its investment management recommendations after the client has arranged for, and furnished the firm with information and authorization, regarding accounts with the Custodians.

CCP's clients are advised to promptly notify CCP in writing if there are ever any changes in their financial situation or investment objectives which may impact how his/her account should be managed or if they wish to impose any reasonable restrictions upon CCP's management services.

For detailed information regarding the Program, clients should refer to the Program's separate disclosure document.

NON-WRAP FEE PROGRAM INDIVIDUAL PORTFOLIO MANAGEMENT

Clients not participating in the Wrap Fee Program will pay applicable transaction expenses separately from the CCP advisory fee. CCP provides continuous advice to clients regarding the investment of client funds based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, CCP develops a client's personal investment strategy and creates and manages a portfolio based on that strategy.

During the data-gathering process, CCP determines the client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, CCP also reviews and discusses a client's prior investment history, as well as family composition and background.

CCP manages these advisory accounts on a discretionary basis. Account supervision is guided by the client's stated objectives (i.e., aggressive growth, growth, growth and income, income with moderate growth, or income with capital preservation), as well as tax considerations.

Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

CCP's investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company and may generally include advice regarding the following securities:

- Exchange-listed securities
- Securities traded over-the-counter
- Foreign issuers
- Corporate debt securities (other than commercial paper)
- Certificates of deposit
- Municipal securities
- Variable annuities
- Mutual fund shares
- United States governmental securities
- Options contracts on securities
- Interests in partnerships investing in real estate
- Interests in partnerships investing in oil and gas interests
- Interests in partnerships investing in debt and/or equity, both public and private

Because some types of investments involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability. Therefore, portfolio strategies will vary between clients.

Not all clients or client accounts will have exposure to the instruments listed above.

As further discussed in response to Item 12 of this Brochure, CCP generally recommends that clients utilize the brokerage and clearing services of either the Schwab Advisor Services division of Charles Schwab & Co., Inc. (Schwab), a FINRA registered broker-dealer, member SIPC, or LPL Financial, a FINRA registered broker-dealer, member SIPC (collectively referred to as Custodians). CCP may only implement its investment management recommendations after the client has arranged for, and furnished the firm with information and authorization, regarding accounts with the Custodians.

CCP's clients are advised to promptly notify CCP in writing if there are ever any changes in their financial situation or investment objectives which may impact how his/her account should be managed or if they wish to impose any reasonable restrictions upon CCP's management services.

RETIREMENT PLAN ADVISORY SERVICES

CCP also provides several advisory services separately or in combination to Employer sponsored retirement plans. While the primary clients for these services will be pension, profit sharing and 401(k) plans, CCP offers these services, where appropriate, to individuals and trusts, estates and charitable organizations. Retirement Plan Advisory Services are comprised of four distinct services.

Clients may choose to use any or all of these services.

Investment Policy Statement Preparation (hereinafter referred to as "IPS"):

CCP will meet with the client (in person or over the telephone) to determine an appropriate investment strategy that reflects the plan sponsor's stated investment objectives for management of the overall plan. CCP may then prepare a written IPS detailing those needs and goals, including an encompassing policy under which these goals are to be achieved. The IPS also lists the criteria for selection of investment vehicles as well as the procedures and timing interval for monitoring of investment performance.

Selection of Investment Vehicles:

CCP assists plan sponsors in constructing appropriate investment menus. CCP will then review various mutual funds (both index and managed) and exchange traded funds to determine which investments are appropriate to implement the client's IPS. The number of investments to be recommended will be determined through consultation with the client, based on the IPS.

Monitoring of Investment Performance:

CCP monitors the plan sponsor's investment menu continually, based on the procedures and timing intervals agreed to with the client. Although each plan participant is responsible for the purchase or sale of these investments within their individual participant accounts, CCP will supervise the plan sponsor's investment menu and will make recommendations to the client as market factors and the client's needs dictate. If a recommendation to replace, add or remove a holding is made and accepted by the plan sponsor, CCP will facilitate the transaction with the plan record keeper and custodian.

Employee Communications:

For pension, profit sharing and 401(k) plan clients with individual plan participants exercising control over assets in their own account ("self-directed plans"), CCP may also provide educational support and investment workshops designed for the plan participants when the plan sponsor engages the firm to provide these services. The nature of the topics to be covered will be determined by CCP and the client under the guidelines established in ERISA Section 404(c). The educational support and investment workshops will NOT provide plan participants with individualized, tailored investment advice or individualized, tailored asset allocation recommendations. Individuals seeking individualized advice may request private consultation (either by telephone or in person), during which specific investment strategies may be discussed. The implementation of any or all recommendations is solely at the discretion of the participant, unless a separate advisory agreement has been implemented between the participant and CCP.

CCP Managed Strategies

For pension, profit sharing and 401(k) plan clients with individual plan participants exercising control over assets in their own account ("self-directed plans"), CCP can offer to provide managed strategy investment options in the plan's investment menu or individually through a brokerage window where available. CCP will manage the underlying holdings of each strategy as a 3(38) Fiduciary, though each participant must elect whether and to what degree to participate. CCP will charge an additional fee on assets invested in these strategies. While these fees compensate CCP for an additional service being provided, participants should be aware that a conflict of interest exists when CCP employees recommend the usage of these strategies.

INSURANCE SERVICES

Insurance services are offered through an independent insurance agency, Clearwater Capital Insurance, LLC, a separate legal entity under common ownership and control with CCP. This agency provides insurance products such as Life, Long Term Care and Disability policies, and some CCP advisors are licensed insurance agents. Accordingly, CCP can offer insurance products as may be required in a comprehensive wealth management plan. Clients, however, are not under any obligation to engage these individuals when considering implementation of advisory recommendations.

SPEAKING ENGAGEMENTS

CCP participates in speaking engagements. Information shared during speaking engagements should not be considered specific advice to attendees, but is intended to be general educational information only.

AMOUNT OF MANAGED ASSETS

As of 3/18/2022, through CCP's Private Client Advisory Practice and Retirement Plan Advising Practice, CCP is managing a total of \$1,068,659,277 of client assets.

Of this total CCP was managing \$942,058,667 of client assets on a discretionary basis plus \$126,600,610 of Qualified Plan clients' assets on a non-discretionary basis.

Item 5 Fees and Compensation

WRAP FEE PROGRAM INDIVIDUAL PORTFOLIO MANAGEMENT

The annualized fee for the Program is charged as a percentage of aggregated assets under management, according to the following schedule:

Tiered Fee Schedule	
<u>Assets Under Management</u>	<u>Marginal Annual Fee</u>
\$0 - \$2,000,000	1.000%
\$2,000,001 - \$5,000,000	0.750%
\$5,000,001 - \$10,000,000	0.550%
\$10,000,001 - \$25,000,000	0.250%
\$25,000,001 - \$50,000,000	0.225%
\$50,000,001 - \$100,000,000	0.180%
\$100,000,001 -	0.125%

As an example, a client with \$6,000,000 in aggregated Assets Under Management will be charged 1.00% on the first \$2,000,000 of Assets, 0.750% on the next \$3,000,000 of Assets, and 0.550% on the final \$1,000,000 of Assets.

Clients participating in ***Thematic Exploration Strategies*** portfolios will be assessed an annualized fee of 2.00% on assets invested in the strategies. All other client assets under management will generally be subject to the standard fee schedule listed above. While this higher fee rate is associated with the additional cost to CCP to maintain these strategies, clients should be aware that the higher fee rate on the ***Thematic Exploration Strategies*** portfolios creates an incentive for CCP to recommend its usage, creating a conflict of interest when CCP recommends participation.

For clients with accounts at Schwab, CCP fees are generally billed monthly, in advance, at the beginning of each calendar month based upon the value (market value or fair market value in the absence of market value), of the client's account at the end of the previous month. For clients with accounts at LPL, CCP fees are generally billed quarterly, in advance, at the beginning of each calendar quarter based upon the value (market value or fair market value in the absence of market value), of the client's account at the end of the previous quarter. Any accounts held at a custodian that is not one of CCP's recommended firms will be handled based on similar procedures based on that custodian's capabilities.

The client may make additions to and withdrawals from the account at any time, subject to CCP's right to terminate an account. If assets are deposited into an account the fee payable with respect to such assets will be prorated based on the number of days remaining in the billing cycle. Clients may withdraw account assets with notice to CCP, subject to the usual and customary securities settlement procedures. In the event of a distribution, CCP shall refund its unearned fee for that billing cycle based on the number of days remaining. However, CCP designs its portfolios as long-term investments and asset withdrawals may impair the achievement of the client's investment objectives. All fee adjustments due to flows will be made during the fee cycle following the flow(s).

For the initial billing period of investment management services, fees shall be calculated on a pro rata basis. The Agreement between CCP and the client will continue in effect until terminated by either party pursuant to the terms of the Agreement. CCP's fee shall be prorated through the date of effective termination and any remaining balance shall be charged or refunded to the client, as appropriate, in a timely manner subject to the 30 day notice requirement.

While CCP does not require a minimum account size for the Program, clients should be aware that accounts with smaller values will typically, out of necessity, hold fewer positions in higher concentrations than other client accounts. As a result, these accounts may experience a greater degree of volatility.

Fees will be directly debited in advance from the account in accordance with the client authorization in the

Client Services Agreement. The Custodian(s) recommended by CCP have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to CCP.

For detailed information regarding the Program, including the fee schedule, terms and other important considerations, clients should refer to the disclosure document (Form ADV, Part 2A Appendix 1) for the Program.

Limited Negotiability of Advisory Fees: Although CCP has established the aforementioned fee schedule(s), CCP retains the discretion to negotiate alternative fees on a client-by-client basis.

Client facts, circumstances and needs are considered in determining an alternative fee schedule. These include the complexity of the case, assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, account composition, and reports, among other factors. As such, fee levels and structure will vary between clients. Certain clients may be subject to multiple fee levels and structures.

CCP may group certain related client accounts for the purposes of determining the annualized fee. Discounts, not generally available to advisory clients, may be offered to family members and friends of associated persons of CCP. The specific annual fee schedule is identified in the contract between the firm and each client.

NON-WRAP FEE PROGRAM INDIVIDUAL PORTFOLIO MANAGEMENT FEES

The annualized fee for Investment Supervisory Services is charged as a percentage of aggregated assets under management, according to the following schedule:

Tiered Fee Schedule

<u>Assets Under Management</u>	<u>Marginal Annual Fee</u>
\$0 - \$2,000,000	1.000%
\$2,000,001 - \$5,000,000	0.750%
\$5,000,001 - \$10,000,000	0.550%
\$10,000,001 - \$25,000,000	0.250%
\$25,000,001 - \$50,000,000	0.225%
\$50,000,001 - \$100,000,000	0.180%
\$100,000,001 -	0.125%

As an example, a client with \$6,000,000 in aggregated Assets Under Management will be charged 1.00% on the first \$2,000,000 of Assets, 0.750% on the next \$3,000,000 of Assets, and 0.550% on the final \$1,000,000 of Assets.

CCP fees are billed quarterly, in advance, at the beginning of each calendar quarter based upon the value (market value or fair market value in the absence of market value), of the client's account at the end of the previous quarter. Any accounts held at a custodian that is not one of CCP's recommended firms will be handled based on similar procedures based on that custodian's capabilities.

The client may make additions to and withdrawals from the account at any time, subject to CCP's right to terminate an account. If assets are deposited into an account the fee payable with respect to such assets will be prorated based on the number of days remaining in the quarter. Clients may withdraw account assets with notice to CCP, subject to the usual and customary securities settlement procedures. In the event of a distribution, CCP shall refund its unearned fee pro-rata based on the number of days remaining in the billing cycle. However, CCP designs its portfolios as long-term investments and asset withdrawals may impair the achievement of the client's investment objectives. All fee adjustments due to flows will be made during the fee cycle following the flow(s).

For the initial quarter of investment management services, the first quarter's fees shall be calculated on a pro rata basis. The Agreement between CCP and the client will continue in effect until terminated by either party

pursuant to the terms of the Agreement. CCP's annual fee shall be prorated through the date of termination and any remaining balance shall be charged or refunded to the client, as appropriate, in a timely manner.

While CCP does not require a minimum account size, clients should be aware that accounts with smaller values will typically, out of necessity, hold fewer positions in higher concentrations than other client accounts. As a result, these accounts may experience a greater degree of volatility.

Fees will be directly debited in advance from the account in accordance with the client authorization in the Client Services Agreement. The Custodian(s) recommended by CCP have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to CCP.

Limited Negotiability of Advisory Fees: Although CCP has established the aforementioned fee schedule(s), CCP retains the discretion to negotiate alternative fees on a client-by-client basis.

Client facts, circumstances and needs are considered in determining an alternative fee schedule. These include the complexity of the case, assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, account composition, and reports, among other factors. As such, fee levels and structure will vary between clients. Certain clients may be subject to multiple fee levels and structures.

CCP may group certain related client accounts for the purposes of determining the annualized fee. Discounts, not generally available to advisory clients, may be offered to family members and friends of associated persons of CCP. The specific annual fee schedule is identified in the contract between the firm and each client.

HOURLY / FIXED FEE CONSULTING SERVICES (PRIVATE CLIENT)

CCP provides consulting services to individuals and businesses. CCP may also provide non-securities advice on topics that may include, but are not limited to, business consulting, retirement, estate, budgetary, and education planning, personal and business tax planning in collaboration with a client's accountant and/or attorney. Clients, however, are not under any obligation to engage CCP when considering implementation of advisory recommendations. The implementation of any or all recommendations is solely at the discretion of the client.

CCP's hourly consulting services fee generally ranges from \$250 to \$500 per hour based on the range and complexity of the services being provided and resources assigned. Fixed fee for service may also be charged for case strategy reviews which range from \$2,000 to \$5,000 per case based on complexity. CCP will provide an estimate for the total hours or fixed fee at the start of the consulting relationship.

Fees are due and payable upon completion of the analysis or services. CCP reserves the right to credit any portion of this fee back to the client based on subsequent advisory engagements for asset management. The decision to credit these fees back to the client will be at the sole discretion of CCP based on each unique situation.

SPEAKING ENGAGEMENTS

CCP participates in speaking engagements. Information shared during speaking engagements should not be considered specific advice to attendees, but is intended to be general educational information only.

CCP's hourly speaking engagement fee generally ranges from \$250 to \$500 per hour based on the range and complexity of the services being provided and resources assigned. Fixed fee for service may also be charged for speaking engagements which range from \$2,000 to \$5,000 per case based on complexity. CCP will provide an estimate for the total hours or fixed fee at the start of the relationship.

Fees are due and payable prior to completion of the speaking engagement unless otherwise stated in the engagement contract.

RETIREMENT PLAN ADVISING FEES

CCP fees for Retirement Plan Advising Services are based on a percentage of assets under management, according to the following schedule:

<u>Assets Under Management</u>	<u>Annual Fee</u>
\$0 - \$999,999	0.55%
\$1,000,000 - \$4,999,999	0.45%
\$5,000,000 - \$14,999,999	0.35%
\$15,000,000 - \$29,999,999	0.30%
Over \$30,000,000	0.25%

Additionally, participants that choose to participate in CCP Managed Strategies or that engage CCP through a Brokerage Window will pay an additional management fee on assets invested in the strategy. For managed strategies, the fee charged will vary by strategy and will be disclosed on fund information sheets and annual fee disclosure documents. Brokerage Window fees will vary based on specifics of the case and will be disclosed on each client's advisory agreement. While these additional fees are associated with an additional service, participants should be aware that the additional fee creates an incentive for CCP to recommend the strategies, creating a conflict of interest when CCP recommends participation.

Plan fees are generally paid at the end of each billing cycle. Billing cycles will generally be the calendar quarter, based on the plan balance on the last business day of the calendar quarter, or monthly, based on the plan balance on the last business day of the calendar month. Fees will generally be directly debited from the account in accordance with the client authorization in the Client Services Agreement. The Custodian(s) recommended by CCP have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to CCP. Clients may elect to instead be invoiced on a quarterly or monthly basis.

CCP reserves the right to charge a one time start up fee for Retirement Plans at its discretion.

Limited Negotiability of Advisory Fees: Although CCP has established the aforementioned fee schedule(s), CCP retains the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs are considered in determining an alternative fee schedule. These include the complexity of the case, assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, account composition, and reports, among other factors. As such, fee levels and structure will vary between clients.

HOURLY / FIXED FEE CONSULTING SERVICES (RETIREMENT PLANS)

CCP provides consulting services to plan participants that have requested additional services and have signed a separate advisory agreement. In addition to investment advice, which may be provided on a discretionary or non discretionary basis based on participant wishes and the availability for the advisor to provide discretionary services through the plan custodian, CCP may also provide non-securities advice on topics that may include, but are not limited to, business consulting, retirement, insurance, estate, budgetary, and education planning, and personal and business tax planning in collaboration with a client's accountant and/or attorney. Clients, however, are not under any obligation to engage CCP when considering implementation of advisory recommendations. The implementation of any or all recommendations is solely at the discretion of the client, with the exception of discretionary management of qualified plan assets when elected by the participant.

CCP's hourly consulting services fees generally range from \$250 to \$500 per hour based on the range and complexity of the services being provided and resources assigned. Fixed fee for service may also be charged for case analysis and will be based on complexity. CCP will provide an estimate for the total hours or fixed fee at the start of the consulting relationship.

Fees are due and payable upon to completion of services. CCP reserves the right to credit any portion of this fee back to the client based on subsequent advisory engagements for asset management. The decision to credit these fees back to the client will be at the sole discretion of CCP based on each unique situation.

GENERAL INFORMATION

Termination of the Advisory Relationship: An Advisory client will have a period of five (5) business days from the date of signing the investment advisory agreement to unconditionally rescind the agreement and receive a full refund of all fees. Thereafter, a client agreement may be terminated at any time, by either party, for any reason upon receipt of 30 days written notice. The effective termination date will, therefore, be 30 days after written notice is received. As disclosed above, certain fees are paid in advance of services provided. Upon termination of any account, any prepaid, unearned fees will be promptly refunded. In calculating a client's reimbursement of fees, CCP will pro rate the reimbursement according to the number of days remaining in the billing period from the effective termination date.

ETF/Mutual Fund Fees: All fees paid to CCP for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without CCP services. In that case, the client would not receive the services provided by the firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and CCP's fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Additional Fees and Expenses: In addition to CCP's advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer with which an independent investment manager effects transactions for the client's account(s) outside of the Wrap Fee Program. Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

Grandfathering of Minimum Account Requirements: Pre-existing advisory clients are subject to CCP's minimum account requirements and advisory fees in effect at the time the client entered into the advisory relationship. Therefore, CCP's minimum account requirements will differ among clients.

ERISA Accounts: CCP is deemed to be a fiduciary to clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"), and regulations under the Internal Revenue Code of 1986 (the "Code"), respectively. As such, CCP is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, CCP may only charge fees for investment advice about products for which the firm and/or its related persons do not receive any commissions or 12b-1 fees, or conversely, investment advice about products for which the firm and/or its related persons receive commissions or 12b-1 fees, however, only when such fees are used to offset CCP's advisory fees.

Advisory Fees in General: Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees.

Limited Prepayment of Fees: Under no circumstances does CCP require or solicit payment of fees in excess of \$1200 more than six months in advance of services rendered.

Non Advisory Compensation: CCP may collect revenue related to Insurance Services that are normal and customary for the performance of those activities as described in Item 4 above.

Retirement Plan Rollovers: No client is under any obligation to rollover retirement plan assets to an account managed by CCP. A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and can engage in a combination of these options): leave the money in his former employer's plan, if permitted, roll over the assets to his new employer's plan, if one is available and rollovers are permitted, rollover to an Individual Retirement Account ("IRA"), or cash out the account value (which could, depending upon the client's age, result in adverse tax consequences). If CCP recommends that a client rollover their retirement plan assets into an account to be managed by the CCP, such a recommendation creates a conflict of interest if CCP will earn an advisory fee on the rolled over assets. There are various factors that CCP considers before recommending a rollover, including but not limited to: 1. the investment options available in the plan versus the investment options available in an IRA, 2. fees and expenses in the plan versus the fees and expenses in an IRA, 3. the services and responsiveness of the plan's investment professionals versus

CCP, 4. protection of assets from creditors and legal judgments, required minimum distributions and age considerations. To the extent that CCP recommends that clients roll over assets from their retirement plan to an IRA managed by CCP, then CCP represents that it and its investment adviser representatives are fiduciaries under the Employment Retirement Income Security Act of 1974 ("ERISA"), or the Internal Revenue Code, or both.

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

CCP does not charge performance-based fees.

Item 7 Types of Clients

CCP provides advisory services to the following types of clients:

- Individuals (other than high net worth individuals)
- High net worth individuals
- Pension and profit sharing plans (other than plan participants)
- Charitable organizations
- Corporations and other businesses

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

METHODS OF ANALYSIS

CCP may use one or any combination of the following methods of analysis in formulating its investment advice and/or managing individual client assets:

Asset Allocation. Asset allocation is an investment strategy that aims to balance risk and reward by apportioning a portfolio's assets to various asset classes according to an individual's goals, risk tolerance, and investment horizon. Rather than focusing primarily on securities selection or market timing, CCP attempts to identify an appropriate ratio of available asset classes suitable to the client's circumstances. CCP regards asset allocation as one of the most important decisions an investor can make and as the principal determinant of portfolio performance. A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of asset classes will change over time due to stock and market movements and, if not corrected, may no longer be appropriate for the client's goals. Portfolio allocations will be monitored and rebalanced over time as determined by CCP.

Fundamental Analysis. CCP attempts to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell). Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

Technical Analysis. CCP analyzes past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and potentially predict future price movement. Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly-managed or financially unsound company may underperform regardless of market movement.

Cyclical Analysis. In this type of technical analysis, CCP measures the movements of a particular stock against the overall market in an attempt to predict the price movement of the security.

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

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

Mutual Fund and/or ETF Analysis. CCP looks at the experience and track record of the manager of the mutual fund or ETF in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. CCP also looks at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in another fund(s) in the client's portfolio. CCP also monitors the funds or ETFs in an attempt to determine if they are continuing to follow their stated investment strategy. A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as CCP does not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the holding(s) less suitable for the client's portfolio.

Risks for all forms of analysis. CCP securities analysis methods rely on the assumption that the companies whose securities CCP purchases and sells, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While CCP is alert to indications that data may be incorrect, there is always a risk that CCP's analysis may be compromised by inaccurate or misleading information.

INVESTMENT STRATEGIES

CCP may use one or any combination of the following strategy(ies) in managing client accounts, provided that such strategy(ies) are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

Asset Allocation. Asset allocation is an investment strategy that aims to balance risk and reward by apportioning a portfolio's assets to various asset classes according to an individual's goals, risk tolerance, and investment horizon. Rather than focusing primarily on securities selection or market timing, CCP attempts to identify an appropriate ratio of available asset classes suitable to the client's circumstances. CCP regards asset allocation as one of the most important decisions an investor can make and as the principal determinant of portfolio performance. A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of asset classes will change over time due to stock and market movements and, if not corrected, may no longer be appropriate for the client's goals. Portfolio allocations will be monitored and rebalanced over time as determined by CCP.

Thematic Exploration Strategies. CCP believes that the world has entered a new phase of development, with the speed of innovation and change materially increasing. While these innovations will meaningfully change the way people live their lives, they will also impact the future investment landscape. **Thematic Exploration Strategies** will utilize the strategies listed below in an effort to give participants direct exposure to investments that operate in a specific thematic space. These exposures will often involve direct investments in select companies that are early in their business cycle and, therefore, have the potential to produce outsized returns. However, they will also have the potential of failure. The concentrated nature of these strategies means that investors are taking on increased risk in an effort to participate in the potential upside as these investments progress into mainstream adoption. Given this higher risk profile, only select clients will be offered the chance to participate and with limits to the amount of their managed assets that can be invested.

Long-term purchases. CCP purchases securities with the idea of holding them in the client's account for a year or longer. Typically CCP employs this strategy when:

- CCP believes the securities and/or asset classes to be currently undervalued, and/or
- CCP wants exposure to a particular asset class over time, regardless of the current projection for this class.

Long-term purchases, otherwise known as "buy-and-hold" strategies, represent the core of CCP's portfolio management philosophy. By definition, this strategy represents a passive investment strategy in which CCP holds various positions for a long period of time, regardless of short-term market fluctuations. For taxable accounts, a

buy-and-hold strategy has certain tax benefits because gains from long-term investments tend to be taxed at a lower rate than those of short-term investments. A risk in a long-term purchase strategy is that by holding the security for this length of time, CCP may not take advantage of short-term gains that could be profitable to a client. Moreover, if CCP forecasts are incorrect or if the market experiences high volatility, a security may decline sharply in value before CCP makes the decision to sell.

Short-term purchases. When utilizing this strategy, CCP purchases securities with the idea of selling them within a relatively short time (typically a year or less). CCP does this in an attempt to take advantage of conditions that CCP believes will soon result in a price swing in the securities CCP purchases.

Portfolio rebalancing. Portfolio rebalancing represents an important risk-control strategy. A portfolio's asset allocation determines the portfolio's risk and return characteristics. The purpose of establishing an asset allocation strategy is to achieve target rates of return with acceptable levels of risk. Asset allocation is a risk management technique that mixes a wide variety of investments within a portfolio (diversification). Due to market fluctuations, a portfolio's allocation will shift over time. To recapture the portfolio's original risk and return characteristics, the portfolio must be rebalanced according to the risk tolerance, time horizon, and financial goals of the individual client. CCP monitors client portfolios carefully and will determine when, or if, rebalancing activities may be necessary. Additional factors CCP will consider when implementing a rebalancing strategy include client preferences, transaction costs, and potential tax implications.

Given these considerations, clients with similar asset allocation strategies may experience different rebalancing strategies.

Margin transactions. For certain clients, CCP may purchase securities for the portfolio with money borrowed from the brokerage account. This allows clients to purchase more securities than they would be able to with their available cash, and allows us to purchase securities without selling other holdings. The use of margin involves leverage and special risks. Accordingly, the use of margin requires specific approval on an account-by-account basis. Most clients will not participate in margin related activities.

Option writing. For certain clients, CCP may use options as an investment strategy. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or bond, is a security. An option is also a derivative, because it derives its value from an underlying asset.

The two types of options are calls and puts:

- A call gives the holder the right to buy an asset at a certain price within a specific period of time. CCP will buy a call if CCP has determined that the stock will likely increase substantially before the option expires.
- A put gives the holder the right to sell an asset at a certain price within a specific period of time. CCP will buy a put if CCP has determined that the price of the stock will likely fall before the option expires.

CCP typically does not use options to speculate on the possibility of a sharp price swing. CCP may use options to "hedge" a purchase of the underlying security; in other words, CCP will use an option purchase to limit the potential upside and downside of a security CCP has purchased for client portfolios.

CCP uses "covered calls", in which CCP sells an option on security clients own. In this strategy, clients receive a fee (option premium) for making the option available, and the person purchasing the option has the right to buy the security from the client at an agreed-upon price -for an agreed upon length of time.

CCP may use a "spreading strategy", in which CCP purchases two or more option contracts (for example, a call option that the client buys and a call option that the client sells) for the same underlying security. This effectively puts the client on both sides of the market, but with the ability to vary price, time and other factors.

The use of options involves leverage and special risks. Accordingly, the use of options requires specific approval on an account-by-account basis. Most clients will not participate in option trading activity.

Alternative Investments. Alternative investments, such as global REITs and commodities, may enhance overall diversification and provide limited protection from unexpected inflation. Alternative asset classes generally have risk and return characteristics that are a hybrid of equity and fixed income characteristics. The underlying funds

selected by CCP may, in turn, invest in a broad range of equities of any market capitalization, including large-, mid and small-cap; and/or a broad range of fixed income securities of any credit quality or maturity, including U.S. Government and agency securities, municipal securities, corporate debt, and debt of foreign issuers including those located in emerging markets. Underlying funds may also invest in real estate, real estate investment trusts (REITs), commodities-related assets, high yield debt securities, 144a (private placement) debt, and they may engage in leveraged or derivative transactions, such as futures, options, swaps, and insurance-linked securities. As such, alternative investments are generally less liquid than other investments and can be harder to value, therefore increasing their risk. CCP has no control over the investment strategies, policies or decisions of the underlying funds' investment managers. CCP's only option would be to liquidate its clients' investments in an underlying fund in the event of dissatisfaction with the fund's manager.

Risk of Loss. Securities investments are not guaranteed and clients may lose money on their investments. CCP asks that clients work with us to help us understand their tolerance for risk and update us as their circumstances change over time. Clients should understand that investing in any securities, including mutual funds and exchange traded funds, involves a risk of loss of both income and principal. Risk management disciplines such as asset allocation and portfolio rebalancing do not eliminate the risk of loss of both income and principal.

Item 9 Disciplinary Information

CCP is required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of CCP's advisory business or the integrity of CCP's management. CCP and its management personnel have no reportable disciplinary events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

Holding Company Affiliation

Clearwater Capital Advisors, LLC (DBA Clearwater Capital Partners) is primarily owned by Clearwater Capital Partners, LLC, an Illinois based holding company. This holding company does not provide any services or have any employees. It is owned as described under Item 4.

Business Consulting Firm Affiliation

Certain personnel of CCP are also personnel of the consulting firm Clearwater Capital Consulting, LLC (DBA Clearwater Capital Partners), where they provide business consulting and accounting services for separate and typical compensation. These individuals will spend the majority of their time on this practice.

No CCP client is obligated to use Clearwater Capital Consulting, LLC for any services and, conversely, no business consulting client is obligated to use the advisory services provided by us.

While there is no direct compensation for referral agreement in place, clients should be aware that this relationship creates a conflict of interest, and may affect the recommendations made. Clearwater Capital Consulting, LLC is wholly owned by Clearwater Capital Partners, LLC and does business as Clearwater Capital Partners.

Insurance Agency and Agent Affiliation

Certain employees are also personnel of Clearwater Capital Insurance, LLC an affiliated insurance agency. These management personnel and employees in their individual capacities are agents of Clearwater Capital Insurance, LLC and are appointed with various independent insurance companies. As such, these individuals are able to receive separate, yet customary commission compensation resulting from implementing product transactions on behalf of advisory clients. The agency also has employees that are not also employed by CCP, and who are securities licensed, that provide insurance-based services to clients of CCP and non-clients of CCP. These employees receive customary commission compensation. While there is no direct compensation for referral agreement in place, clients should be aware that the receipt of additional compensation by CCP's management persons or employees creates a conflict of interest and gives these individuals an incentive to recommend insurance and investment products based on the compensation received, rather than on a client's needs. CCP endeavors at all times to put the interest of clients first as part of CCP's fiduciary duty as a registered investment adviser. Clients, however, are not under any obligation to engage these individuals when considering

implementation of advisory recommendations. The implementation of any or all recommendations is solely at the discretion of the client. Clearwater Capital Insurance, LLC is wholly owned by Clearwater Capital Partners, LLC and does business as Clearwater Capital Partners.

Charitable Foundation Affiliation

The Clearwater Capital Foundation, LLC is a charitable foundation primarily funded by the revenues of CCP and its employees. The foundation is a 501(c)(3) entity and is controlled by a Board of Directors made up of employees of CCP that is focused on supporting causes impacting our firm, team, clients and community. At no time shall any contribution to the Foundation by third parties result in favoritism, bias, special benefit or the like to the donor as it relates to services provided by CCP.

Other Company Affiliations

Alan Krause, Partner, is an employee of a privately held real estate company. Mr. Krause receives separate, yet customary compensation for his services. While CCP and employees endeavor at all times to put the interest of the clients first as part of CCP's fiduciary duty, clients should be aware that this relationship creates a conflict of interest and may affect the recommendations made.

John Sleeting, Partner and Fixed Income Strategist, is a member of the board of directors of a privately held holding company. Mr. Sleeting receives separate, yet customary compensation for his services. Mr. Sleeting also provides investment advice to companies controlled by the holding company. While CCP and its employees endeavor at all times to put the interest of the clients first as part of the firm's fiduciary duty, clients should be aware that this relationship creates a conflict of interest and may affect the recommendations made.

How CCP addresses all conflicts of interests

CCP endeavors at all times to put the interest of its clients first as part of its fiduciary duty as a registered investment adviser; CCP takes the following steps to address this conflict:

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

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

CCP has adopted a Code of Ethics which sets forth high ethical standards of business conduct that CCP requires of employees, including compliance with applicable federal securities laws.

CCP and its personnel owe a duty of loyalty, fairness and good faith towards clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

CCP's Code of Ethics includes policies and procedures for the review of securities transactions reports as well as initial and annual account statements for the firm's access persons. Among other things, CCP's Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. CCP's code also provides for oversight, enforcement and recordkeeping provisions.

CCP's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While CCP does not believe that it has any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of the firm's Code of Ethics is available to advisory clients and prospective clients. You may request a copy by email sent to general@ccpwealth.com, or by calling us at 847-841-8650.

CCP and individuals associated with the firm are prohibited from engaging in principal transactions.

CCP and individuals associated with the firm are prohibited from engaging in agency cross transactions.

CCP's Code of Ethics is designed to assure that the personal securities transactions, activities and interests of employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

The firm and/or individuals associated with the firm may buy or sell for their personal accounts securities identical to or different from those recommended to clients, provided they follow the firm's written personal trading policies. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client.

As these situations represent actual or potential conflicts of interest to clients, CCP has established the following policies and procedures for implementing the firm's Code of Ethics, to ensure the firm complies with its regulatory obligations and provides clients and potential clients with full and fair disclosure of such conflicts of interest:

- ✓ No principal or employee of the firm may put his or her own interest above the interest of an advisory client.
- ✓ No principal or employee of the firm may buy or sell securities for their personal portfolio(s) where their decision is a result of information received as a result of his or her employment unless the information is also available to the investing public.
- ✓ It is the expressed policy of the firm that no person employed by CCP may purchase or sell any reportable security 3 trading days prior to a transaction(s) being implemented for an advisory account and 3 trading days after, with the exception of ETF/ETN securities (the firm will monitor for planned same day trading conflicts regarding ETF/ETNs). This prevents such employees from inappropriately benefiting from transactions placed on behalf of advisory accounts. All such transactions for employee accounts must receive prior approval, and will be tracked to ensure the firm's policies are followed. Employee transactions that are included in block trades alongside clients will not be subject to the trade conflict reviews since average execution pricing will be used.
- ✓ The firm requires prior approval for any IPO or private placement investments by related persons of the firm.
- ✓ CCP maintains a list of all reportable securities holdings for the firm and anyone associated with this advisory practice that has access to advisory recommendations ("access person").
- ✓ CCP has established procedures for the maintenance of all required books and records.
- ✓ All of CCP's principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
- ✓ CCP requires delivery and acknowledgement of the Code of Ethics by each supervised person of the firm.
- ✓ CCP has established policies requiring the reporting of Code of Ethics violations to senior management.
- ✓ Any individual who violates any of the above restrictions may be subject to termination.

As disclosed in the preceding section of this Brochure (Item 10), related persons of the firm are licensed as an insurance agent of various insurance companies. Please refer to Item 10 for a detailed explanation of these relationships and important conflict of interest disclosures.

Item 12 Brokerage Practices

CCP does not have any formal soft-dollar arrangements and does not receive any soft-dollar benefits.

CCP does not maintain actual custody of client assets. Client assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank.

CCP recommends that clients establish brokerage accounts with either the Schwab Advisor Services division of Charles Schwab & Co., Inc. (Schwab), a FINRA registered broker-dealer, member SIPC, or LPL Financial, a FINRA registered broker-dealer, member SIPC, (collectively referred to as Custodians) to maintain custody of clients' assets and to effect trades for their accounts based on direction from CCP. The final decision to custody assets with these Custodians is at the discretion of the client, including those accounts under ERISA or IRA rules and regulations, in which case the client is acting as either the plan sponsor or IRA accountholder. CCP is independently owned and operated and not affiliated with either Custodian. Not all advisers require clients to direct it to use a particular broker-dealer

CCP seeks to recommend a custodian/broker who will hold client assets and execute transactions on terms that are overall most advantageous when compared with other available providers and their services. A wide range of factors are considered, including:

- ✓ Combination of transaction execution services along with asset custody services (generally without a separate fee for custody)
- ✓ Capability to execute, clear, and settle trades (buy and sell securities in client accounts)
- ✓ Capabilities to facilitate transfers and payments to and from accounts (wire transfers, check requests, Bill payment, etc.)
- ✓ Breadth of investment products made available (stocks, bonds, mutual funds, exchange-traded funds (ETFs), etc.)
- ✓ Availability of investment research and tools that assist us in making investment decisions
- ✓ Quality of services
- ✓ Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate them
- ✓ Reputation, financial strength, and stability of the provider
- ✓ Their prior service to CCP and the firm's other clients

Schwab provides CCP with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's clients' assets are maintained in accounts at Schwab Advisor Services. Schwab's services include brokerage services that are related to the execution of securities transactions, custody, research, analyses and reports, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment. Schwab's services described in this paragraph generally benefit clients and their accounts.

For CCP client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by through commissions or other transaction-related fees for securities trades that are executed through Schwab or that settle into a client's Schwab accounts. Schwab's Commission rates applicable to client accounts were negotiated based on CCP's commitment to maintain a certain level of clients' assets statement equity in accounts at Schwab. This commitment benefits clients because the overall commission rates they pay are lower than they would be if CCP had not made the commitment. In addition to commissions Schwab charges a flat dollar amount as a "prime broker" or "trade away" fee for each trade that is executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into the client's Schwab account. These fees are in addition to the commissions or other compensation client's pay the executing broker-dealer. Because of this, in order to minimize client trading costs, CCP has Schwab execute most trades for client accounts when they are acting as custodian.

Schwab also makes available to CCP other products and services that benefit the firm but may not directly benefit its clients' accounts. These benefits may include national, regional or firm specific educational events organized and/or sponsored by Schwab Advisor Services. Other potential benefits may include occasional business entertainment of personnel of CCP by Schwab Advisor Services personnel, including meals, invitations to special events and other forms of entertainment, some of which may accompany educational opportunities. Other of these products and services assist CCP in managing and administering clients' accounts. These include software and other technology (and related technological training) that provide access to client account data (such as trade

confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of CCP's fees from its clients' accounts, and assist with back-office training and support functions, recordkeeping and client reporting. Many of these services generally may be used to service all or some substantial number of CCP's accounts, including accounts not maintained at Schwab Advisor Services. Schwab Advisor Services also makes available to CCP other services intended to help the firm manage and further develop its business enterprise. These services may include professional compliance, legal and business consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, employee benefits providers, human capital consultants, insurance and marketing. In addition, Schwab may make available, arrange and/or pay vendors for these types of services rendered to CCP by independent third parties. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to CCP. While, as a fiduciary, CCP endeavors to act in its clients' best interests, CCP's recommendation that clients maintain their assets in accounts at Schwab may be impacted by the benefit to CCP of the availability of some of the foregoing products and services and other arrangements and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which creates a conflict of interest.

CCP also receives benefits as a result of having clients custody assets and effect trades through LPL Financial which include (provided without cost or at a discount): 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; access to mutual funds with no transaction fees and to certain Institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to CCP by third party vendors. LPL Financial may also pay or reimburse expenses (including travel, lodging, and meal expenses) for CCP's personnel to attend conferences or meetings relating to the program or to LPL Financial' s adviser custody and brokerage services generally.

Some of the products and services made available by LPL Financial may benefit CCP but may not directly benefit client accounts. These products or services may assist us in managing and administering client accounts, including accounts not maintained at LPL Financial. Other services made available by LPL Financial are intended to help us manage and further develop CCP's business enterprise. The benefits received by CCP through participation in the program do not depend on the amount of brokerage transactions directed to LPL Financial. Clients should be aware, however, that the receipt of economic benefits by CCP or its related persons in and of itself creates a conflict of interest and may indirectly influence the recommendation of LPL Financial for custody and brokerage services.

As a matter of policy and practice, CCP does not exclusively block client trades and, therefore, CCP often implements client transactions separately for each account. Consequently, certain client trades may be executed before others, at a different price and/or commission rate. If block trades are utilized, each client will receive the average share price and transaction costs will be shared equally and on a pro-rata basis so no client will benefit more than others.

Item 13 Review of Accounts

WRAP FEE PROGRAM INDIVIDUAL PORTFOLIO MANAGEMENT

REVIEWS: While the underlying securities within the Program accounts are continually monitored, these accounts are reviewed periodically. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment. Automated position and/or security target tolerance reports may also be utilized to trigger a manual review.

Accounts are reviewed periodically by the advisor of record for each client relationship. At the time of these periodic reviews, the advisor of record may or may not direct that specific accounts be further reviewed by the John E. Chapman as the Chief Investment Strategist or by members of the firm's Investment Policy Committee.

Supervisory review of accounts are performed by John E. Chapman, or his delegate, on a periodic basis.

REPORTS: In addition to the monthly statements and confirmations of transactions that clients receive from their broker-dealer, CCP periodically provides additional reports summarizing account performance, balances and holdings as part of CCP's regular client review process.

NON-WRAP FEE PROGRAM INDIVIDUAL PORTFOLIO MANAGEMENT

REVIEWS: While the underlying securities within Individual Portfolio Management Services accounts are continually monitored, these accounts are reviewed periodically. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment. Automated position and/or security target tolerance reports may also be utilized to trigger a manual review.

Accounts are reviewed periodically by the advisor of record for each client relationship. At the time of these periodic reviews, the advisor of record may or may not direct that specific accounts be further reviewed by the John E. Chapman as the Chief Investment Strategist or by members of the firm's Investment Policy Committee.

Supervisory review of accounts are performed by John E. Chapman, or his delegate, on a periodic basis.

REPORTS: In addition to the monthly statements and confirmations of transactions that clients receive from their broker-dealer, CCP periodically provides additional reports summarizing account performance, balances and holdings as part of CCP's regular client review process.

RETIREMENT PLAN ADVISING SERVICES

REVIEWS: CCP will review the client's Investment Menu on an ongoing basis, in addition to whenever the client advises us of a change in circumstances regarding the needs of the plan. CCP will also review the investment menu of the plan according to the agreed upon time intervals established with the client. Such reviews will generally occur several times a year.

Accounts are reviewed periodically by the advisor of record for each client relationship, or their delegate. The advisor of record may or may not direct that specific plans be further reviewed by John E. Chapman as the Chief Investment Strategist or by members of the firm's Investment Policy Committee.

REPORTS: These client accounts will receive reports as contracted for at the inception of the advisory relationship.

Item 14 Client Referrals and Other Compensation

Clearwater Capital Partners, as a matter policy and practice, may compensate persons, i.e., individuals or entities, for the referral of advisory clients to the firm provided appropriate disclosures and regulatory requirements are met.

In the course of providing advice to clients, CCP employees may make referrals to other professional service providers, such as attorneys and accountants. CCP bases those referrals on client circumstances, past experiences, and personal knowledge of the provider and are provided in good faith. However, CCP is not responsible for services provided by a third party referred by CCP employees. Clients should be aware that some services professionals referred by CCP also refer clients to CCP. As stated above, while no formal referral relationship exists, and CCP receives no direct compensation for referrals to third parties, this presents a conflict of interest when determining which service provider a CCP employee recommends. Clients are not required to use service providers referred by CCP.

CCP reserves the right to pay for accounting fees charged in relation to a referral of an advisory client to an accountant at its discretion.

CCP receives an economic benefit from Schwab and LPL Financial in the form of the support products and services it makes available to the firm and other independent investment advisors that have their clients maintain accounts there. These products and services, how they benefit CCP, and the related conflicts of interest are described above (see Item 12 – Brokerage Practices). The availability of the Custodian's products and services to CCP is not based on giving particular investment advice, such as buying particular securities for clients.

Item 15 Custody

Under government regulations, CCP is deemed to have custody of client assets if clients authorize CCP to instruct

the Custodian to deduct CCP's advisory fees directly from client accounts and for facilitating withdrawals to 3rd party recipients (including wire transfers). The Custodian maintains actual custody of client assets. CCP previously disclosed in the "Fees and Compensation" section (Item 5) of this Brochure that the firm directly debits advisory fees from client accounts.

As part of this billing process, LPL calculates the amount of the fee to be deducted from that client's account(s) on the LPL platform, while CCP calculates the amount of the fee to be deducted from that client's account for accounts on the Schwab platform and provides it to Schwab for processing. On at least a quarterly basis, the Custodian is required to send to the client a statement showing all transactions within the account during the reporting period.

It is important for clients to carefully review their custodial statements to verify the accuracy of the fee calculation, among other things. Clients should contact us directly if they believe that there may be an error in their statement.

In addition to the periodic statements that clients receive directly from their custodians, CCP also provides performance and holding statements directly to clients as part of regular client communications. CCP urges clients to carefully compare the information provided on these statements to ensure that all account transactions, holdings and values are correct and current.

Item 16 Investment Discretion

Clients may hire us to provide discretionary asset management services, in which case CCP places trades in a client's account without contacting the client prior to each trade to obtain the client's permission.

CCP's discretionary authority includes the ability to do the following without contacting the client:

- determine the security to buy or sell; and/or
- determine the amount of the security to buy or sell; and/or
- determine when to buy or sell the security

Clients give CCP discretionary authority when they sign a discretionary agreement with the firm, and may limit this authority by giving CCP written instructions. Clients may also change/amend such limitations by once again providing CCP with written instructions.

CCP may also provide non-securities advice on topics that may include, but are not limited to, business consulting, retirement, insurance, estate, budgetary, education/goal planning, personal and business tax planning in collaboration with a client's accountant and/or attorney. Clients, however, are not under any obligation to engage CCP when considering implementation of these advisory recommendations. The implementation of any or all recommendations is solely at the discretion of the client.

Item 17 Voting Client Securities

As a matter of firm policy, CCP does not vote proxies on behalf of clients. Therefore, although the firm may provide investment advisory services relative to client investment assets, clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets. Clients will generally directly receive copies of all proxies and shareholder communications relating to the client's investment assets. In certain circumstances a custodian may require that proxies and shareholder communications be sent to CCP. Clients should be aware the CCP will not take action on these communications. CCP will forward these communications to the client upon client request. CCP may provide clients with consulting assistance regarding proxy issues if they contact us with questions at CCP's principal place of business.

Item 18 Financial Information

As an advisory firm that maintains discretionary authority for client accounts, CCP is required to disclose any financial condition that is reasonably likely to impair the firm's ability to meet contractual obligations. CCP has no additional financial circumstances to report. Under no circumstances does CCP require or solicit payment of fees in excess of \$1200 per client more than six months in advance of services rendered. Therefore, CCP is not required to include a financial statement. CCP has not been the subject of a bankruptcy petition at any time during the past ten years.