

Part 2A Appendix 1 of Form ADV: *Wrap Fee Program Brochure*

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Sidepocket Inc WRAP Fee Program

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This wrap fee program brochure provides information about the qualifications and business practices of Sidepocket Inc. If you have any questions about the contents of this brochure, please contact us at support@sidepocket.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

Additional information about Sidepocket Inc also is available on the SEC's website at www.adviserinfo.sec.gov. Our firm's CRD number is 312013.

Item 2 - Material Changes

This Wrap Fee Program Brochure ("Wrap Brochure"), dated July 15, 2022, is our disclosure document prepared according to the SEC's requirements and rules.

This Item will be used to provide our clients with a summary of new or updated information since this brochure's previous rendition.

Since the previous rendition of this brochure, dated July 15, 2022, there have been no material changes to our firm's advisory business or practices.

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Item 4 – Services, Fees, and Compensation

This Wrap Fee Program Brochure is limited to describing the services, fees, and other necessary information clients should consider prior to becoming a client within the Program.

We sponsor a wrap fee program. A wrap fee program is an advisory program under which a specified fee or fees not based directly on transactions in the client's account is charged for advisory services, which may include portfolio management or advice concerning the selection of other investment advisers, and the execution of client transactions.

Description of our Firm

Sidepocket Inc (“Sidepocket” or “the Firm”) is a venture backed deep-tech company and an investment adviser registered with the Securities and Exchange Commission and is a corporation formed under the laws of the Delaware. Sidepocket Inc’s registration with the Securities and Exchange Commission became effective on January 25, 2020.

Services

The firm provides a discretionary investment advisory program offered to retail clients and prospective clients by means of a mobile investment advice application. The program currently offers two “subscription tiers” for clients to choose from, Sidepocket LITE and Sidepocket All-Access.

Current and prospective clients may access our website where they are offered our current Brochure that describes the Firm, our services, fees, conflicts of interest and other information about our investment advisory services and practices. Our privacy policy is also provided for reference on our website.

Sidepocket is a mobile-based automated discretionary investment advice application. Using the app, clients and prospective clients complete a customer risk assessment and suitability questionnaire in the Investor Profile by entering or inputting information important to the development of their portfolios, such as information about their financial situation, financial goals, income, tolerance for risk, investment objective and time horizon, and other data. Using these inputs, portfolio allocations (or “Sidepockets”) will be generated based on a proprietary algorithm. The portfolios are designed for long-term (i.e., one year or more) or short-term (i.e., typically a year or less) investing.

Following the completion of the Investor Profile, prospective Clients receive recommended Sidepockets comprised of Exchange Traded Funds (ETFs), Exchange Traded Notes (ETNs), and highly liquid stocks across all major asset classes believed to be appropriate for their situation. Rather than combining stocks, bonds, or other assets in a portfolio, a Sidepocket combines tactical investment strategies. The number of strategies in a given Sidepocket may vary based on your risk profile. Sidepocket strategies generate returns by automatically rebalancing your money into assets that are most likely to outperform and reduce risk. There are over 316 unique factors that drive returns. Each strategy is comprised of different factors, and these may include value, momentum,

quality, size, and volatility.

Recommendations will be based on the client's answers to our customer risk assessment tool and suitability questionnaire within the Client's Investor Profile. The recommendations are delivered for viewing over the app. While the accuracy of the data you provide is important to the investment recommendation, we are not required to verify any such data and are entitled to rely on your representations. The client will then select any number of Sidepocket portfolios that appeal to them. Investment advice does not take into consideration accounts held outside of Sidepocket.

To become a client, you must access our secure mobile application where you will be offered our current firm brochure that describes our advisory firm, its services, potential fees, etc., as well as any material conflicts of interest that could be reasonably expected to impair the rendering of unbiased and objective advice.

You retain discretion over the initial implementation decisions and are free to accept or reject our initial recommendation. If you decide to reject our recommended Sidepockets and select different Sidepockets, it is at your own risk. The strategies for all Sidepockets are proprietary and determined by the algorithm and we maintain discretion over which securities to buy and sell within each Sidepocket once selected.

Once you have accepted a portfolio recommendation, you must open an account with Apex in order to participate in the investment program. We will take you through the account creating and funding process step by step. You must authorize us to exercise discretionary trading authority over that account. Once the Sidepockets have been selected, we will exercise our discretionary authority to execute trades for the initial allocation of the Sidepockets, including the liquidation of any securities deposited or transferred into the account, and also for ongoing rebalancing. We do not have the authority to remove funds or securities from your account and may only request the withdrawal of our advisory fees.

We do not take your personal tax situation into consideration when managing the Sidepockets and we do not provide tax advice. We recommend that you consult with your qualified financial adviser professional or your own tax, legal and accounting advisors regarding any content provided in connection with this mobile application before engaging in any transaction or implementing any strategy discussed herein.

Although we will provide customer support for technical or operational questions or concerns, interpersonal investment advice will not be provided.

As of February 1, 2023, Sidepocket had \$0 in regulatory assets under management.

Fees

The fees for our services are:

Sidepocket LITE

- \$3.29 per month
- \$250 minimum account balance is required.
- \$250 minimum for cash deposits

- Client automatically upgraded to Sidepocket All-Access when account balance reaches \$5,000 in net deposits.
- Clients can fund up to five Sidepockets per account.

Sidepocket All-Access

- \$5.95
- Annual investment management fee of 0.79%
- \$5,000 minimum in net deposits to qualify.
- Access to PRO Sidepockets
- Customers may revert to LITE if they are below \$5k in net deposits and have no dependencies on PRO features.
- Fee calculation - Each month you are charged an advisory fee equal to $1/365$ ($1/366$ on a leap year) of the annual rate multiplied by the net market value of your invested assets as of close of markets for each day in the month, multiplied by the number of days in a month your money was managed.
- Clients can fund up to 10 Sidepockets per account.

Our advisory fees are not negotiable. We reserve the right to waive or reduce certain fees based on unique individual circumstances, special arrangements, pre-existing relationships, or as we may otherwise determine.

A 30-Day free trial is available after initial onboarding:

- No charge associated
- At the end of 30 days, the user must select a subscription tier to continue using Sidepocket features
- Discount logic to lower account minimums, lower fees, applied at invoice or subscription level.
- Discount logic to extend trial

The wrap fee (investment management fee) is payable monthly in arrears and is billed following the period for which services are performed. Payments are automatically made using bank accounts connected via Plaid. Sidepocket uses Plaid to facilitate communication between our application and users' banks and credit card providers. During a transaction, Plaid communicates with your bank to keep your login information private. Plaid uses best-in-class encryption protocols to protect users' information. If payment is 30 days past due, and payment is not made, then Sidepocket will pass the management fee directly to Apex and it will be deducted from cash or positions will be liquidated to take it.

The Program fees pay for our firm's advisory services to clients under the Program and brokerage services for Program accounts to the extent trades are conducted through Apex Clearing Corporation.

The Program fees do not cover brokerage to the extent trades are conducted through brokers or dealers other than Apex Clearing Corporation. The Program fees do not include expenses of mutual funds and electronically traded funds such as fund management fees charged to each fund's

investors.

Clients may incur charges for other account services that are not related to the execution and clearing of transactions, including, but not limited to the following: charges imposed by the client's current custodian for a transfer or termination fee before the assets are transferred to Apex; and/or charges necessary to liquidate incoming positions into our portfolios. Other charges paid for by you may be account closing fees, wire transfer fees, and other fees imposed by the account custodian.

Under the Program, the participant receives our investment advisory services, the execution of securities brokerage transactions, custody, and reporting services for a specified fee. Clients are cautioned that depending on the level of fees charged by the executing broker-dealer, and the amount of portfolio activity in the clients' account, the value of the services provided under this Program may exceed the total cost of such services had they been provided separately. In addition, the Program Fee may be higher or lower than that charged by other sponsors of comparable wrap fee programs.

A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded. In calculating a client's reimbursement of fees, we will pro rate the reimbursement according to the number of days remaining in the billing period.

All fees paid to Sidepocket for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will include a management fee, other fund expenses, and a distribution fee. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Shares of ETFs held in client accounts are bought and sold on an exchange and not, like mutual funds, directly from the fund itself. The price of ETF shares fluctuates in accordance with changes in the net asset value (NAV) per share, as well as in response to market supply and demand. Accordingly, ETF shares may trade at a price which differs from NAV per share of the ETF.

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

Under no circumstances do we require or solicit payment of fees in excess of \$1,200 more than six months in advance of services rendered.

Sidepocket receives no additional sales commissions or compensation because of your participation in the wrap fee program.

Item 5 - Account Requirements and Types of Clients

Minimum Account Requirements

Only account balances that have reached \$5,000 in net deposits qualify for Sidepocket All-Access.

There is a minimum investment of \$250 to open an account for Sidepocket LITE.

The Program's portfolio managers do not impose minimum investment requirements for client participation in the individual portfolios.

As a condition for program participation, clients are required to direct us to custody their assets with and to place trades through Apex Clearing Corporation. Apex Clearing Corporation is an unaffiliated FINRA-member broker dealer and the clearing firm and custodian that we use for brokerage accounts. Sidepocket has negotiated an arrangement with Apex Clearing Corporation to provide custodial and brokerage services as part of the Sidepocket WRAP Fee Program. As such, we reserve the right to decline acceptance of any client account for which the client directs the use of a broker dealer/custodian other than Apex Clearing Corporation. Please refer to the "Other Financial Industry Activities and Affiliations" section of Item 9 for additional information.

Types of Clients

Sidepocket provides advisory services (to U.S. citizens) in the Sidepocket WRAP Fee Program to, where appropriate, to:

- Individuals
- High net worth individuals
- Corporations or other businesses

Item 6 - Portfolio Manager Selection and Evaluation

As previously discussed, advisory services are provided by means of the Sidepocket mobile-based application. Portfolios are recommended after information about your financial circumstances and investment objectives are obtained. This information includes, but is not necessarily limited to, your investment time horizon, your individual tolerance for portfolio volatility and risk, income needs from your investments, investment objectives, and other data points.

Using this input, portfolio allocations (or "Sidepockets") will be generated based on a proprietary algorithm that aims to harness the power of Tactical Asset Allocation ("TAA"), an active management portfolio strategy that shifts asset allocations in a portfolio to take advantage of market trends or economic conditions to grow their assets while attempting to minimize risk. TAA is based on decades of empirical research and can often provide much of the upside of investing in risky asset classes, while reducing a material amount of the risk associated with such investments.

Sidepocket's TAA technology, which applies advanced statistical analysis, quantitative modeling, and predictive analytics, is engineered to reduce drawdown in bear markets and crashes

significantly. This allows for shorter recovery time, and drastically improved long-term performance. We employ a disciplined investment process that seeks to construct a set of efficient portfolios for different levels of risk appetite. The strategies are diversified across a broad mix of asset classes, geographies, major market sectors, and segments.

Performance-Based Fees

Sidepocket does not charge performance-based fees (i.e., fees based on a share of capital gains or capital appreciation of the client's assets).

Methods of Analysis

Use of Algorithms

We incorporate computer-based technology to make investment recommendations primarily through the use of algorithms designed to optimize various elements of the investment management process. These recommendations are based solely on the information provided by the information contained in the customer risk assessment tool and suitability questionnaire within the Client's Investor Profile. However, Clients should also understand that Sidepocket does not utilize the entirety of all information provided by the Client in providing personalized investment advice. Sidepocket does not consider any additional information about the Client not covered in the Investor Profile in making recommendations.

Accounts are continuously monitored by advisory personnel to ensure the investments held correctly reflect the selected model portfolio. Please be aware that this type of portfolio management is based on predetermined investment allocations that could rebalance your account and not take certain market conditions into consideration. Such trading may occur on a more frequent basis than you might expect and may not address prolonged changes in market conditions. Changes to the algorithmic code could also have material effects on our portfolio recommendations and investment management. In the event of extraordinary market conditions, we may halt trading or take other temporary measures meant to protect your financial interests.

Our proprietary algorithms may incorporate or attempt to imitate one or more of the following methods of analysis in formulating our investment advice and/or managing client assets and may include additional risks:

Fundamental Analysis. This type of analysis attempts to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).

Fundamental analysis does not attempt to anticipate market movements. This presents a potential

risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

Technical Analysis. This type of analysis uses past market movements and applies that analysis to the present to recognize recurring patterns of investor behavior and potentially predict future price movement.

Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly managed or financially unsound company may underperform regardless of market movement.

Asset Allocation. Rather than focusing primarily on securities selection, we attempt to identify an appropriate ratio of securities, and cash suitable to the client's investment goals and risk tolerance.

A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry, or market sector. Another risk is that the ratio of securities and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals.

Mutual Fund and/or ETF Analysis. This analysis looks at the experience and track record of the manager of the mutual fund or ETF to determine if that manager has demonstrated an ability to invest over a time period and in different economic conditions. This also looks at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in other funds in the client's portfolio. This also monitors the funds or ETFs to determine if they are continuing to follow their stated investment strategy.

A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the holding(s) less suitable for the client's portfolio.

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

Investment Strategies

We may make recommendations for one or more of the following strategies in managing client accounts, provided that such strategies are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations as indicated in the Client's Investor Profile:

Long-term purchases. We may purchase securities with the idea of holding them in the client's account

for a year or longer. Typically, we employ this strategy when:

- We believe the securities to be currently undervalued, and/or
- We want exposure to a particular asset class over time, regardless of the current projection for this class.

A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

Short-term purchases. When utilizing this strategy, we purchase securities with the idea of selling them within a relatively short time (typically a year or less). We do this to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase.

Risk of Loss

Clients should understand that investing in any securities, including mutual funds, ETFs, ETNs and stocks, involves a significant risk of loss of the entire investment. Before deciding to invest in a security offered by Sidepocket, clients should carefully consider their financial situation and willingness to accept the risk characteristics of the particular investments offered by Sidepocket on the platform. Losses in portfolios will be borne solely by clients and not by Sidepocket. Below are the types of securities that are, or could be, used in one or more of our model portfolios and a summary of their respective risks.

Mutual Fund Securities

Investing in mutual funds carries inherent risk. The major risks of investing in a mutual fund include the quality and experience of the portfolio management team and its ability to create fund value by investing in securities that have growth, the amount of individual company diversification, the type and amount of industry diversification, and the type and amount of sector diversification within specific industries. In addition, mutual funds tend to be tax inefficient and therefore investors may pay capital gains taxes on fund investments while not having yet sold the fund.

Exchange-Traded Funds (“ETFs”)

ETFs are investment companies whose shares are bought and sold on a securities exchange. An ETF holds a portfolio of securities designed to track a specific market segment or index. The funds could purchase an ETF to gain exposure to a portion of the U.S. or foreign market. The funds, as a shareholder of another investment company, will bear their pro-rata portion of the other investment company’s advisory fee and other expenses, in addition to their own expenses. Investing in ETFs involves risk. Specifically, ETFs, depending on the underlying portfolio and its size, can have wide price (bid and ask) spreads, thus diluting or negating any upward price movement of the ETF or enhancing any downward price movement. Also, ETFs require more frequent portfolio reporting by regulators and are thereby more susceptible to actions by hedge funds that could have a negative impact on the price of the ETF. Certain ETFs may employ leverage, which creates additional

volatility and price risk depending on the amount of leverage utilized, the collateral and the liquidity of the supporting collateral. Further, the use of leverage (i.e., employ the use of margin) generally results in additional interest costs to the ETF. Certain ETFs are highly leveraged and therefore have additional volatility and liquidity risk. Volatility and liquidity can severely and negatively impact the price of the ETF's underlying portfolio securities, thereby causing significant price fluctuations of the ETF.

Leveraged ETFs

Leveraged ETFs seek to deliver multiples of the performance of the index or benchmark they track. Inverse ETFs (also called “short” funds) seek to deliver the opposite of the performance of the index or benchmark they track. Like traditional ETFs, some leveraged and inverse ETFs track broad indices, some are sector-specific, and others are linked to commodities, currencies, or some other benchmark. Inverse ETFs often are marketed as a way for investors to profit from, or at least hedge their exposure to, downward moving markets.

Leveraged inverse ETFs seek to achieve a return that is a multiple of the inverse performance of the underlying index. An inverse ETF that tracks a particular index, for example, seeks to deliver the inverse of the performance of that index, while a 2x (two times) leveraged inverse ETF seeks to deliver double the opposite of that index's performance. To accomplish their objectives, leveraged and inverse ETFs pursue a range of investment strategies through the use of swaps, futures contracts, and other derivative instruments.

Most leveraged and inverse ETFs “reset” daily, meaning that they are designed to achieve their stated objectives on a daily basis. Their performance over longer periods of time -- over weeks or months or years -- can differ significantly from the performance (or inverse of the performance) of their underlying index or benchmark during the same period of time. This effect can be magnified in volatile markets.

Exchange Traded Notes (ETNs)

Exchange-traded notes (ETNs) are not exchange-traded funds (ETFs). Unlike ETFs, ETNs are unsecured debt subject to the issuer's credit risk; ETNs do not provide an ownership interest in any underlying assets. Many ETNs are intended for short-term trading and may not be appropriate for intermediate- or long-term investment time horizons. ETNs may be thinly traded, can become illiquid, and may trade at a market price significantly different (a premium or discount) from their indicative value. ETNs may exhibit extreme market price movements, which can occur quickly and unexpectedly. Some ETNs are callable or redeemable by the issuer before their stated maturity date. In the event of early redemption, you are likely to lose all or a part of your initial investment. The tax treatment of ETNs is uncertain and may vary from what is described in the prospectus.

Equity Securities

Investing in individual companies involves inherent risk. The major risks relate to the company's capitalization, quality of the company's management, quality and cost of the company's services, the company's ability to manage costs, efficiencies in the manufacturing or service delivery process,

management of litigation risk, and the company's ability to create shareholder value (i.e., increase the value of the company's stock price). Foreign securities, in addition to the general risks of equity securities, have geopolitical risk, financial transparency risk, currency risk, regulatory risk and liquidity risk.

Fixed Income Securities

Fixed income securities carry additional risks than those of equity securities described above. These risks include the company's ability to retire its debt at maturity, the current interest rate environment, the coupon interest rate promised to bondholders, legal constraints, jurisdictional risk (U.S or foreign) and currency risk. If bonds have maturities of 10 years or greater, they will likely have greater price swings when interest rates move up or down. The shorter the maturity the less volatile the price swings. Foreign bonds have liquidity and currency risk.

Additionally, Sidepocket's investment advisory activities on behalf of clients are subject to risks and material adverse effects from events outside of the control of Sidepocket, including disruptions to stock market and economic conditions, political events, terrorist attacks, cybersecurity attacks, military conflicts, or natural disasters. To lessen these risks, business continuity plans have been put into place by Sidepocket and its affiliates. Despite these efforts and plans, there can be no guarantee these events will not adversely affect Sidepocket's advisory activities.

Voting Client Securities

As a matter of firm policy, we do not vote proxies on behalf of clients. Therefore, although our firm may provide investment advisory services relative to client investment assets, clients maintain exclusive responsibility for: (1) directing the way proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets. Clients are responsible for instructing each custodian of the assets, to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets.

We do not offer any consulting assistance regarding proxy issues to clients.

Portfolio Reporting and Performance

Performance reports are available to you by accessing our service platform. You will retain access to the platform as long as your account remains open with us. This access also gives you the ability to generate various reports to gauge account progress. Our online performance reports are calculated using a time-weighted methodology. The methodology is programmed into our portfolio administration systems and, to ensure accuracy, periodic back-testing is conducted by our supervisory staff or qualified third parties. Time-weighted reporting compounds daily portfolio-level returns from the time the account was originally funded to the present. Reports are intended to inform Clients about investment performance on both an absolute basis and as compared to a known benchmark. We believe these are appropriate methods to evaluate portfolio performance since they are not

sensitive to any contributions or withdrawals that Clients may make regarding an account. We do not validate performance reports created by systems external to ours and cannot attest to whether they are calculated on a uniform and consistent basis.

Performance reports are for informational purposes only and are not intended to replace statements or confirmations, which are the official account records provided by Apex. You will receive electronic account statements prepared by Apex on at least a quarterly basis. We do not create account statements for Clients, and we urge you to carefully review statements you receive from Custodian for accuracy.

Item 7 - Client Information Provided to Portfolio Managers

Sidepocket generates recommendations based on the information about a Client's risk tolerance and investment time horizon, in each case as provided by each Client as part of the customer risk assessment or suitability questionnaire within the Investor Profile. We manage all recommendations directly and do not engage any outside portfolio managers with whom we share your information. Other information collected by Sidepocket through the Platform may include, among other things, information about a Client's identity, liquidity, age, e-mail address, physical address, or other information that is supplied to Sidepocket through the Platform. Clients agree to promptly update any material information in the Investor Profile provided to Sidepocket that is no longer accurate using the Platform so that we can review and potentially readjust your recommendations.

Item 8 - Client Contact with Portfolio Managers

We provide all Clients with continuous access to their account information and documents via the mobile-based application. Clients also receive periodic e-mail communications describing account information, product features, and portfolio performance. Clients may contact Sidepocket's customer support team via email at support@sidepocket.com regarding technical questions and service issues regarding the Platform. However, we do not provide investment advice in person, over the phone, live chat, or in any other manner other than through the advisory services available on the Platform and via automated email messages.

Item 9 - Additional Information

Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a Client's or prospective client's evaluation of our advisory business or the integrity of our management. Our firm and our management personnel have no reportable disciplinary events to disclose.

Other Financial Industry Activities and Affiliations

Our firm and our related persons are not engaged in other financial industry activities and have no other industry affiliations. Sidepocket evaluates its business activities and the actual and possible conflicts of interest that may emerge from its activities, including any relationships with Clients, associates or service providers. We will provide disclosure to each Client prior to and throughout the term of an engagement regarding any conflicts of interest.

As previously disclosed, Clients are required to direct us to custody their assets with and to place

trades through Apex Clearing Corporation as a condition for participation in the Sidepocket WRAP Fee Program. Apex Clearing Corporation is an unaffiliated FINRA-member broker dealer and the clearing firm and custodian that we use for brokerage accounts. Our firm has evaluated Apex Clearing Corporation and believes that it will provide our clients with a blend of execution services, transaction costs, and professionalism that will assist us in meeting our fiduciary obligations to clients.

In evaluating such an arrangement, the client should recognize that brokerage charges for the execution of transactions in the client's account are not negotiated by Sidepocket on a trade-by-trade basis, and best execution may not be achieved. In addition, as noted above in Item 4, transactions in the client's account are effected "net" (i.e., without separate transaction charges to the client) and a portion of the wrap fee is considered as being in lieu of transaction charges. Not all advisers require clients to direct it to use a particular broker dealer, though the sponsors of wrap fee programs typically do.

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

Sidepocket maintains a Code of Ethics that requires all officers and employees to conduct themselves with the highest standards of conduct and business ethics in all aspects of their activities concerning Sidepocket and its Clients. A copy of our Code of Ethics is available to all Clients upon request via support@sidepocket.com.

Sidepocket or individuals associated with Sidepocket may buy or sell securities identical to or different from those held in Client Accounts. In addition, any related person(s) may have an interest or position in certain securities which may be held in a Client Account or contemplated to be purchased or sold by a Client.

It is Sidepocket's policy that no person employed by Sidepocket may use material, non-public information obtained during the course of their work to purchase or sell any security prior to any pending transaction(s) being executed for a Client Account. This policy is intended to prevent employees from benefitting from transactions placed on behalf of Client Accounts.

Review of Accounts

Sidepocket's algorithms may automatically review Client accounts on a quarterly basis to ensure consistency with the Client's strategy and performance objectives. Asset allocation, cash management, market prospects and individual issue prospects are considered.

Non-periodic reviews may be performed by staff or our systems in response to material market, economic, or political events, or by material changes in a Client's financial situation. You should consider revisiting previously entered data to update your information if a material event has occurred so that we can review and potentially adjust your portfolio.

Sidepocket provides all Clients with continuous access to the Platform's real time reporting information about their account status, securities positions, and balances.

Client Referrals and Other Compensation

We do not directly or indirectly compensate any person for Client referrals, nor does it offer or receive sales awards, prizes, or other forms of compensation for providing advice or investment management services to our Clients.

Financial Information

As an advisory firm that maintains discretionary authority for Client accounts, we are also required to disclose any financial condition that is reasonable likely to impair our ability to meet our contractual obligations. Sidepocket Inc has no additional financial circumstances to report.

Under no circumstances do we require or solicit payment of fees more than \$1,200 per Client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

Sidepocket Inc has not been the subject of a bankruptcy petition at any time during the past ten years.