

## **BOS ASSET MANAGEMENT, LLC WRAP PROGRAM**

Sponsored by

### **BOS ASSET MANAGEMENT, LLC**

*a Registered Investment Adviser*

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This brochure provides information about the qualifications and business practices of BOS Asset Management, LLC (hereinafter “BOS Asset Management, LLC” or the “Firm”). If you have any questions about the contents of this brochure, please contact the Firm at the telephone number listed above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority. Additional information about the Firm is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The Firm is a registered investment adviser. Registration does not imply any level of skill or training.

**Item 2. Material Changes**

The material changes in this this Wrap Fee Program Brochure from the last annual updating amendment of BOS Asset Management, LLC on 03/19/2021 are described below. This list summarizes changes to policies, practices or conflicts of interests concerning this Wrap Fee Program Brochure only.

- BOS Asset Management, LLC has been updated to reflect that the firm qualifies as a large adviser and is no longer relying on an SEC exemption for registration. (Item 4)
- BOS Asset Management, LLC has been updated to reflect that the firm utilizes TD Ameritrade Institutional as a custodian. (Item 4 and 9)

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**Item 4. Advisory Business**

The BOS Asset Management, LLC Wrap Program (the “Program”) is an investment advisory program sponsored by BOS Asset Management, LLC. In addition to the Program, the Firm offers a variety of advisory services, which include financial planning, consulting, and investment management services under different arrangements than those described herein. Prior to BOS Asset Management, LLC rendering any of the foregoing advisory services, clients are required to enter into one or more written agreements with BOS Asset Management, LLC setting forth the relevant terms and conditions of the advisory relationship (the “Advisory Agreement”).

BOS Asset Management, LLC filed for registration as an investment adviser in November 2021 and is owned by the Bank of Springfield. As of December 31, 2021, the Firm has \$504,979,810 in assets under management, all of which are managed on a discretionary basis.

While this brochure generally describes the business of BOS Asset Management, LLC, certain sections also discuss the activities of its Supervised Persons, which refer to the Firm’s officers, partners, directors (or other persons occupying a similar status or performing similar functions), employees or any other person who provides investment advice on BOS Asset Management, LLC’s behalf and is subject to the Firm’s supervision or control.

BOS Asset Management, LLC provides advisory services through certain programs sponsored by LPL Financial LLC (“LPL”), a registered investment advisor and broker-dealer. BOS Asset Management, LLC provides its wrapped services pursuant to this brochure through the Strategic Wealth management II Program (“SWM II”) of LPL which allows BOS Asset Management, LLC to direct and manage specified client assets at LPL. The Firm will also recommend the custody, brokerage and clearing services of Charles Schwab & Co, Inc. through its Schwab Advisor Services division, or TD Ameritrade Institutional, a division of TD Ameritrade, Inc. Member FINRA/SIPC (“Schwab”, “TDA” or together with LPL, the “Custodians”). For more information regarding the LPL programs, including more information on the advisory services and fees that apply, the types of investments available in the programs and the potential conflicts of interest presented by the programs please see the program account packet.

**Description of the Program**

The Program is offered as a wrap fee program, which provides clients with the ability to trade in certain investment products without incurring separate brokerage commissions or transaction charges. A wrap fee program is considered any arrangement under which clients receive investment advisory services (which may include portfolio management or advice concerning the selection of other investment advisers) and the execution of client transactions for a specified fee or fees not based upon transactions in their accounts. Clients must also open a new securities brokerage account and complete a new account agreement with the Custodians, or another broker-dealer that BOS Asset Management, LLC approves under the Program (collectively “Financial Institutions”).

BOS Asset Management, LLC assists its clients in developing an appropriate strategy for managing their assets. Clients' investment portfolios are generally managed on a discretionary basis by BOS Asset Management, LLC's investment adviser representatives.

BOS Asset Management, LLC generally allocates clients' assets among the various investment products available under the Program, as described further in Item 6 (below).

*Financial Planning and Consulting Services*

BOS Asset Management, LLC offers clients a broad range of financial planning and consulting services, which include, but are not limited to, any or all of the following functions:

- Business Planning
- Insurance Planning
- Tax and Cash Flow Planning
- Retirement Planning
- Trust and Estate Planning
- Education Planning

While each of these services is available on a stand-alone basis, certain of them can also be rendered in conjunction with investment portfolio management as part of a comprehensive wealth management engagement (described in more detail below).

In performing these services, BOS Asset Management, LLC is not required to verify any information received from the client or from the client's other professionals (e.g., attorneys, accountants, etc.) and is expressly authorized to rely on such information. BOS Asset Management, LLC recommends certain clients engage the Firm for additional related services, its Supervised Persons in their individual capacities as insurance agents or registered representatives of a broker-dealer and/or other professionals to implement its recommendations. Clients are advised that a conflict of interest exists for the Firm to recommend that clients engage BOS Asset Management, LLC or its affiliates to provide (or continue to provide) additional services for compensation, including investment management services. Clients retain absolute discretion over all decisions regarding implementation and are under no obligation to act upon any of the recommendations made by BOS Asset Management, LLC under a financial planning or consulting engagement. Clients are advised that it remains their responsibility to promptly notify the Firm of any change in their financial situation or investment objectives for the purpose of reviewing, evaluating, or revising BOS Asset Management, LLC's recommendations and/or services.

*Investment Management and Wealth Management Services*

BOS Asset Management, LLC manages client investment portfolios on a discretionary basis. In addition, BOS Asset Management, LLC provides high net worth non-institutional clients ("HNW") with wealth management services which include a broad range of financial planning and consulting services as well as discretionary management of investment portfolios.

BOS Asset Management, LLC primarily allocates HNW client assets among various individual equity securities, mutual funds, and exchange-traded funds (“ETFs”), in accordance with their stated investment objectives. The Firm also allocates institutional client assets among individual debt securities.

Where appropriate, the Firm also provides advice about any type of legacy position or other investment held in client portfolios, but clients should not assume that these assets are being continuously monitored or otherwise advised on by the Firm unless specifically agreed upon. Clients can engage BOS Asset Management, LLC to manage and/or advise on certain investment products that are not maintained at their primary custodian, such as variable life insurance and annuity contracts and assets held in employer sponsored retirement plans and qualified tuition plans (i.e., 529 plans). In these situations, BOS Asset Management, LLC directs or recommends the allocation of client assets among the various investment options available with the product. These assets are generally maintained at the underwriting insurance company, or the custodian designated by the product’s provider.

BOS Asset Management, LLC tailors its advisory services to meet the needs of its individual clients and seeks to ensure, on a continuous basis, that client portfolios are managed in a manner consistent with those needs and objectives. BOS Asset Management, LLC consults with clients on an initial and ongoing basis to assess their specific risk tolerance, time horizon, liquidity constraints and other related factors relevant to the management of their portfolios. Clients are advised to promptly notify BOS Asset Management, LLC if there are changes in their financial situation or if they wish to place any limitations on the management of their portfolios. Clients can impose reasonable restrictions or mandates on the management of their accounts if BOS Asset Management, LLC determines, in its sole discretion, the conditions would not materially impact the performance of a management strategy or prove overly burdensome to the Firm’s management efforts.

#### *Retirement Plan Consulting Services*

BOS Asset Management, LLC provides various consulting services to qualified employee benefit plans and their fiduciaries. This suite of institutional services is designed to assist plan sponsors in structuring, managing and optimizing their corporate retirement plans. Each engagement is individually negotiated and customized, and includes any or all of the following services:

- Plan Design and Strategy
- Plan Review and Evaluation
- Executive Planning & Benefits
- Investment Selection
- Plan Fee and Cost Analysis
- Plan Committee Consultation
- Fiduciary and Compliance
- Participant Education

As disclosed in the Advisory Agreement, certain of the foregoing services are provided by BOS Asset Management, LLC as a fiduciary under the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). In accordance with ERISA Section 408(b)(2), each plan sponsor is provided with a written description of BOS Asset Management, LLC’s fiduciary status, the specific services to be rendered and all direct and indirect compensation the Firm reasonably expects under the engagement.

**Fees for Participation in the Program**

BOS Asset Management, LLC offers services on a fee basis (sometimes referred to as the “Program Fee”), which includes fixed fees, as well as fees based upon assets under management or advisement. Additionally, certain of the Firm’s Supervised Persons, in their individual capacities, offers securities brokerage services and/or insurance products under a separate commission-based arrangement.

*Financial Planning and Consulting Fee*

BOS Asset Management, LLC charges a fixed hourly fee for providing financial planning and consulting services under a stand-alone engagement separate from any wealth management services. These fees are negotiable, but range from \$1,500 to \$10,000, depending upon the scope and complexity of the services and the professional rendering the financial planning and/or the consulting services. The fee can be for a defined project, such as the delivery of a plan, or for ongoing services. If the client engages the Firm for additional investment advisory services, BOS Asset Management, LLC can offset all or a portion of its fees for those services based upon the amount paid for the financial planning and/or consulting services.

The terms and conditions of the financial planning and/or consulting engagement are set forth in the Advisory Agreement. For project-based services BOS Asset Management, LLC requires one-half of the fee (estimated hourly or fixed) payable upon execution of the Advisory Agreement. The outstanding balance is due upon delivery of the financial plan or completion of the agreed upon services. Ongoing services are charged as described in the investment management section, below. The Firm does not, however, take receipt of \$1,200 or more in prepaid fees, six or more months in advance of services rendered.

BOS Asset Management, LLC offers investment management services for an annual fee based on the amount of assets under the Firm’s management. This management fee varies in accordance with the following blended fee schedules:

PORTFOLIO VALUE	BASE FEE
First \$3,000,000	1.00%
Next \$4,000,000	0.90%
Next \$3,000,000	0.80%
Above \$10,000,000	0.70%

The annual fee is prorated and charged monthly, in arrears, based upon the market value of the assets being managed by BOS Asset Management, LLC on the last day of the previous billing month as determined by a party independent from the Firm (including the client’s custodian or another third-party).

If assets are deposited into or withdrawn from an account after the inception of a billing period, the fee payable with respect to such assets is not adjusted to reflect the interim change in portfolio value. For the initial period of an engagement, the fee is calculated on a *pro rata* basis. In the event the advisory agreement is terminated, the fee for the final billing period is prorated through the effective date of the termination and the outstanding or unearned portion of the fee is charged or refunded to the client, as appropriate.

Additionally, for asset management services the Firm provides with respect to certain client holdings (e.g., held-away assets, accommodation accounts, alternative investments, etc.), BOS Asset Management, LLC can negotiate a fee rate that differs from the range set forth above. Clients are advised that a conflict of interest exists for the Firm to recommend that clients engage BOS Asset Management, LLC for additional services for compensation, including rolling over retirement accounts or moving other assets to the Firm's management. Clients retain absolute discretion over all decisions regarding engaging the Firm and are under no obligation to act upon any of the recommendations.

#### *Retirement Plan Consulting Fee*

BOS Asset Management, LLC charges as fixed project-based fee or asset-based fee to provide clients with retirement plan consulting services. Each engagement is individually negotiated and tailored to accommodate the needs of the individual plan sponsor, as memorialized in the Agreement. These fees vary, based on the scope of the services to be rendered, and ranges up to \$100,000 per annum on a fixed fee basis or between 5 and 100 basis points (0.05% – 1.00%), depending upon services provided and the amount of assets to be advised on. Asset-based fees are charged as described in the Investment Management and Wealth Management Fees section, above.

#### **Fee Comparison**

As referenced above, a portion of the fees paid to BOS Asset Management, LLC are used to cover the securities brokerage commissions and transactional costs attributed to the management of its clients' portfolios. Services provided through the Program may cost clients more or less than purchasing these services separately. The number of transactions made in clients' accounts, as well as the commissions charged for each transaction, determines the relative cost of the Program versus paying for execution on a per transaction basis and paying a separate fee for advisory services. Fees paid for the Program may also be higher or lower than fees charged by other sponsors of comparable investment advisory programs.

#### **Fee Discretion**

BOS Asset Management, LLC may, in its sole discretion, negotiate to charge a lesser fee based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing/legacy client relationship, account retention, pro bono activities, or competitive purposes.



**Other Charges**

In addition to the advisory fees paid to BOS Asset Management, LLC, clients may also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions. These additional charges may include reporting charges, margin costs, charges imposed directly by a mutual fund or ETF in a client's account, as disclosed in the fund's prospectus (e.g., fund Program Fees and other fund expenses), fees and commission for assets not held with the Custodians (such as 401(k) or 529 plan assets), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees and fees for trades executed away from the LPL or Schwab.

In addition, the Custodians charge certain account and service fees that are not included in BOS Asset Management, LLC's Program Fees. Those fees will be described in the account opening documents of LPL, Schwab or TDA. They include (1) account maintenance fees such as custody, trade confirmation processing, corporate actions, and transfer fees; (2) cash management fees such as cash sweep, checking, and wire fees; and (3) investment specific fees such as those for administration of alternative investments or for foreign securities. These fees are not charged by BOS Asset Management, LLC nor does BOS Asset Management, LLC share in any of these fees.

A conflict of interest exists where the Firm avoids expenses by trading through a different Financial Institution or purchases securities that cost the client more, but don't result in an expense to the Firm.

Although clients do not pay a transaction or other brokerage charge for transactions to LPL or Schwab, clients should be aware that BOS Asset Management, LLC pays the Custodians for brokerage (which can be through transaction fees or asset-based fees for those transactions). The transaction charges paid by BOS Asset Management, LLC vary based on the type of transaction (e.g., mutual fund, equity or ETF) and for mutual funds based on whether or not the mutual fund pays 12b-1 fees and/or recordkeeping fees to the Custodian. For example, there is a conflict of interest in cases where a mutual fund is offered at no transaction charge or for a transaction charge. As the Firm absorbs transaction costs in wrap fee accounts, the Firm has a financial incentive not to place transaction orders in those accounts since doing so increases its transaction costs. Thus, an incentive exists to place trades less frequently or to choose cheaper options (such as not transaction fee funds) in a wrap fee arrangement which may not be aligned with the client's interest.

In many instances, LPL makes available mutual funds in an SWM II account that offer various classes of shares, including shares designated as Class A Shares and shares designed for advisory programs, which can be titled, for example, as "Class I," "institutional," "investor," "retail," "service," "administrative" or "platform" share classes ("Platform Shares"). The Platform Share class offered for a particular mutual fund in SWM II in many cases will not be the least expensive share class that the mutual fund makes available and was selected by LPL in certain cases because the share class pays LPL compensation for the administrative and recordkeeping services LPL provides to the mutual fund. Client should understand that another financial services firm may offer the same mutual fund at a lower overall cost to the investor than is available through SWM II. In other instances, a mutual fund may offer only Class A Shares, but another similar mutual fund

may be available that offers Platform Shares. Class A Shares typically pay LPL a 12b1 fee for providing shareholder services, distribution, and marketing expenses (“brokerage-related services”) to the mutual funds. Platform Shares generally are not subject to 12b-1 fees. As a result of the different expenses of the mutual fund share classes, it is generally more expensive for a client to own Class A Shares than Platform Shares. An investor in Platform Shares will pay lower fees over time and keep more of his or her investment returns than an investor who holds Class A Shares of the same fund.

BOS Asset Management, LLC has a financial incentive to recommend Class A Shares in cases where both Class A and Platform Shares are available. This is a conflict of interest which might incline BOS Asset Management, LLC, consciously or unconsciously, to render advice that is not disinterested. Although the client will not be charged a transaction charge for transactions, BOS Asset Management, LLC pays LPL a per transaction charge for mutual fund purchases and sales in the account. BOS Asset Management, LLC generally does not pay transaction charges for Class A Share mutual fund transactions accounts, but generally does pay transaction charges for Platform Share mutual fund transactions. The cost to BOS Asset Management, LLC of transaction charges generally may be a factor Advisor considers when deciding which securities to select and whether or not to place transactions in the account.

The lack of transaction charges to BOS Asset Management, LLC for Class A Share purchases and sales, together with the fact that Platform Shares generally are less expensive for a client to own, presents a significant conflict of interest between BOS Asset Management, LLC and the client. In short, it costs BOS Asset Management, LLC less to recommend and select Class A share mutual funds than Platform shares, but Platform shares will generally outperform Class A mutual fund shares on the basis of internal cost structure alone. Clients should understand this conflict and consider the additional indirect expenses borne as a result of the mutual fund fees.

Schwab has eliminated commissions for online trades of equities, ETFs and options (subject to \$0.65 per contract fee). This means that, in most cases, when the Firm buys and sells these types of securities, the Firm will not have to pay any commissions to Schwab. The Firm encourages you to review Schwab’s pricing to compare the total costs of entering into a wrap fee arrangement versus a non-wrap fee arrangement. If you choose to enter into a wrap fee arrangement, your total cost to invest could exceed the cost of paying for brokerage and advisory services separately. To see what you would pay for transactions in a non-wrap account please refer to Schwab’s most recent pricing schedules available at [schwab.com/aspricingguide](https://www.schwab.com/aspricingguide).

### **Additional LPL Disclosures**

LPL serves as program sponsor, investment advisor and broker-dealer for most of the LPL advisory programs. BOS Asset Management, LLC receives compensation as a result of a client’s participation in an LPL program. Depending on, among other things, the type and size of the account, type of securities held in the account, changes in its value over time, the ability to negotiate fees or commissions, the historical or expected size or number of transactions, and the number and range of supplementary advisory and client-related services provided to the client, the amount of this compensation may be more or less than what BOS

Asset Management, LLC would receive if the client participated in other programs, whether through LPL or another sponsor, or paid separately for investment advice, brokerage and other services.

The account fee may be higher than the fees charged by other investment advisors for similar services. Clients should consider the level and complexity of the advisory services to be provided when negotiating the account fee (or the advisor fee portion of the account fee, as applicable) with BOS Asset Management, LLC.

Please refer to the relevant LPL Form ADV program brochure for a more detailed discussion of conflicts of interest.

**Direct Fee Debit**

Clients generally provide BOS Asset Management, LLC with the authority to directly debit their accounts for payment of the investment advisory fees. The Financial Institutions that act as the qualified custodian for client accounts, from which the Firm retains the authority to directly deduct fees, have agreed to send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to BOS Asset Management, LLC.

**Account Additions and Withdrawals**

Clients can make additions to and withdrawals from their account at any time, subject to BOS Asset Management, LLC's right to terminate an account. Additions can be in cash or securities provided that the Firm reserves the right to liquidate any transferred securities or declines to accept particular securities into a client's account. Clients can withdraw account assets on notice to BOS Asset Management, LLC, subject to the usual and customary securities settlement procedures. However, the Firm designs its portfolios as long-term investments, and the withdrawal of assets may impair the achievement of a client's investment objectives. BOS Asset Management, LLC may consult with its clients about the options and implications of transferring securities. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, short-term redemption fees, fees assessed at the mutual fund level (e.g., contingent deferred sales charges) and/or tax ramifications.

**Commissions and Sales Charges for Recommendations of Securities**

Clients can engage certain persons associated with BOS Asset Management, LLC (but not the Firm directly) to render securities brokerage services under a separate commission-based arrangement. Clients are under no obligation to engage such persons and may choose brokers or agents not affiliated with BOS Asset Management, LLC.

Under this arrangement, the Firm's Supervised Persons, in their individual capacities as registered representatives of LPL Financial ("LPL"), can provide securities brokerage services and implement securities transactions under a separate commission based arrangement. Supervised Persons are entitled to a portion of the brokerage commissions paid to LPL, as well as a share of any ongoing distribution or service (trail) fees from the sale of mutual funds. BOS Asset Management, LLC can also recommend no-load or

load-waived funds, where no sales charges are assessed, but where the Supervised Person receives other forms of compensation. Prior to effecting any transactions, clients are required to enter into a separate account agreement with LPL.

A conflict of interest exists to the extent that a Supervised Person of BOS Asset Management, LLC recommends the purchase or sale of securities through a brokerage relationship where that Supervised Person receives commissions or other additional compensation as a result of that recommendation (the “Brokerage Relationship”). Because the Supervised Persons receive compensation in connection with the sale of securities in the Brokerage Relationship, a conflict of interest exists as such Supervised Persons have an incentive to recommend more expensive securities or services to clients where such Supervised Persons earn more compensation with respect to the sale of such securities through the Brokerage Relationship rather than through an advisory relationship with the Firm. The Firm has procedures in place to ensure that any recommendations made by such Supervised Persons to engage in the Brokerage Relationship are in the best interest of that client. Clients should understand that the investments made in the Brokerage Relationship are not receiving advisory services from the Firm. Therefore, the Firm does not have a fiduciary duty over the Brokerage Relationship recommendations.

In addition, LPL is responsible for supervising certain activities of BOS Asset Management, LLC to the extent BOS Asset Management, LLC manages assets at a broker/dealer and custodian other than LPL. LPL charges a fee to BOS Asset Management, LLC for this oversight. This presents a conflict of interest in that BOS Asset Management, LLC has a financial incentive to recommend that clients maintain their accounts with LPL rather than another custodian in order to avoid the oversight fee.

LPL may have access to certain confidential information (e.g., financial information, investment objectives, transactions and holdings) about BOS Asset Management, LLC’s clients, even if client does not establish any account through LPL.

#### **Compensation for Recommending the Program**

BOS Asset Management, LLC has no internal arrangements in place whereby persons recommending the Program are entitled to receive additional compensation as a result of clients’ participation. A person recommending the Program will not earn more compensation than he or she would otherwise receive if a client elected another investment management program.

### **Item 5. Account Requirements and Types of Clients**

BOS Asset Management, LLC offers services to individuals, trusts, estates, charitable organizations, banking or thrift institutions, corporations and other business entities, pension and profit sharing plans and state or municipal government entities.

**Item 6. Portfolio Manager Selection and Evaluation**

BOS Asset Management, LLC acts as the sponsor and sole portfolio manager under the Program.

**Side-By-Side Management**

BOS Asset Management, LLC does not provide any services for a performance-based fee (i.e., a fee based on a share of capital gains or capital appreciation of a client's assets).

**Methods of Analysis and Investment Strategies****Methods of Analysis and Investment Strategies**

BOS Asset Management, LLC believes that clients that follow a clear and disciplined investment process are better positioned to achieve their investment goals and objectives. BOS Asset Management, LLC's consulting services include:

- Assisting with the preparation of a written Investment Policy Statement
- Diversifying portfolio assets with regard to the risk/reward parameters defined in the Investment Policy Statement
- Incorporating the use of prudent experts to make investment decisions
- Monitoring the activities of all money managers and service providers
- Helping clients strive toward objectivity and control expenses

*Institutional Wealth Management Process*

BOS Asset Management, LLC designed its four-step process to align with clients' unique objectives and customized strategies.

Step 1: Analyze Goals and Current Portfolio

Step 2: Determine Investment Policy Statement and Asset Allocation

Step 3: Build Portfolio

Step: 4 Manage and Monitor Portfolio

Understanding each client's goals and financial needs allows BOS Asset Management, LLC to set forth the investment objectives, distribution policies, and investment guidelines that govern the activities for the portfolio. The Investment Policy Statement for a client is not only consistent with the anticipated goals and needs, but in consideration for the client's tolerance for assuming investment and financial risk. The stated investment policy is intended to provide guidelines, where necessary, for ensuring that the Portfolio's

investments are managed consistent with the short-term and long-term financial goals of the client. At the same time, they are intended to provide for sufficient investment flexibility in the event of changes in the markets and the client's financial conditions.

BOS Asset Management, LLC recommends that clients review the Investment Policy Statement at least once a year. BOS Asset Management, LLC encourages open communication and the opportunity to meet and discuss both changes with the client, in addition to market changes and appropriate recommendations.

#### *Investment Strategy*

BOS Asset Management, LLC believes that an asset allocation study is a key process that seeks to determine the long-term strategic asset allocation that most effectively and efficiently allows clients to reach their goals and grow. BOS Asset Management, LLC looks at numerous components during its research process. Some of the key components when determining the appropriate asset allocation include the ability to assume risk, willingness to assume risk, and a full understanding of the client's goals. BOS Asset Management, LLC utilizes third-party research providers Argus Research, Bloomberg and Credit Suisse to provide independent investment research to help the Firm's teamwork toward clients' investment goals.

Furthermore, BOS Asset Management, LLC's investment team uses scientific, mathematical-based strategies based on research rather than speculation or commercial indexes. The factors the Firm believes contribute to investment return include the belief that securities are fairly priced in liquid and competitive markets, diversification is essential, portfolio rebalancing is critical and investing involves trading off risks and costs with expected returns.

#### **Equities**

Each client and client account has a defined objective and risk tolerance. In order to create a defined strategy BOS Asset Management, LLC believes it is important to target that risk.

As with everything, one size does not fit all and as markets change so do the strategies the Firm utilizes in managing client dollars. With that being said, BOS Asset Management, LLC believes that by utilizing an individualized security approach, the Firm has the ability to properly diversify a portfolio. With individual securities, BOS Asset Management, LLC can design a portfolio that it feels will outperform during current economic conditions. As both the client's situation and the economic environment changes, such as what the Firm has experienced most recently, buying individual stocks provides greater flexibility in controlling the investments. Furthermore, individual stocks do not carry an expense ratio; therefore, reducing overall fees and the client knows exactly what companies they are invested in. BOS Asset Management, LLC's philosophy continues to be focused on transparency and low cost where feasible for clients.

The Firm recognizes that investing in individual stocks requires far more research, time and effort. BOS Asset Management, LLC is willing to take on that extra responsibility. Furthermore, it requires the support of a reputable research team. The Firm has engaged Argus Research to provide research and portfolio management.

**Fixed Income**

Fixed income management is the primary focus of most of our clients. BOS Asset Management, LLC has a rules-based approach that is designed around clients' goals and risk tolerance. Generally, the Firm's portfolio management is centered on providing the maximum yield and value to a client, given their appetite for risk. BOS Asset Management, LLC's focus is on yield to maturity and cash flow, as opposed to the total return approach of many investors.

Over the years, BOS Asset Management, LLC's team has built a vast network of relationships with fixed income traders from boutique investment firms to the largest investment banks in the country. BOS Asset Management, LLC believes that this network allows it to provide value in different sectors of the market. For example, if the Firm is looking for mortgage backed securities, the Firm believes that the big bank's bond desks are the best places to buy from. However, if BOS Asset Management, LLC is buying taxable municipal bonds, the Firm believes that the big banks typically do not spend the resources and time with issues that are under a few million dollars. As a result, BOS Asset Management, LLC utilizes a boutique firm that focuses on that market.

**Risk of Loss**

The following list of risk factors does not purport to be a complete enumeration or explanation of the risks involved with respect to the Firm's investment management activities. Clients should consult with their legal, tax, and other advisors before engaging the Firm to provide investment management services on their behalf.

*Market Risks*

Investing involves risk, including the potential loss of principal, and all investors should be guided accordingly. The profitability of a significant portion of BOS Asset Management, LLC's recommendations and/or investment decisions may depend to a great extent upon correctly assessing the future course of price movements of stocks, bonds and other asset classes. In addition, investments may be adversely affected by financial markets and economic conditions throughout the world. There can be no assurance that BOS Asset Management, LLC will be able to predict these price movements accurately or capitalize on any such assumptions.

*Volatility Risks*

The prices and values of investments can be highly volatile, and are influenced by, among other things, interest rates, general economic conditions, the condition of the financial markets, the financial condition of the issuers of such assets, changing supply and demand relationships, and programs and policies of governments.

*Cash Management Risks*

The Firm may invest some of a client's assets temporarily in money market funds or other similar types of investments, during which time an advisory account may be prevented from achieving its investment objective.

#### *Equity-Related Securities and Instruments*

The Firm takes long positions in common stocks of U.S. and non-U.S. issuers traded on national securities exchanges and over-the-counter markets. The value of equity securities varies in response to many factors. These factors include, without limitation, factors specific to an issuer and factors specific to the industry in which the issuer participates. Individual companies may report poor results or be negatively affected by industry and/or economic trends and developments, and the stock prices of such companies may suffer a decline in response. In addition, equity securities are subject to stock risk, which is the risk that stock prices historically rise and fall in periodic cycles. U.S. and non-U.S. stock markets have experienced periods of substantial price volatility in the past and may do so again in the future. In addition, investments in small-capitalization, mid-capitalization and financially distressed companies may be subject to more abrupt or erratic price movements and may lack sufficient market liquidity, and these issuers often face greater business risks.

#### *Fixed Income Securities*

While the Firm emphasizes risk-averse management and capital preservation in its fixed-income bond portfolios, clients who invest in this product can lose money, including losing a portion of their original investment. The prices of the securities in our portfolios fluctuate. The Firm does not guarantee any particular level of performance. Below is a representative list of the types of risks clients should consider before investing in this product.

- Interest rate risk. Prices of bonds tend to move in the opposite direction to interest rate changes. Typically, a rise in interest rates will negatively affect bond prices. The longer the duration and average maturity of a portfolio, the greater the likely reaction to interest rate moves.
- Credit (or default) risk. A bond's price will generally fall if the issuer fails to make a scheduled interest or principal payment, if the credit rating of the security is downgraded, or if the perceived creditworthiness of the issuer deteriorates.
- Liquidity risk. Sectors of the bond market can experience a sudden downturn in trading activity. When there is little or no trading activity in a security, it can be difficult to sell the security at or near its perceived value. In such a market, bond prices may fall.
- Call risk. Some bonds give the issuer the option to call or redeem the bond before the maturity date. If an issuer calls a bond when interest rates are declining, the proceeds may have to be reinvested at a lower yield. During periods of market illiquidity or rising rates, prices of callable securities may be subject to increased volatility.
- Prepayment risk. When interest rates fall, the principal of mortgage-backed securities may be prepaid. These prepayments can reduce the portfolio's yield because proceeds may have to be reinvested at a lower yield.



- Extension risk. When interest rates rise or there is a lack of refinancing opportunities, prepayments of mortgage-backed securities or callable bonds may be less than expected. This would lengthen the portfolio's duration and average maturity and increase its sensitivity to rising rates and its potential for price declines.

#### *Mutual Funds and ETFs*

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event, they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees).

The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to actual NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for index-based ETFs and potentially more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 20,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

#### *Currency Risks*

An advisory account that holds investments denominated in currencies other than the currency in which the advisory account is denominated may be adversely affected by the volatility of currency exchange rates.

#### **Voting of Client Securities**

BOS Asset Management, LLC generally does not accept the authority to vote a client's securities (i.e., proxies) on their behalf. Clients receive proxies directly from the Financial Institutions where their assets are custodied and may contact the Firm at the contact information on the cover of this brochure with questions about any such issuer solicitations.

**Item 7. Client Information Provided to Portfolio Managers**

In this Item, BOS Asset Management, LLC is required to describe the type and frequency of the information it communicates to the Independent Managers, if any, managing its clients' investment portfolios. BOS Asset Management, LLC acts as the sole portfolio manager under the Program and, as such, the Firm has no information to disclose in relation to this Item.

**Item 8. Client Contact with Portfolio Managers**

In this Item, BOS Asset Management, LLC is required to describe any restrictions on clients' ability to contact and consult with the portfolio managers managing their investment portfolios. There are no restrictions on clients' ability to correspond with BOS Asset Management, LLC, which acts as the sole portfolio manager under the Program.

**Item 9. Additional Information****Disciplinary Information**

BOS Asset Management, LLC has not been involved in any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of its management.

**Other Financial Industry Activities and Affiliations**

This item requires investment advisers to disclose certain financial industry activities and affiliations.

*Registered Representatives of a Broker-Dealer*

Certain of the Firm's Supervised Persons are registered representatives of LPL and provide clients with securities brokerage services under a separate commission-based arrangement. This arrangement is described at length in Item 5.

*Licensed Insurance Agency and Agents*

BOS Asset Management, LLC is under common control with BOS Insurance Agency, and a number of the Firm's Supervised Persons are licensed insurance agents and offer certain insurance products on a fully-disclosed commissionable basis. A conflict of interest exists to the extent that BOS Asset Management, LLC recommends the purchase of insurance products where its Supervised Persons or affiliate are entitled to insurance commissions or other additional compensation. The Firm has procedures in place whereby it seeks to ensure that all recommendations are made in its clients' best interest regardless of any such affiliations.

*Affiliation with Other Investment Adviser*

Certain of BOS Asset Management, LLC's Supervised Persons, in their individual capacities, are also investment adviser representatives with LPL. A conflict of interest exists to the extent that those Supervised Persons recommend engaging either the Firm or LPL for advisory services where it is beneficial to the Supervised Person. This relationship is, however, temporary while the Firm's Supervised Persons transition clients from LPL to the Firm.

*Related Bank and Trust Company*

BOS Asset Management, LLC is owned by and shares the same offices with Bank of Springfield (“BOS”). In the event a client requires banking services, the Firm will recommend BOS. The Firm also recommends certain clients utilize the trust services of BOS.

The Firm does not receive any portion of any compensation received by BOS Asset Management, LLC and does not receive a referral fee in connection with banking or trust services that affiliates render to BOS Asset Management, LLC clients. However, because of the common ownership and possible involvement by BOS Asset Management, LLC associates with BOS, there exists a conflict of interest to the extent that the Firm recommends the banking or trust services of BOS.

**Code of Ethics**

BOS Asset Management, LLC has adopted a code of ethics in compliance with applicable securities laws (“Code of Ethics”) that sets forth the standards of conduct expected of its Supervised Persons. BOS Asset Management, LLC’s Code of Ethics contains written policies reasonably designed to prevent certain unlawful practices such as the use of material non-public information by the Firm or any of its Supervised Persons and the trading by the same of securities ahead of clients in order to take advantage of pending orders.

The Code of Ethics also requires certain of BOS Asset Management, LLC’s personnel to report their personal securities holdings and transactions and obtain pre-approval of certain investments (*e.g.*, initial public offerings, limited offerings). However, the Firm’s Supervised Persons are permitted to buy or sell securities that it also recommends to clients if done in a fair and equitable manner that is consistent with the Firm’s policies and procedures. This Code of Ethics has been established recognizing that some securities trade in sufficiently broad markets to permit transactions by certain personnel to be completed without any appreciable impact on the markets of such securities. Therefore, under limited circumstances, exceptions may be made to the policies stated below.

When the Firm is engaging in or considering a transaction in any security on behalf of a client, no Supervised Person with access to this information may knowingly effect for themselves or for their immediate family (*i.e.*, spouse, minor children and adults living in the same household) a transaction in that security unless:

- the transaction has been completed;
- the transaction for the Supervised Person is completed as part of a batch trade with clients; or
- a decision has been made not to engage in the transaction for the client.

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.

Clients and prospective clients may contact BOS Asset Management, LLC to request a copy of its Code of Ethics.

### **Account Reviews**

BOS Asset Management, LLC monitors client portfolios on a continuous and ongoing basis and regular account reviews are conducted on at least an annual basis. Such reviews are conducted by the Firm's investment adviser representatives. All investment advisory clients are encouraged to discuss their needs, goals and objectives with BOS Asset Management, LLC and to keep the Firm informed of any changes thereto.

### **Account Statements and General Reports**

Clients are provided with transaction confirmation notices and regular summary account statements directly from the Financial Institutions where their assets are custodied. From time-to-time or as otherwise requested, clients may also receive written or electronic reports from BOS Asset Management, LLC and/or an outside service provider, which contain certain account and/or market-related information, such as an inventory of account holdings or account performance. Clients should compare the account statements they receive from their custodian with any documents or reports they receive from BOS Asset Management, LLC or an outside service provider.

### **Client Referrals**

The Firm does not currently provide compensation to any third-party solicitors for client referrals.

The Firm receives economic benefits from Schwab, TDA and/or LPL. The benefits, conflicts of interest and how they are addressed are discussed below.

### **Receipt of Economic Benefit and Brokerage Practices**

BOS Asset Management, LLC recommends that clients utilize the custody, brokerage and clearing services of the Custodians for investment management accounts. The final decision to custody assets with the 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. BOS Asset Management, LLC is independently owned and operated and not affiliated with the Custodians. The Custodians provide BOS Asset Management, LLC with access to institutional trading and custody services, which are typically not available to retail investors.

BOS Asset Management, LLC provides advisory services to certain clients through LPL's Strategic Wealth Management Program (SWM Program). While LPL is an investment adviser, LPL does not serve as an investment adviser for client through the SWM Program. For more information regarding the SWM Program please see the program account packet.

Factors which BOS Asset Management, LLC considers in recommending the Custodians or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service.

In seeking best execution for clients, 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 Financial Institution's services, including among others, the value of research provided, execution capability, commission rates and responsiveness. BOS Asset Management, LLC seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

Transactions may be cleared through other broker-dealers with whom the Firm and its custodians have entered into agreements for prime brokerage clearing services. Should an account make use of prime brokerage, the Client may be required to sign an additional agreement, and additional fees are likely to be charged.

Consistent with obtaining best execution, the Custodians provide investment research products and/or services which assist BOS Asset Management, LLC in its investment decision-making process. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because BOS Asset Management, LLC does not have to produce or pay for the products or services.

BOS Asset Management, LLC periodically and systematically reviews its policies and procedures regarding its recommendation of Financial Institutions in light of its duty to obtain best execution.

#### **Software and Support Provided by Financial Institutions**

BOS Asset Management, LLC receives without cost from Schwab, TDA and/or LPL, administrative support, computer software, related systems support, as well as other third party support as further described below (together "Support") which allow BOS Asset Management, LLC to better monitor client accounts maintained at the Custodians and otherwise conduct its business. BOS Asset Management, LLC receives the Support without cost because the Firm renders investment management services to clients that maintain assets at the Custodians. The Support is not provided in connection with securities transactions of clients (i.e., not "soft dollars"). The Support benefits BOS Asset Management, LLC, but not its clients directly. Clients should be aware that BOS Asset Management, LLC's receipt of economic benefits such as the Support from a broker-dealer creates a conflict of interest since these benefits will influence the Firm's choice of broker-dealer over another that does not furnish similar software, systems support or services, especially because the support is contingent upon clients placing a certain level(s) of assets at the Custodians. In fulfilling its duties to its clients, BOS Asset Management, LLC endeavors at all times to put the interests of its clients first and has determined that the recommendation of the Custodians is in the best interest of clients and satisfies the Firm's duty to seek best execution.

Specifically, BOS Asset Management, LLC receives the following benefits from Schwab, TDA and/or LPL: i) receipt of duplicate client confirmations and bundled duplicate statements; ii) access to a trading desk that exclusively services its institutional traders; iii) access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and iv) access to an electronic communication network for client order entry and account information.

In addition, the Firm receives funds from Schwab to be used toward qualifying third-party service providers for research, marketing, compliance, technology and software platforms and services. The funds are available upon \$200 million and 300 million in new assets added to Schwab.

These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a certain amount of the advisor's clients' assets are maintained in accounts at the Custodians. the Custodians' services include brokerage services that are related to the execution of securities transactions, custody, research, including that in the form of advice, 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.

For client accounts maintained in its custody, the Custodians generally do not charge separately for custody services but are compensated by account holders through commissions or other transaction-related or asset-based fees for securities trades that are executed through the Custodians or that settle into the Custodians' accounts.

Schwab, TDA and/or LPL also make available to the Firm other products and services that benefit the Firm but may not benefit its clients' accounts. These benefits may include national, regional or Firm specific educational events organized and/or sponsored by the Custodians. Other potential benefits may include occasional business entertainment of personnel of BOS Asset Management, LLC by Schwab personnel, including meals, invitations to sporting events, including golf tournaments, and other forms of entertainment, some of which may accompany educational opportunities. Other of these products and services assist BOS Asset Management, LLC 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 the Firm'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 the Firm's accounts, including accounts not maintained at the Custodians. Schwab, TDA and/or LPL also make available to BOS Asset Management, LLC 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, TDA and/or LPL may make available, arrange and/or pay vendors for these types of services rendered to the Firm by independent third parties. Schwab, TDA and/or LPL 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 the Firm. While, as a fiduciary, BOS Asset Management, LLC endeavors to act in its clients' best interests, the Firm's recommendation that clients maintain their assets in accounts at the Custodians may be based in part on the benefits received and not solely on the nature, cost or quality of custody and brokerage services provided by the Custodians, which creates a conflict of interest.

Support services are provided to BOS Asset Management, LLC based on the overall relationship between BOS Asset Management, LLC and LPL, including that of the Supervised Persons in their capacity as registered representatives. For IRA accounts, LPL generally charges account maintenance fees. In addition, LPL also charges clients miscellaneous fees and charges, such as account transfer fees. LPL charges BOS Asset Management, LLC an asset-based administration fee for administrative services provided by LPL. Such administration fees are not directly borne by clients but may be taken into account when BOS Asset

Management negotiates its advisory fee with clients.

#### **Additional LPL Disclosures**

In addition, LPL serves as program sponsor, investment advisor and broker-dealer for most of the LPL advisory programs. BOS Asset Management, LLC receives compensation as a result of a client's participation in an LPL program. Depending on, among other things, the type and size of the account, type of securities held in the account, changes in its value over time, the ability to negotiate fees or commissions, the historical or expected size or number of transactions, and the number and range of supplementary advisory and client-related services provided to the client, the amount of this compensation may be more or less than what BOS Asset Management, LLC would receive if the client participated in other programs, whether through LPL or another sponsor, or paid separately for investment advice, brokerage and other services.

The account fee may be higher than the fees charged by other investment advisors for similar services. Clients should consider the level and complexity of the advisory services to be provided when negotiating the account fee (or the advisor fee portion of the account fee, as applicable) with BOS Asset Management, LLC.

Please refer to the relevant LPL Form ADV program brochure for a more detailed discussion of conflicts of interest.

#### **Brokerage for Client Referrals**

BOS Asset Management, LLC does not consider, in selecting or recommending broker-dealers, whether the Firm receives client referrals from the Financial Institutions or other third party.

#### **Directed Brokerage**

In order to be part of the Program, the client must open accounts at one of the Custodians. Should the client wish to direct BOS Asset Management, LLC in writing to use a particular Financial Institution to execute some or all transactions for the client, the client will negotiate terms and arrangements for the account with that Financial Institution and the Firm will not seek better execution services or prices from other Financial

Institutions or be able to “batch” client transactions for execution through other Financial Institutions with orders for other accounts managed by BOS Asset Management, LLC (as described above). The services on those assets will be provided outside of a wrap program and clients will pay all transaction charges.

### **Trade Aggregation**

Transactions for each client will be effected independently unless BOS Asset Management, LLC decides to purchase or sell the same securities for several clients at approximately the same time. BOS Asset Management, LLC may (but is not obligated to) combine or “batch” such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among the Firm’s client’s differences in prices and commissions or other transaction costs that might not have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and allocated among BOS Asset Management, LLC’s clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that the Firm determines to aggregate client orders for the purchase or sale of securities, including securities in which BOS Asset Management, LLC’s Supervised Persons may invest, the Firm does so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. BOS Asset Management, LLC does not receive any additional compensation or remuneration as a result of the aggregation.

In the event that the Firm determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account’s assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a de minimis allocation in one or more accounts, the Firm may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

### **Financial Information**

BOS Asset Management, LLC is not required to disclose any financial information due to the following:

- The Firm does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance of services rendered;
- The Firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and
- The Firm has not been the subject of a bankruptcy petition at any time during the past ten years.