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d/b/a BKS Retirement Services

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This brochure provides information about the qualifications and business practices of BKS Financial Investments, LLC dba BKS Retirement Services and BKS Retirement Services dba Insgroup Financial. If you have any questions about the contents of this brochure, please contact us at: 727-723-3637. 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.

BKS Financial Investments, LLC may refer to itself as a “registered investment adviser”. Clients should be aware that registration with the SEC or any state securities authority does not imply a certain level of skill or training. Additional information about the Adviser is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2-Material Changes since the Last Update

As of March 2022, we have not identified the occurrence of material changes since the previous release of the Firm Brochure.

Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at: 727-723-3637.

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Item 4-Advisory Business

Firm Description

BKS Financial Investments, LLC d/b/a BKS Retirement Services (“BKS Retirement,” “we” or “us”) is a registered investment adviser organized as a Florida limited liability company and based in Tampa, Florida. BKS Retirement acquired the investment advisory business of Fiduciary Partners Investment Consulting, LLC (“FPIC”), a provider of pension investment consulting services since 2007, and all of FPIC’s personnel are now associated with BKS Retirement as of June 2019.

In September 2021, BKS Financial Investments added Insgroup Financial as a dba under the Firm, with an office location in Texas. We provide investment advisory and consulting services to a broad range of clients including individuals, pension and profit-sharing plans, defined benefit plans, trusts, estates, charitable organizations, and small to mid-size businesses. We offer advice through consultation with the client which may include determination of financial objectives, identification of financial problems, cash flow management, tax planning, insurance review, investment management, education funding, retirement planning, and estate planning.

As of December 31, 2021, we maintained approximately \$8,958,227,882 in Asset Management Services related to retirement plans. Retirement plans may include assets for which we act as a 3(21) or a 3(38) fiduciary and provide ongoing recommendations based upon the needs of the retirement plan client, as to which specific securities or other investments to make available to its plan participants, among other services.

Types of Advisory Services

Pension Investment Consulting Services

We offer pension investment consulting services to employee benefit Plans and their fiduciaries designed to assist retirement Plan sponsors, trustees and/or Plan committees in meeting their Plan management and fiduciary obligations under the Employee Retirement Income Security Act of 1974 (“ERISA”) and other applicable laws. Our services are tailored based upon the needs of the Plan and the services requested by the Plan sponsor or named fiduciary. In general, these services may include Plan, sponsor and participant education, investment policy development and review, asset allocation advice, vendor searches, performance monitoring and reporting, Plan cost and revenue distribution analyses, and fiduciary governance consulting. These pension investment consulting services are generally non-discretionary and advisory in nature. The ultimate decision to act on behalf of the Plan always remains with the Plan sponsor or other named fiduciaries.

Investment Policy Development & Review - We consider the Investment Policy Statement (“IPS”) to be a key component of a Plan’s investment program which we utilize as a “road map” to help govern the investment program. We will initially meet with the Plan sponsor, trustees and/or plan committee to gather information to allow us to fully understand a retirement Plan’s risk tolerance and investment objectives.

Once we have completed gathering information, we will review the existing IPS or draft a new one which incorporates in the information we gathered. The IPS generally includes: a purpose statement, investment goals and objectives, responsibilities of key personnel, identification of key constraints, eligible investments, asset allocation and liability process, portfolio rebalancing process, risk management process, performance benchmarks and performance reporting process.

Asset Allocation Advice - We will review a retirement Plan’s menu of investments and analyze risk/return and correlations between asset classes with the purpose of achieving the goals and objectives of the IPS. Our process for recommending an overall portfolio structure includes:

IPS constraints;

- Views and predispositions of the responsible investment fiduciary;
- Investment sophistication of the responsible investment fiduciary;

- Cost/benefit of certain investment vehicles; and
- Performance reporting implications.

Vendor Searches - We may conduct a search of the marketplace and provide quotations from leading retirement plan vendors that are compatible with a Plan's needs. We will then make recommendations regarding vendor selection based upon study results and the Plan's goals and objectives.

Performance Monitoring & Reporting - We provide retirement Plans with periodic performance reports utilizing Morningstar, Zephyr Style Advisor, Fiduciary Analytics (Fi360) and other recognized multi-factor investment analytical services. We may also utilize in-house resources to provide reporting.

Plan Cost & Revenue Distribution Analysis - We perform retirement Plan cost and revenue distribution analysis designed to enable Plan fiduciaries to determine whether the fees and expenses of their Plan arrangements are reasonable and consistent with typical industry benchmarks and competitive practices. The analysis will cover such areas as: identification of hidden or embedded fees, cost comparisons from multiple service providers based upon a proprietary benchmarking database, and assistance with implementation of cost reduction initiatives.

Fiduciary Governance Consulting - We assist in evaluating the structure and process for overseeing and management a retirement Plan to satisfy fiduciary and other plan obligations. Effective fiduciary governance will assist plan fiduciaries in (i) managing regulatory and litigation risks facing Plan fiduciaries, (ii) protecting the Plan sponsor and employees, officers and directors who are not involved in Plan operation, (iii) satisfying obligations to participants, (iv) operating the retirement Plan effectively, and (v) better equipping employees to secure adequate retirement benefits.

Educational Workshops - We may offer educational workshops designed for Participants in various retirement Plans. Workshops may include educational presentations related to retirement planning and investment planning/asset allocation.

Our investment education workshops are provided on an educational basis. As such, information provided at these workshops does not take into account specific needs or circumstances of any particular Participant and is general in nature. However, in some cases, Participant-level retirement Plan investment advice may be provided.

Our Firm may, in some cases, charge a negotiable, annual fixed or one time flat fee ranging between \$2,500 and \$25,000, depending on the scope and complexity of the services provided. In certain cases, clients may also be responsible for travel expenses. The fee will be due and payable according to the contract terms between our firm and the corporation/business sponsoring the financial education workshop.

Participant Education & Investment Advice - When agreed to, by us and the client, we may provide investment education to Plan participants (the "**Participants**"). Our goal is to supply Participants with information to allow them to make sound investment decisions. Our Participant education program may include sessions which cover both basic and advanced topics such as diversification, asset allocation, risk tolerance, time horizon, as well as the dynamics of existing and potential asset classes which may be suitable for a Participant's portfolio.

We may also offer Participant-level investment advice on an individual basis. So long as our Participant advice is limited to Plan options, we generally provide such advice under our engagement with the Plan. When we so advise Participants directly, they should understand the following:

- We do not provide advice on any of the Participant's assets outside of the Plan—our advice is limited solely to the Participant's interests in the Plan and the investment options available in the Plan.
- Our agreement with the Plan limits our liability to the Participant and the Plan.
- We will not engage in an ongoing advisory relationship with a Participant, and that instead we will typically only meet with a Participant on a periodic basis to discuss Plan options.

- We will not have any custody over any Participant's assets, whether inside the Plan or otherwise, nor will we have any responsibility for selecting brokers or others to execute any transactions for any Participant.
- The Participant retains complete responsibility to determine what Plan investments the Participant will make—we will have no discretion to make any investment decisions for the Participant.
- In some cases, our financial planning and consulting services will be provided to employees of our clients.

3(38) Discretionary Fiduciary Services - When agreed to by us and the client, we provide 3(38) discretionary fiduciary services where we select, monitor and replace Plans' investment lineups and/or provide discretionary management of individual Participant accounts. In some cases, we may refer clients to third party money managers for these services.

- **Administrative Services**- We may provide administrative services such as assisting with on boarding processes and other services as agreed by the client.

Except as described above, we do not maintain discretionary authority or control with respect to clients' accounts. We provide clients with alternatives and various courses of action, but typically the client retains the sole authority to invest Plan / client assets, establishing an IPA and the selection of investments alternatives available in the Plan.

For Plan services, we charge either a fixed annual fee ranging up to \$200,000 or an annual fee ranging between 0.01% and 1% of the value of the Plan's assets. Our fees are negotiable, based on the scope and complexity of the services provided. Our fees may be paid directly by the Plan sponsor, out of the Plan's assets, or automatically deducted from the Participants' accounts. Fees may be charged in advance or in arrears based on the value of the Plan's assets at the end of the previous quarter or quarter, respectively.

We may also provide a-la-carte services or special customized investment consulting services which may include one or more of the above. Fees for this service generally range up to \$200,000 depending on the scope and complexity of the services provided. A percentage of the fee will be due and payable in advance with the remainder due upon completion of the services offered. All services are described in a written agreement ("Advisory Agreement") and must be consistent with Plan documents.

Either party to the Advisory Agreement may terminate it between 30 and 60-days' written notice to the other party. The pension investment consulting fees will be prorated for the quarter in which the termination notice is given which means fees will be charged only in proportion to the number of days in the quarter for which you are a client. If you have pre-paid advisory fees that we have not yet earned, you will receive a prorated refund of those fees.

We may also provide executive compensation design, analysis, and implementation. Fees charged for this service are separate and apart from our pension investment consulting fees.

If deemed in the client's best interest we may sign a joint advisory agreement to provide plan services to you with Montoya Financial Strategies, offering advisory services through Kestra Advisory Services, LLC.

Financial Planning and Consulting Services

We offer financial planning and consulting services which typically involve providing a variety of advisory services to individuals employed by our clients regarding the management of their financial resources based upon an analysis of their individual needs. If our clients retain our firm for financial planning services, we will meet with those individuals as authorized by our clients and paid for by our client companies to gather information about their financial circumstances and objectives through in-depth personal interviews. The information we gather generally includes current financial status, attitudes toward risk, and future goals. Once

we review and analyze the information provided to us, we may deliver a written plan to the individual we are advising, designed to help achieve their stated financial goals and objectives.

Financial plans may be broad-based covering a variety of subjects such as retirement planning, tax/cash flow planning, college planning, personal budgeting, death and disability planning, and/or investment planning or modular in nature covering any single subject matter. For clients in need of targeted advice on a specific area, we provide consulting services on discreet subjects such as estate planning, tax planning, insurance, etc. However, we are not a law firm nor an accounting firm, and we do not provide legal or accounting advice. Clients are encouraged to engage their own professionals for legal and accounting advice.

Financial plans are based on employee/participant financial situation at the time we present the plan, and on the financial information provided to us. The participant/employee must promptly notify us if their financial situation, goals, objectives, or needs change.

The employee/participant is under no obligation to act on our financial planning recommendations. Should they choose to act on any of our recommendations, they are not obligated to implement the financial plan through any of our other investment advisory services. Moreover, the employee/participant may act on our recommendations by placing securities transactions with any brokerage firm.

You may terminate the financial planning agreement/consulting agreement by providing us written notice. You will incur a charge for services rendered prior to the termination of the agreement based on the work performed and any pre-paid un-earned fees will be refunded on a pro-rata basis.

Fee and fee paying arrangements for financial planning and consulting services will vary based on the scope and complexity of the work performed and will be negotiated with each client on a case-by-case basis.

Other Services

Clients may also engage us to 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, we direct or recommend 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.

our clients' individual portfolio allocations and risk exposure. While we receive access to Models and Independent Managers through the Platform Provider, the Platform Provider accepts no responsibility for the performance of any Model or of any Independent Manager.

Written Agreements

Before engaging the Firm to provide any of the foregoing investment advisory services, clients are required to enter into one or more written agreements with the Firm establishing the terms and conditions under which we render our services (the “**Client Agreement**”). We typically reserve the right to amend Client Agreements at any time upon written notice to clients, which amendments become effective if not rejected by a client.

A client may terminate the Client Agreement at any time by providing us written notice, and we may terminate a Client Agreement at any time by providing the client with written notice. Clients are charged pro rata for services provided through to the date of termination. If the client made an advance payment, we will refund any unearned portion of the advance payment.

We reserve the right to terminate any Client Agreement where a client has willfully concealed or has refused to provide pertinent information about financial situations when necessary and appropriate, in our judgment, to providing proper financial advice. Any unused portion of fees collected in advance will be refunded.

Client Agreements may not be assigned the Firm without client consent.

Item 5-Fees and Compensation

Investment Management Fees

Fees: Our asset management fees are generally assessed quarterly, in advance, based upon a percentage of the client's assets under management as of the close of business on the last business day of the preceding calendar quarter. Although we typically bill in advance, the initial asset management fee is due at the beginning of the quarter following the inception date and is based on the client's initial investment in the account prorated for the number of days assets have been deposited in a client's account before a fee is assessed (arrears billing). Therefore, the first asset management fee billing will include a prorated fee based on arrears billing plus an advanced billing fee. Additionally, certain of our *Supervised Persons*, in their individual capacities, may offer securities brokerage services and insurance products under a separate commission arrangement.

For Plan services, we charge either a fixed annual fee ranging up to \$200,000 or an annual fee ranging between 0.01% and 1% of the value of the Plan's assets. Our fees are negotiable, based on the scope and complexity of the services provided. Our fees may be paid directly by the Plan sponsor, out of the Plan's assets, or automatically deducted from the Participants' accounts.

Clients may incur transaction charges for trades executed in their accounts. These transaction charges are separate from our fees and will be disclosed by the brokerage firm through which the trades are executed. These transaction charges vary based on the type of investment (e.g., stock, mutual fund, ETF, etc.) and are paid to the custodian of client assets. We do not receive any portion of the transaction charges.

Clients may also pay separately incurred expenses such as charges imposed directly by a mutual fund, index funds or ETFs, all of which are disclosed in the fund's prospectus (i.e., fund management fees and other fund expenses, such as 12b-1 fees). We do not receive any portion of the transaction charges.

If we utilize the services of a Platform Provider or Independent Manager, clients will also pay those parties' separate fees, either under the Client Agreement or the Provider Agreement.

Fee Payment - Fees are generally automatically deducted from a client's account—either by the Firm or by the Platform Provider. As part of this process, clients must understand and acknowledge the following:

- The client provides authorization permitting fees to be directly paid by the terms outlined in either or both of the Client Agreement and the Provider Agreement;
- The custodian, or in certain cases the Firm or the Platform Provider, calculates the advisory fees and the custodian or the Platform Provider deducts advisory fees from the client's account;
- Where a Platform Provider or Investment Manager is used, the Platform Provider will cause the custodian to deduct a single fee from the client's account and pay the Investment Manager's fee, the Firm's fee, and retain the balance; and
- The custodian sends statements at least quarterly to the client showing all disbursements for his or her account, including the amount of the advisory fees paid to the Firm.

Retirement Plan Consulting Fees

For Plan services, we charge either a fixed annual fee ranging up to \$200,000 or an annual fee ranging between 0.01% and 1% of the value of the Plan's assets. Our fees are negotiable, based on the scope and complexity of the services provided. Our fees may be paid directly by the Plan sponsor, out of the Plan's assets, or automatically deducted from the Participants' accounts. Fees may be charged in advance or in arrears based on the value of the Plan's assets at the end of the previous quarter or quarter, respectively. In the event that we act as an "investment manager" as defined by ERISA §3(38), an additional five bps will typically be assessed. For more information, please refer to the Client Agreement.

Commissions for Sale Charges for Recommendations of Securities

Clients can engage certain persons associated with the Firm (but not the Firm) 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 us.

Under this arrangement, our Supervised Persons, in their individual capacities as registered representatives of a third party broker-dealer (“**Broker**”), may provide securities brokerage services and implement securities transactions under a separate commission-based arrangement. Our Supervised Persons may be entitled to a portion of the brokerage commissions paid to the Broker, as well as a share of any ongoing distribution or service (trail) fees from the sale of mutual funds. We may also recommend no-load or load-waived funds, where no sales charges are assessed. Prior to effecting any transactions, clients are required to enter into a separate account agreement with the Broker. We do not receive any portion of the commissions or transactional fees charged by any Broker.

A conflict of interest exists to the extent that we recommend the purchase of securities where our Supervised Persons receive commissions or other additional compensation as a result of the Supervised Person’s recommendations.

We have procedures in place to ensure that any recommendations made by such Supervised Persons are in the best interest of clients. For certain accounts covered by ERISA and such others that we deem appropriate, we may provide our investment advisory services on a fee-offset basis. In this scenario, we offset our fees by an amount equal to the aggregate commissions and 12b-1 fees earned by our Supervised Persons in their individual capacities as registered representatives of a Broker.

Additional Fee Information

Account Additions and Withdrawals: Clients may make additions to and withdrawals from their account at any time, subject to the Firm’s and the Platform Provider’s right to terminate an account. Additions may be in cash or securities provided that we reserve the right to liquidate any transferred securities or to decline to accept particular securities into a client’s account. Clients may withdraw account assets on notice to the Firm, subject to the usual and customary securities settlement procedures. However, we design our portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client’s investment objectives. We may consult with 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, fees assessed at the mutual fund level (i.e., contingent deferred sales charge) and/or tax ramifications.

Additional Fees and Expenses: In addition to the advisory fees paid to the Firm, clients may also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions (collectively “**Financial Institutions**”); and to the extent utilized, fees of the Platform Provider and Independent Managers. These additional charges may include securities brokerage commissions, transaction fees, custodial fees, charges imposed directly by a mutual fund or ETF in a client’s account, as disclosed in the fund’s prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees and other fees and taxes on brokerage accounts and securities transactions. See *Item 12* for the Firm’s brokerage practices.

Fee Debit: Clients generally provide us or the Platform Provider with the authority to directly debit their accounts for payment of the investment advisory fees charged by the Firm and Independent Managers, as well as for services provided by the Platform Provider. The Financial Institutions that act as qualified custodian for client accounts have agreed to send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to the Firm. Alternatively, clients may elect to have us send them an invoice for direct payment.

Fee Discretion: We may 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 client relationship, account retention and *pro bono* activities.

Services to Family and Friends of the Firm: We may provide advisory services to certain family members or friends without charge, or for fee rates that are lower than the rates available to other clients.

Household Accounts: At our discretion, we may aggregate or “household” accounts (including multiple accounts) for the same individual or two or more accounts within the same family or related parties, or accounts where a family member/related party has power of attorney over another family member/related party or incompetent person's account.

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

Item 6-Performance Based Fees

Our fees are not based on a share of the capital gains or capital appreciation of managed securities.

Item 7-Types of Clients

We generally provide investment advice to individuals, pension and profit sharing plans, trusts, estates, or charitable organizations and corporations or business entities. We do not impose a stated minimum fee or minimum portfolio value for starting and maintaining an investment management relationship. Certain Independent Managers may, however, impose more restrictive account requirements and varying billing practices than the Firm. In these instances, we may alter our corresponding account requirements and/or billing practices to accommodate those of the Independent Managers. **See Item 8-Methods of Analysis, Investment Strategies and Risk of Loss** for more information.

Methods of Analysis

We may utilize a combination of largely fundamental and cyclical methods of analysis. Fundamental analysis involves an evaluation of the fundamental financial condition and competitive position of a particular fund or issuer. This process typically involves an analysis of an issuer's management team, investment strategies, style drift, past performance, reputation and financial strength in relation to the asset class concentrations and risk exposures of our model asset allocations. A substantial risk in relying upon fundamental analysis is that while the overall health and position of a company may be good, evolving market conditions may negatively impact the security.

Cyclical analysis is similar to technical analysis in that it involves the assessment of market conditions at a macro (entire market or economy) or micro (company specific) level, rather than focusing on the overall fundamental analysis of the health of the particular company that we are recommending. The risks with cyclical analysis are similar to those of technical analysis.

Investment Strategies

We utilize two performance measuring/analytical software tools (Fiduciary Analytics and Fiduciary Investment Reporting Manager) to assist us in the monitoring of our clients' funds.

When first working with a client, we will input the plan ticker symbols into the software program. Each quarter we request a report for every client. The software then calculates the performance of the funds. Quarterly, year to date, 1-year, 3-year, 5-year and 10-year numbers are produced. These performance numbers are gross of all of the internal fund expenses and do not take into consideration any deposits made through the quarter. The performance numbers generated are based on quarter ending data.

The report includes performance data on the median return of the fund's peer group as well as the benchmark/index data. A variety of reporting information is available for selection by our firm. Sharpe ratio, Alpha, Beta and a number of other standard measurement statistics. However, we do not have any control over the output of such data. All data is pulled separately by the reporting software from independent sources such as; Lipper, Standard and Poors, etc.

We analyze the data in order to provide recommendations to clients. Our advice may vary depending upon each client's specific circumstances. As such, we determine advice based upon Plan constraints, predefined objectives and various other suitability factors. Plan restrictions and guidelines affect the composition of portfolios.

Our strategies and investments may have unique and significant tax implications. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the advisory services we provide.

Market, Security and Regulatory Risks

Any investment involves significant risk, including a complete loss of capital and conflicts of interest. All investment programs have certain risks that are borne by the investor which are described below.

MARKET RISKS

Market Volatility: The profitability of our advice substantially depends upon it correctly assessing the future price movements of stocks, bonds, options on stocks, and other securities and the movements of interest rates. We cannot guarantee that we will be successful in accurately predicting price and interest rate movements.

Investments: Our investment advice involves a significant degree of risk. The performance of any investment is subject to numerous factors which are neither within the control of nor predictable by the Firm. Such factors include a wide range of economic, political, competitive, technological and other conditions (including acts of terrorism and war) that may affect investments in general or specific industries or companies. The securities markets may be volatile, which may adversely affect the ability of our clients to realize profits.

Material Non-Public Information: By reason of their responsibilities in connection with other activities of the Firm and/or its affiliates, certain principals or employees of the Firm and/or its affiliates may acquire confidential or material non-public information or be restricted from initiating transactions in certain securities. We will not be free to act upon any such information. Due to these restrictions, we may not be able to initiate a transaction that we otherwise might have initiated and may not be able to sell an investment that we otherwise might have sold.

Accuracy of Public Information: We select investments, in part, on the basis of information and data filed by issuers with various government regulators or made directly available to us by the issuers or through sources other than the issuers. Although we evaluate all such information and data and sometimes seek independent corroboration when it is considered appropriate and reasonably available, we are not in a position to confirm the completeness, genuineness or accuracy of such information and data, and in some cases, complete and accurate information is not available.

Investments in Undervalued Securities: We often recommend undervalued securities. The identification of investment opportunities in undervalued securities is a difficult task, and there are no assurances that such opportunities will be successfully recognized or acquired. While investments in undervalued securities offer the opportunities for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses. Returns generated from our recommendations may not adequately compensate for the business and financial risks assumed.

Small Companies: We may invest a portion of clients assets in small and/or unseasoned companies with small market capitalization. While smaller companies generally have potential for rapid growth, they often involve higher risks because they may lack the management experience, financial resources, product diversification and competitive strength of larger companies. In addition, in many instances, the frequency and volume of their trading may be substantially less than is typical of larger companies. As a result, the securities of smaller companies may be subject to wider price fluctuations.

Leverage: When deemed appropriate by the Firm and subject to applicable regulations, clients may incur leverage in their portfolios, whether directly through the use of borrowed funds, or indirectly through investment in certain types of financial instruments with inherent leverage, such as puts, calls and warrants,

which may be purchased for a fraction of the price of the underlying securities while giving the purchaser the full benefit of movement in the market of those underlying securities. While such strategies and techniques increase the opportunity to achieve higher returns on the amounts invested, they also increase the risk of loss.

Options and Other Derivative Instruments: We may recommend, from time to time, in options and other derivative instruments, including buying and selling of puts and calls on some of the securities held by clients. The prices of many derivative instruments, including many options and swaps, are highly volatile. The values of options and swap agreements depend primarily upon the price of the securities, indexes, commodities, currencies or other instruments underlying them. Price movements of options contracts and payments pursuant to swap agreements are also influenced by, among other things, interest rates; changing supply and demand relationships; trade, fiscal, monetary and exchange control programs and policies of governments; and national and international political and economic events and policies. Options on highly volatile securities, currencies or other assets may be more expensive than options on other investments.

Hedging Transactions: Investments in financial instruments such as forward contracts, options, commodities and interest rate swaps, caps and floors, other derivatives, and other investment techniques are commonly utilized by investment funds to hedge against fluctuations in the relative values of its portfolio positions as a result of changes in currency exchange rates, interest rates and/or the equity markets or sectors thereof. Any hedging against a decline in the value of portfolio positions does not eliminate fluctuations in the values of portfolio positions or prevent losses if the values of such positions decline, but establishes other positions designed to gain from those same developments, thus moderating the decline in the portfolio positions' value. Such hedging transactions also limit the opportunity for gain if the value of the portfolio positions should increase. We are not obligated to establish hedges for portfolio positions and may not do so.

Market or Interest Rate Risk: The price of most fixed income securities move in the opposite direction of the change in interest rates. For example, as interest rates rise, the price of fixed income securities falls. If a client holds a fixed income security to maturity, the change in its price before maturity may have little impact on the account's performance; however, if we have to sell the fixed income security before the maturity date, an increase in interest rates could result in a loss to the client.

Fixed Income Call Option Risk: Many bonds, including agency, corporate and municipal bonds, and all mortgage-backed securities, contain a provision that allows the issuer to "call" all or part of the issue before the bond's maturity date. The issuer usually retains this right to refinance the bond in the future if market interest rates decline below the coupon rate. There are three disadvantages to the call provision. First, the cash flow pattern of a callable bond is not known with certainty. Second, because the issuer will call the bonds when interest rates have dropped, the client is exposed to reinvestment rate risk – the client will have to reinvest the proceeds received when the bond is called at lower interest rates. Finally, the capital appreciation potential of a bond will be reduced because the price of a callable bond may not rise much above the price at which the issuer may call the bond.

Inflation Risk: Inflation risk results from the variation in the value of cash flows from a security due to inflation, as measured in terms of purchasing power. For example, if a client purchases a 5-year bond in which it can realize a coupon rate of 5%, but the rate of inflation is 6%, then the purchasing power of the cash flow has declined. For all but inflation-linked bonds, adjustable bonds or floating rate bonds, the client is exposed to inflation risk because the interest rate the issuer promises to make is fixed for the life of the security.

Investments in Non-U.S. Investments: From time to time, we may invest and trade a portion of client assets in non-U.S. securities and other assets (through ADRs and otherwise), which will give rise to risks relating to political, social and economic developments abroad, as well as risks resulting from the differences between the regulations to which U.S. and foreign issuers and markets are subject. Such risks may include:

- Political or social instability, the seizure by foreign governments of company assets, acts of war or terrorism, withholding taxes on dividends and interest, high or confiscatory tax levels, and limitations on the use or transfer of portfolio assets.
- Enforcing legal rights in some foreign countries is difficult, costly and slow, and there are sometimes special problems enforcing claims against foreign governments.

- Foreign securities and other assets often trade in currencies other than the U.S. dollar, and the Adviser may directly hold foreign currencies and purchase and sell foreign currencies through forward exchange contracts. Changes in currency exchange rates will affect an account's value, the value of dividends and interest earned, and gains and losses realized on the sale of investments. An increase in the strength of the U.S. dollar relative to these other currencies may cause the value of the Adviser's investments to decline. Some foreign currencies are particularly volatile. Foreign governments may intervene in the currency markets, causing a decline in value or liquidity of a client's foreign currency holdings. If we enter into forward foreign currency exchange contracts for hedging purposes, clients may lose the benefits of advantageous changes in exchange rates. On the other hand, if we enter forward contracts for the purpose of increasing return, clients may sustain losses.
- Non-U.S. securities, commodities and other markets may be less liquid, more volatile and less closely supervised by the government than in the United States. Foreign countries often lack uniform accounting, auditing and financial reporting standards, and there may be less public information about the operations of issuers in such markets.

Risk of Default or Bankruptcy of Third Parties: The Adviser may recommend transactions in securities, commodities, other financial instruments and other assets that involve counterparties. Under certain conditions, clients could suffer losses if counterparty to a transaction were to default or if the market for certain securities, commodities, other financial instruments and/or other assets were to become illiquid.

REGULATORY RISKS

Strategy Restrictions: Certain institutions may be restricted from directly utilizing our investment strategies. Such institutions, including entities subject to ERISA, should consult their own advisors, counsel and accountants to determine what restrictions may apply and whether our strategies are appropriate.

Trading Limitations: For all securities, instruments and/or assets listed on an exchange, including options listed on a public exchange, the exchange generally has the right to suspend or limit trading under certain circumstances. Such suspensions or limits could render certain strategies difficult to complete or continue and subject the Adviser to loss. Also, such a suspension could render it impossible for us to liquidate positions and thereby expose clients to potential losses.

Conflicts of Interest: In the administration of client accounts, portfolios and financial reporting, we face inherent conflicts of interest which are described in this brochure. Generally, we mitigate these conflicts through our Code of Ethics (described below) which provides that the client's interest is always held above that of the Firm and its associated persons.

Supervision of Trading Operations: The Firm, with assistance from its brokerage and clearing firms, intends to supervise and monitor trading activity in the portfolio accounts to ensure compliance with Firm and client objectives. Despite our efforts, however, there is a risk that unauthorized or otherwise inappropriate trading activity may occur in portfolio accounts. Depending on the nature of the investment management service selected by a client and the securities used to implement the investment strategy, clients will be exposed to risks that are specific to the securities in their particular investment portfolio.

SECURITY SPECIFIC RISKS

Liquidity: Liquidity is the ability to readily convert an investment into cash. Securities where there is a ready market that is traded through an exchange are generally more liquid. Securities traded over the counter or that do not have a ready market or are thinly traded are less liquid and may face material discounts in price level in a liquidation situation.

Alternative Strategy Mutual Funds: Certain mutual funds invest primarily in alternative investments and/or strategies. Investing in alternative investments and/or strategies and involves special risks, such as risks associated with commodities, real estate, leverage, selling securities short, the use of derivatives, potential adverse market forces, regulatory changes and potential illiquidity. There are special risks associated with

mutual funds that invest principally in real estate securities, such as sensitivity to changes in real estate values and interest rates and price volatility because of the fund's concentration in the real estate industry.

ETFs: ETFs are investment companies that are legally classified as open end mutual funds, or UITs. However, they differ from traditional mutual funds, in particular, in that ETF shares are listed on a securities exchange. Shares can be bought and sold throughout the trading day like shares of other publicly traded companies. The prices of ETFs may differ from the underlying value of the securities within the ETF by the fact they are traded on an exchange and thus exposed to the supply and demand forces of market participants. Price premiums and discounts arise, especially for those ETFs that are not traded very frequently. ETFs shareholders are subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities such as the equity and fixed income risks discussed above. In addition, shareholders are liable for taxes on any fund-level capital gains, as 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.

Leveraged and Inverse ETFs, ETNs and Mutual Funds. Leveraged ETFs, ETNs and mutual funds, sometimes labeled "ultra" or "2x" for example, are designed to provide a multiple of the underlying index's return, typically on a daily basis. Inverse products are designed to provide the opposite of the return of the underlying index, typically on a daily basis. These products are different from and can be riskier than traditional ETFs, ETNs and mutual funds. Although these products are designed to provide returns that generally correspond to the underlying index, they may not be able to exactly replicate the performance of the index because of fund expenses and other factors. This is referred to as tracking error. Continual re-setting of returns within the product may add to the underlying costs and increase the tracking error. As a result, this may prevent these products from achieving their investment objective. In addition, compounding of the returns can produce a divergence from the underlying index over time, in particular for leveraged products. In highly volatile markets with large positive and negative swings, return distortions are magnified over time. Because of these distortions, these products should be actively monitored, as frequently as daily, and may not be appropriate as an intermediate or long-term holding. To accomplish their objectives, these products use a range of strategies, including swaps, futures contracts and other derivatives. These products may not be diversified and can be based on commodities or currencies. These products may have higher expense ratios and be less tax-efficient than more traditional ETFs, ETNs and mutual funds.

Item 9-Legal and Disciplinary

Not applicable. You may review our Supervised Persons' history at www.Investor.gov

Item 10-Other Financial Industry Activities and Affiliations

Some individuals providing investment advice on our behalf are separately registered as registered representatives of unaffiliated Broker, a member of the Financial Industry Regulatory Authority, Inc. (FINRA) and the Securities Investors Protection Corporation (SIPC). These individuals, in their separate capacity, can effect securities transactions for which they will receive separate, yet customary compensation.

Please note that for certain retirement plan clients, we provide investment advice to client plans/accounts as a fiduciary under ERISA. Any such investment advice is solely the responsibility of the Firm, which is independent of the Broker. The Broker does not act as an ERISA fiduciary for any Firm client plans/accounts, and neither provides, oversees nor monitors (i) any investment advice a client may receive from us or (ii) our compliance with applicable law including ERISA fiduciary standards and prohibited transaction rules.

Some of our Supervised Persons are also insurance agents. As such, these individuals are able to receive separate, yet customary commission compensation resulting from implementing product transactions on behalf of their customers who may also be our clients.

While we endeavor to put the interest of our clients first as part of our fiduciary duty, clients should be aware that our Supervised Persons' receipt of additional compensation itself creates a conflict of interest and may affect the judgment of individuals when making recommendations. Clients, however, are not under any

obligation to engage these individuals when implementing our recommendations or otherwise. The implementation of our planning and non-discretionary recommendations is solely at the discretion of the client.

The Firm is owned by Baldwin Krystyn Sherman Partners, LLC and is an indirect subsidiary of Baldwin Risk Partners, LLC. In certain instances, the Firm and other affiliates of Baldwin Risk Partners, LLC may share revenues and/or expenses related to clients the firms may have in common. Therefore, the Firm and other affiliates of Baldwin Risk Partners, LLC have an incentive to refer prospective clients to their affiliated entity. Clients are under no obligation to establish a relationship with the firm to which they are referred.

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

Code of Ethics

We have adopted a Code of Ethics which establishes standards of conduct for our Supervised Persons. The Code of Ethics includes general requirements that such supervised persons comply with their fiduciary obligations to clients and applicable securities laws, and specific requirements relating to, among other things, personal trading, insider trading, conflicts of interest and confidentiality of client information. It requires supervised persons to report their personal securities transactions and holdings quarterly to our Compliance Officer and requires the Compliance Officer to review those reports. It also requires supervised persons to report any violations of the Code of Ethics promptly to our Compliance Officer. Each Supervised Person receives a copy of the Code of Ethics and any amendments to it and must acknowledge in writing having received the materials. Annually, each supervised person must certify that he or she complied with the Code of Ethics during that year. Clients and prospective clients may obtain a copy of our Code of Ethics by contacting our Compliance Officer.

Participation or Interest in Client Transactions

The Firm or individuals associated with the Firm may buy or sell the same securities as those recommended to clients for their personal accounts. In addition, any related person(s) may have an interest or position in a certain security, which may also be recommended to a client. Under our Code of Ethics, the Firm and its managers, members, officers and employees may invest personally in securities of the same classes as are purchased for clients and may own securities of the issuers whose securities are subsequently purchased for clients. If an issue is purchased or sold for clients and any of the Firm, its managers, members, officers and employees on the same day purchase or sell the same security, either the clients and the Firm, its managers, members, officers or employees will receive or pay the same price or the clients shall receive a more favorable price. The Firm and its managers, members, officers and employees may also buy or sell specific securities for their own accounts based on personal investment considerations, which the Firm does not deem appropriate to buy or sell for clients.

Personal Trading

Our Compliance Officer reviews employee trades each quarter (except for her own trading activity that is reviewed by a principal or officer of the Firm, if applicable). The personal trading reviews ensure that the personal trading of employees does not affect the markets, and that clients of the firm receive preferential treatment.

Item 12-Brokerage Practices

Brokerage Selection and Soft Dollars

Clients make the decision about which custodians and brokers to use, we generally do not recommend broker-dealers, nor do we receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research. We do not currently maintain any formal soft dollar arrangements.

Item 13- Review of Accounts

Account Reviews: For those clients to whom we provide investment management services, we monitor those portfolios as part of an ongoing process while regular account reviews are conducted on at least a quarterly basis. For those clients to whom we provide financial planning and/or consulting services, reviews are conducted on an “as needed” basis and as agreed with the client. Such reviews are conducted by one of our principals. All investment advisory clients are encouraged to discuss their needs, goals and objectives with the Firm and to keep the Firm informed of any changes. We contact ongoing investment advisory clients at least annually to review our previous services and/or recommendations and to discuss the impact resulting from any changes in the client’s financial situation and/or investment objectives.

Account Statements and Reports: Clients are provided with transaction confirmation notices and regular summary account statements directly from the Financial Institutions where their assets are custodied. On a quarterly basis or as otherwise requested, clients may also receive written or electronic reports from us and/or an outside service provider (such as a Platform 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 those they receive from us or an outside service provider.

Those clients to whom we provide financial planning or consulting services will receive reports from us summarizing our analysis and conclusions as requested by the client or as otherwise agreed.

Review Triggers

We review accounts annually or more frequently when market conditions or the size of the account dictate. Other conditions that may trigger a review are changes in the tax laws, new investment information, and changes in a client's financial or personal situation.

Regular Reports

The custodian sends written brokerage statements directly to clients no less than quarterly. These reports list the account positions, activity in the account over the covered period, and other related information. In addition to the regular statements, clients receive from their custodian, we may periodically send clients newsletters, upload investment performance reports to the client portal; and may also upload other reports to the client portal on an ad hoc basis.

We encourage clients to compare the reports received from us to those statements sent by the account custodian.

Item 14-Client Referrals and Other Compensation

If a client is introduced to the Firm by either an unaffiliated or an affiliated solicitor, we may pay that solicitor a referral fee. Any such referral fee is paid solely from the Firm’s investment management fee and does not result in any additional charge to the client. In addition, the Firm and Supervised Persons may receive referral or solicitor fees for referring our clients to affiliated company(ies). Any fee is fully disclosed prior to a client engagement.

Other Compensation

In some cases, when we refer clients to third party money managers for investment advisory services, including 3(38) discretionary management, we may receive a referral fee from the third party manager. You will not pay any higher fees charged by the third party manager as a result of this arrangement.

As disclosed under the Fees and Compensation section in this brochure, persons providing investment advice on behalf of our firm are licensed insurance agents. For information on the conflicts of interest this presents, and how we address these conflicts, refer to the Fees and Compensation section.

Our associates may also receive compensation on non-advisory business (i.e., brokerage and insurance commissions) related to the sale of securities or other investment products such as variable annuities, mutual funds, private placements and such non-investment related products as life and health insurance. Transaction-based compensation such as this is separate and distinct from the other fees we receive for our investment advisory services.

Our associates have an incentive to recommend these investment products based on the compensation they will receive from selling such products, rather than client's needs. Clients always have the option to purchase investment or insurance products that are recommended by our Supervised Persons from other brokers or agents that are not affiliated with the Firm.

Item 15-Custody

With regard to our limited power to disburse client funds to a third party under a standing letter of authorization ("**SLOA**"), we have adopted the recommended safeguards in conjunction with our custodian:

1. The client provides an instruction to the qualified custodian, in writing, that includes the client's signature, the third party's name, and either the third party's address or the third party's account number at a custodian to which the transfer should be directed.
2. The client authorizes us, in writing, either on the qualified custodian's form or separately, to direct transfers to the third party either on a specified schedule or from time to time.
3. The client's qualified custodian performs appropriate verification of the instruction, such as a signature review or other method to verify the client's authorization and provides a transfer of funds notice to the client promptly after each transfer.
4. The client has the ability to terminate or change the instruction to the client's qualified custodian.
5. We have no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party contained in the client's instruction.
6. We maintain records showing that the third party is not a related party or located at the same address.
7. The client's qualified custodian sends the client, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.

Should we determine we maintain SLOAs on file for clients, we will implement the appropriate SEC guidelines to meet the identified oversight level for the business model.

We do not accept or permit our associated persons from obtaining physical custody of client assets including cash, securities, acting as trustee, providing bill paying service, having password access to control account activity or any other form of controlling client assets. All checks or wire transfers to fund client accounts are required to be made out to/sent to the account custodian.

Account Statements

All assets are held at qualified custodians and the custodians provide account statements not less than quarterly to clients at their address of record. Clients should carefully review such statements for any discrepancies or inaccuracies. We also advise each client to carefully review these statements and compare such official custodial records to the account reports we provide. Our reports may vary from custodial statements based on accounting procedures, accrued income, reporting dates, or valuation methodologies of certain securities.

Item 16- Investment Discretion

We may be given the authority to exercise discretion on behalf of our clients. We are considered to exercise investment discretion over a client's account if we can affect transactions for the client without first having to seek the client's consent. We are given this authority through a power-of-attorney included in the Client Agreement. Clients authorize us to delegate discretionary authority to third parties—such as Independent Managers and the Platform Provider. Clients signing Platform Agreements may further authorize the Platform Provider to similarly delegate the discretionary authority granted to the Platform Provider. Clients may request a limitation on this authority (such as certain securities not to be bought or sold).

We may also provide 3(38) fiduciary services where we have discretion to manage individual Participant accounts. In such cases, individual Participants must grant us discretion over the selection and amount of securities to be purchased or sold for Participant account(s) without obtaining consent or approval prior to each transaction. Clients may specify investment objectives, guidelines, and/or impose certain conditions or investment parameters for their account(s) in writing. For example, they may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio and/or restrictions or prohibitions of transactions in the securities of a specific industry or security. Restricting the types of securities we may give advice on in this manner will change the results of the advice we give to you.

Item 17-Voting Client Securities

We do not have authority to and do not vote proxies on behalf of clients. Clients are instructed to inform their custodian that we should not be designated as the party to receive information on voting client proxies. The obligation to vote client proxies remains with the client. Clients may contact us for advice or information about a particular proxy vote. However, we are not considered to have proxy-voting authority solely as a result of providing such advice to clients. Should we inadvertently receive proxy information for a security held in a client's account, we will promptly forward such information on to the client but will not take any further action with respect to the voting of such proxy.

Item 18-Financial Information

Not applicable.

Business Continuity Plan

We have a Business Continuity Plan in place that provides detailed steps to mitigate and recover from the loss of office space, communications, services or key people.

Disasters

The Business Continuity Plan covers natural disasters such as snowstorms, hurricanes, tornados, and flooding. The Plan covers man-made disasters such as loss of electrical power, loss of water pressure, fire, bomb threat, nuclear emergency, chemical event, biological event, T-1 communications line outage, Internet outage, railway accident and aircraft accident. Electronic files are backed up daily and archived offsite.

Alternate Offices

Alternate offices are identified to support ongoing operations in the event the main office is unavailable. It is our intention to contact all clients within five days of a disaster that dictates moving our office to an alternate location.

Summary of Business Continuity Plan

A summary of the business continuity plan is available upon request to our Compliance Officer.

Information Security Program

Information Security

We maintain an information security program to reduce the risk that your personal and confidential information may be breached.

Privacy Practices

Below is a summary of our Privacy Policy regarding client personal information. A complete version of the Privacy Policy may be obtained by contacting our Compliance Officer.

TYPES OF NONPUBLIC PERSONAL INFORMATION THE FIRM COLLECTS

We collect nonpublic personal information about you that is either provided to us by you or obtained by us with your authorization. This can include your Social Security number, date of birth, banking information and account numbers and/or balances, sources of income, or other information. When you are no longer our client, we may continue to share your information only as described in this notice.

PARTIES TO THE FIRM DISCLOSES INFORMATION

All investment advisers may need to share personal information to run their everyday business. Below, we list the typical reasons that we may share your personal information:

- For everyday business purposes – such as to process your transactions, maintain your account(s), or respond to court orders and legal investigations, or report to credit bureaus;
- For our marketing – to offer our products and services to you; or
- For our affiliate’s everyday business purposes – information about your transactions and experiences

If you are a new client, we may begin sharing your information on the day you sign our Client Agreement. When you are no longer our customer, we may continue to share your information as described in this notice. However, you can contact us at any time to limit our sharing.

PROTECTING THE CONFIDENTIALITY OF CURRENT AND FORMER CLIENT’S INFORMATION

To protect your personal information from unauthorized access and use, we use security measures that comply with federal law, including physical, electronic and procedural security measures such as computer safeguards and secured files and building.

FEDERAL LAW GIVES YOU THE RIGHT TO LIMIT SHARING – OPTING OUT

Federal law allows you the right to limit the sharing of your NPI by “opting-out” of the following: sharing for affiliates’ everyday business purposes – information about your creditworthiness; sharing with affiliates who use your information to market to you; or sharing with non-affiliates to market to you. State laws and individual companies may give you additional rights to limit sharing. Please notify us immediately at our address or telephone number if you choose to opt out of these types of sharing.

DEFINITIONS:

Affiliates – Financial or nonfinancial companies related by common ownership or control

Non-affiliates – Financial or nonfinancial companies not related by common ownership or control

Joint marketing – a formal agreement between non-affiliated financial companies that together market financial products or services to you.