

# Wrap Fee Program Brochure



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This wrap fee program provides information about the qualifications and business practices of ORG Partners, LLC. If you have any questions about the contents of this brochure, please contact our Chief Compliance Officer, Justine Kidwell at 260-469-9243. 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. Additional information about ORG Partners is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

References herein to ORG Partners, LLC as a "registered investment adviser" or any reference to being "registered" does not imply a certain level of skill or training.

## Item 2      Material Changes

ORG Partners has not experienced any material changes to its WRAP Fee Program, however clients should be aware custodian Charles Schwab announced on November 20, 2019 to acquire custodian TD Ameritrade. It is expected that accounts held at TD Ameritrade will be transitioned to the Charles Schwab custodial platform on or about 09.05.2023.

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## Item 4 Services, Fees, and Compensation

### A. Description of Services

ORG Partners, LLC ("ORG") participates in and sponsors wrap fee programs, which means ORG will wrap transaction fees for wrap fee portfolio management accounts. ORG will charge clients one fee and pay all transaction fees using the fee collected from the client. Accounts participating in the wrap fee program are not charged higher advisory fees based on trading activity, but clients should be aware that ORG has an incentive not to place transaction orders in those accounts since doing so increases its transaction costs. Thus, an incentive exists to place trades less frequently in a wrap fee arrangement.

Certain other fees are not included in the wrap fee and are paid for separately by the client. Clients may pay custodial fees, charges imposed directly by a mutual fund, index fund, or exchange traded fund which shall be disclosed in the fund's prospectus (i.e., fund management fees and other fund expenses), mark- ups and mark-downs, spreads paid to market makers, fees for trades executed away from the custodian, wire transfer fees and other fees and taxes on brokerage accounts and securities transactions. These fees are not included within the wrap-fee you are charged by our firm.

#### The fee schedule is set forth below:

Total Assets Under Management	Annual Fees
All Assets	Up to 2.00%

These fees are negotiable depending upon the needs of the client and complexity of the situation and the final fee schedule will be reflected in the contract. Advisory fees are either based off the market value on the last day of previous quarter or assessed quarterly based on the average daily value of the Portfolio assets over the previous calendar quarter. Refer to specific client agreement for agreed calculation details. After ORG pays transaction fees, ORG generally receives around 90% of the advisory fee.

Advisory fees are withdrawn directly from the client's accounts with client written authorization. Fees are paid quarterly in advance. Refunds are given on a prorated basis, based on the number of days remaining in the billing period on the effective date of termination. The fee refunded will be the balance of the fees collected in advance minus the daily rate\* times the number of days in the billing period up to and including the effective date of termination. (\*The daily rate is calculated by dividing the annual fee by 365.)

Clients may terminate the contract without penalty, for full refund, within five business days of signing the contract. Thereafter, clients may terminate the contract with thirty days' written notice.

### B. Contribution Cost Factors

The program may cost the client more or less than purchasing such services separately. There are several factors that bear upon the relative cost of the program, including the trading activity in the client's account, the adviser's ability to aggregate trades, and the cost of the services if provided separately (which in turn depends on the prices and specific services offered by different providers).

### C. Additional Fees

Clients who participate in the wrap fee program will not have to pay for transaction or trading fees. However, clients are still responsible for all other account fees, such as certain charges imposed by custodians, brokers, and other third parties such as custodial fees, annual IRA fees, transition fees if the account is moved to another broker, 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. Also, clients will pay the following separately incurred expenses: charges imposed directly by a mutual fund, index fund, or exchange traded fund which shall be disclosed in the fund's prospectus (i.e., fund management fees and other fund expenses). Clients

may be responsible for paying fees charged by sub-advisers, money managers, platforms, and/or platform managers that have been engaged to manage their account as described in the investment management agreement. Such charges, fees, and commissions are exclusive of, and in addition to, our fee. ORG, or our affiliate, receives a portion of fees charged by Platforms.

#### **D. Compensation of Client Participation**

ORG does not receive any additional compensation beyond advisory fees for the participation of clients in the wrap fee program. However, compensation received may be more than what would have been received if client paid separately for investment advice, brokerage, and other services. Therefore, ORG may have a financial incentive to recommend the wrap fee program to clients. Some affiliates of ORG are also associated with ORG in the capacity of investment advisor representative. ORG does receive fees beyond the participation in a Wrap Fee Program. ORG receives a portion of the platform fee paid for clients on the platform.

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

**ORG generally provides its wrap fee program services to the following types of clients:**

- Individuals
- High-Net-Worth Individuals
- Pension and Profit-Sharing Plans
- Trusts, Estates, or Charitable Organizations

ORG Partners does not impose an account minimum.

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

#### **A. Selecting/Reviewing Portfolio Managers**

ORG is the only manager and sponsor in its wrap fee program. Accounts in the wrap fee program are managed by the Advisor. ORG may select outside portfolio managers for management of this wrap fee program by hiring sub-advisers. ORG has the ability to hire and fire any sub-advisers. As part of ORG's asset management services, ORG will often invest your assets or recommend the investment of your assets according to one or more model portfolios developed by WealthShield LLC. In some cases, ORG may deviate or recommend a deviation from the WealthShield models depending on individual client circumstances. With respect to discretionary accounts, ORG will monitor your portfolio's performance on an ongoing basis and attempt to rebalance the portfolio as required by changes in market conditions and in your financial circumstances.

#### **Standards Used to Calculate Portfolio Manager Performance:**

ORG reviews the performance information to determine and verify its accuracy and compliance with industry standards. The performance information is reviewed quarterly and is reviewed by ORG.

#### **B. Related Persons**

ORG and its personnel serve as the portfolio managers for all wrap fee program accounts. This is a conflict of interest in that no outside adviser assesses ORG's management of the wrap fee program. However, ORG addresses this conflict by acting in its clients' best interest consistent with its fiduciary duty as sponsor and portfolio manager of the wrap fee program.

ORG may hire sub-advisers for portfolio management services. ORG has engaged WealthShield LLC as the sub-adviser for certain accounts. WealthShield receives a management fee as a result of the sub-advisory services provided to clients. This fee may be paid for by the client as outlined in the investment advisory agreement.

ORG only recommends WealthShield to clients when ORG believes it is in the best interest of the client. Additionally, as of the date of this Brochure, WealthShield does not receive a management or sub advisory fee with respect to the sub advisory services it provides to ORG. You are not obligated, contractually or otherwise, to utilize any WealthShield service or any invest in any WealthShield product.

### **C. Advisory Business**

ORG offers portfolio management services to its wrap fee program participants as discussed in Section 4 above.

#### **Wrap Fee Portfolio Management:**

ORG offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. ORG advisors collect information from each client regarding their investment objectives, goals, and guidelines and then constructs a plan to aid in the selection of a portfolio that matches each client's specific situation. ORG manages the client's assets with the goal of meeting the objectives set by the client.

Portfolio management accounts participating in the wrap fee program will not have to pay for transaction or trading fees. ORG will charge clients one fee and pay transaction fees using the advisory fee collected from the client. However, clients are still responsible for all other account fees, such as certain charges imposed by custodians, brokers, and other third parties such as custodial fees, annual IRA fees, transition fees if the account is moved to another broker, 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. Also, clients will pay the following separately incurred expenses: charges imposed directly by a mutual fund, index fund, or exchange traded fund which shall be disclosed in the fund's prospectus (i.e., fund management fees and other fund expenses). Clients may be responsible for paying fees charged by sub-advisers, money managers, platforms, and/or platform managers that have been engaged to manage their account as described in the investment management agreement. Such charges, fees, and commissions are exclusive of, and in addition to, our fee. ORG, or our affiliate, receives a portion of fees charged by Platforms.

Accounts participating in the wrap fee program are not charged higher advisory fees based on trading activity, but clients should be aware that ORG has an incentive to limit trading activities for those accounts since the firm absorbs those transaction costs. To address this conflict, ORG will always act in the best interest of its clients consistent with its fiduciary duty as an investment adviser.

#### **Performance-Based Fees and Side-By-Side Management:**

ORG does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

#### **Services Limited to Specific Types of Investments:**

We primarily offer advice on a variety of investment options including mutual funds, exchange traded funds and other securities and may utilize sub-advisers however we do not limit our advice to any particular investment strategies or securities.

You may request that we refrain from investing in particular securities or certain types of securities. You must provide these restrictions to our firm in writing. Restrictions on investments in certain securities or types of securities may not be possible due to the level of difficulty this would entail in managing the account.

#### **Client Tailored Services and Client Imposed Restrictions:**

ORG offers the same suite of services to all its clients. However, specific client financial plans and their implementation are dependent upon each client's current situation (income, tax levels, and risk tolerance levels).

Clients may impose restrictions in investing in certain securities or types of securities in accordance with their

values or beliefs. However, if the restrictions prevent ORG from properly servicing the client account, or if the restrictions would require ORG to deviate from its standard suite of services, ORG reserves the right to end the relationship.

**Wrap Fee Programs:**

ORG is the only manager and sponsor in its wrap fee program. Accounts in the wrap fee program are managed by ORG's portfolio management team. These individuals also manage other accounts of ORG. ORG may select outside portfolio managers for management of this wrap fee program by hiring sub-advisers. ORG has the ability to hire and fire any sub-advisers. ORG has engaged WealthShield LLC as the sub-adviser for wrap fee program accounts. Some accounts may be managed differently than non-wrap fee accounts. The fees paid to the wrap account program will be given to ORG and/or sub-advisers as a management fee depending on the client's investment management agreement.

**Methods of Analysis and Investment Strategies:**

This section provides an overview of methods of analysis and investment strategies we may utilize in providing services to you and certain material risks relating that you may face in connection with these services. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear. It is not possible to identify all of the risks associated with investing, and this section does not attempt to discuss all risks that may affect your investments with ORG. Rather, this section discusses certain material risks of ORG's investment activities. Different risks will impact different investment strategies to different degrees, and the degree to which a particular risk is applicable to you will depend on a variety of factors, including which investment strategy(ies) are employed with respect to your account and your investment guidelines.

We do not guarantee that an investment objective or planning goal will be achieved or that any of the investment strategies will create their intended results. As an investor, each client must be able to bear the risk of loss that is associated with their account, which may include the loss of some or all principal invested. No single investment strategy, or combination thereof, is necessarily diversified or intended to provide a complete investment program. Clients are responsible for appropriately diversifying their assets to guard against the risk of loss.

You are responsible for your overall financial situation, and we urge you to consult legal, tax and other financial advisors regarding your specific or overall financial situation as needed. In particular, our strategies and investments may have unique and significant tax implications. We will generally attempt to structure your portfolio in the most tax efficient manner possible based on your accounts under our management. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the management of your assets. Regardless of your account size or any other factors, we strongly recommend that you continuously consult with a tax professional prior to and throughout the investing of your assets.

Our investment strategies and advice may vary depending upon each client's specific financial situation. As such, we determine investments and allocations based upon your predefined objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and other various suitability factors. Your

restrictions and guidelines may affect the composition and performance of your portfolio.

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

*Fundamental analysis* is a method of evaluating a company that has issued a security by attempting to measure the value of its underlying assets. It entails studying overall economic and industry conditions, as well as the financial condition and the quality of the company's management. ORG considers earnings, expenses, assets, and

liabilities important in determining the value of a company. We then compare our value of the company to the current price of the issuing company's security to determine whether to purchase, sell or hold the security.

One of the primary risks of fundamental analysis is that information obtained may be incorrect and the analysis may not provide an accurate estimate of earnings, which may be the basis for ORG's valuation of a security. If securities prices adjust rapidly to new information, utilizing fundamental analysis may not result in favorable performance.

*Cyclical analysis* is a form of fundamental analysis that involves the process of making investment decisions based on the different stages of an industry at a given point in time. One of the primary risks of cyclical analysis is the lengths of economic cycles may be difficult to predict with accuracy, which leads to difficulty in predicting economic trends and consequently the changing value of securities that would be affected by these changing trends.

*Quantitative Analysis* is a method of determining the value of a security by examining its numerical, measurable characteristics such as revenues, earnings, margins and market share.

One of the primary risks of quantitative analysis is that empirical data may not necessarily be the best indicator of the value of certain investments, and purely mathematical approaches may not reveal significant security specific developments.

*Charting* involves identifying patterns that can suggest future activity in price movements. A chart pattern is a distinct formation on a stock chart that creates a trading signal or a sign of future price movements. Chartists use these patterns to identify current trends and trend reversals to trigger buy and sell signals. Some of the chart types ORG utilizes are Line Charts, Bar Charts, Candlestick, Point and Figure, etc. One of the primary risks of charting analysis is that it may not accurately detect anomalies or predict future price movements. Current prices of securities may reflect all information known about the security and day-to-day changes in market prices of securities may follow random patterns and may not be predictable with any reliable degree of accuracy.

*Technical analysis* is a method of evaluating securities by analyzing statistics generated by market activity, such as past prices and volume. Technical analysts do not attempt to measure a security's intrinsic value, but instead use charts and other tools to identify patterns that can suggest future activity. One of the primary risks of market timing based on technical analysis is that our analysis may not accurately detect anomalies or predict future price movements. Current prices of securities may reflect all information known about the security and day-to-day changes in market prices of securities may follow random patterns and may not be predictable with any reliable degree of accuracy.

*Long-Term Purchases* – securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.

Using a long-term purchase strategy generally assumes the financial markets will go up in the long-term which may not be the case. There is also the risk that the segment of the market that you are invested in or perhaps just your particular investment will go down over time even if the overall financial markets advance. Purchasing investments long-term may create an opportunity cost - "locking-up" assets that may be better utilized in the short-term in other investments.

*Short-Term Purchases* – securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of short-term price fluctuations. Using a short-term purchase strategy generally assumes that one can predict how financial markets will perform in the short-term,

which may be very difficult and will incur a disproportionately higher amount of transaction costs compared to long-term trading. There are many factors that can affect financial market performance in the short-term (such as short-term interest rate changes, cyclical earnings announcements, etc.) but may have a smaller impact over longer periods of times.

*Short Sales* – securities transactions in which securities are sold that were borrowed in anticipation of a price decline. The seller is then required to return an equal number of shares at some point in the future. The primary risk of short selling is that client assets invested through a short sale will profit if the stock goes down in price, but if the price of the shares increase, the potential losses are unlimited. We may use short-term trading (in general, selling securities within 30 days of purchasing the same securities) as an investment strategy when managing your account(s). Short-term trading is not a fundamental part of our overall investment strategy, but we may use this strategy occasionally when we determine that it is suitable given your stated investment objectives and tolerance for risk. This may include buying and selling securities frequently in an effort to capture significant market gains and avoid significant losses. However, there is a risk that frequent trading can negatively affect investment performance, particularly through increased brokerage and other transactional costs and taxes.

*Margin Transactions* – a securities transaction in which an investor borrows money to purchase a security, in which case the security serves as collateral on the loan. The primary risk of trading on margin is that if the value of the shares drops sufficiently, the client will be required to either deposit more cash into the account or sell a portion of the stock in order to maintain the margin requirements of the account. This is known as a "margin call." This could result in a client account losing more money than was invested in the margin transaction.

*Options Trading* - a securities transaction that involves buying or selling (writing) an option. If you write an option, and the buyer exercises the option, you are obligated to purchase or deliver a specified number of shares at a specified price at the expiration of the option regardless of the market value of the security at expiration of the option. Buying an option gives you the right to purchase or sell a specified number of shares at a specified price until the date of expiration of the option regardless of the market value of the security at expiration of the option.

The trading of options may be highly speculative and may entail more risk than those present when investing in other types of securities. Prices of options are generally more volatile than prices of other types of securities. When trading in options, you may run the risk of losing the entire investment in a relatively short period of time. In more risky options strategies, an investor could theoretically have an unlimited risk of loss.

*Management Risk:* Judgements about the value and potential appreciation of a particular security may be wrong and there is no guarantee that securities will perform as anticipated. The value of a security can be more volatile than the market as a whole or our approach may fail to produce the intended results, which can result in losses for a client.

*Market Risk:* There is a possibility that the value of securities may decline due to daily fluctuations in the markets. Stock prices change daily as a result of many factors, including developments affecting the condition of both individual companies and the market in general. In a declining stock market, prices for all companies may decline regardless of their long-term prospects.

*Business, Terrorism and Catastrophe Risks:* Investments are subject to the risk of loss arising from the occurrence of various events, including hurricanes, earthquakes, and other natural disasters, terrorism and other catastrophic events such as a pandemic. These catastrophic risks of loss can be substantial and could have a material adverse effect on our business and clients' portfolios.

*Risk of Loss:* Investing in securities involves risk of loss that you should be prepared to bear. We do not represent



or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

**Recommendation of Particular Types of Securities:**

Clients should be aware that there is a material risk of loss using any investment strategy. The investment types listed below are not guaranteed or insured by the FDIC or any other government agency.

*Mutual Funds:* Investing in mutual funds carries the risk of capital loss and thus investors may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. Mutual funds are also subject to extensive regulatory regimes, which may restrict their investments and result in lower investment returns than less-regulated investments.

*Equity:* investment generally refers to buying shares of stocks in return for receiving a future payment of dividends and/or capital gains if the value of the stock increases. The value of equity securities may fluctuate in response to specific situations for each company, industry conditions and the general economic environments.

*Fixed Income Securities:* Investments in fixed income securities are subject to credit, liquidity, prepayment, and interest rate risks, any of which may adversely impact the price of the security and result in a loss. The municipal market can be significantly affected by adverse tax, legislative or political changes and the financial condition of the issuers of municipal securities.

*Exchange Traded Funds (ETFs):* An ETF is an investment fund traded on stock exchanges, similar to stocks, and their price can fluctuate during the day. Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance. Precious Metal ETFs (e.g., Gold, Silver, or Palladium Bullion backed “electronic shares” not physical metal) specifically may be negatively impacted by several unique factors, among them (1) large sales by the official sector which own a significant portion of aggregate world holdings in gold and other precious metals, (2) a significant increase in hedging activities by producers of gold or other precious metals, (3) a significant change in the attitude of speculators and investors. The returns on ETFs can be reduced by the costs to manage the funds. During time of extreme market volatility ETF pricing may lag vs. the actual underlying asset values. This lag usually resolves itself in a short period of time (usually less than one day) however there is no guarantee this relationship will always occur. In addition, for certain ETFs recommended by us, there may be little public market due to trading volumes or other factors. Accordingly, clients may not be able to sell the ETFs as desired.

*Real estate:* funds (including REITs) face several kinds of risk that are inherent in the real estate sector, which historically has experienced significant fluctuations and cycles in performance. Revenues and cash flows may be adversely affected by: changes in local real estate market conditions due to changes in national or local economic conditions or changes in local property market characteristics; competition from other properties offering the same or similar services; changes in interest rates and in the state of the debt and equity credit markets; the ongoing need for capital improvements; changes in real estate tax rates and other operating expenses; adverse changes in governmental rules and fiscal policies; adverse changes in zoning laws; the impact of present or future environmental legislation and compliance with environmental laws.

*Non-U.S.* securities present certain risks such as currency fluctuation, political and economic change, social unrest, changes in government regulation, differences in accounting and the lesser degree of accurate public information available.

*Past performance is not indicative of future results. Investing in securities involves a risk of loss that you should be prepared to bear.*

#### **Voting Client Proxies:**

ORG does not and will not accept the proxy authority to vote client securities. Clients will receive proxies or other solicitations directly from their custodian or a transfer agent. In the event that proxies are sent to ORG's office, ORG will forward them to the client and ask the party who sent them to mail them directly to the client in the future. Clients may call, write, or email ORG to discuss questions they may have about particular proxy votes or other solicitations.

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

ORG gathers information such as guidelines, restrictions, and suitability as part of the account opening process. This information (including basic information, risk tolerance, sophistication level, and income level) is provided to the portfolio manager. The portfolio manager will also have access to that information as it changes and is updated.

### **Item 8 Client Contact with Portfolio Manager**

ORG places no restrictions on a client's ability to contact its portfolio managers. Clients may contact ORG to arrange for a consultation regarding the management of their account. ORG portfolio managers are available at reasonable times to participate in consultations that clients request.

### **Item 9 Additional Information**

#### **A. Disciplinary Action and Other Financial Industry Activities**

##### **Criminal or Civil Actions**

There are no criminal or civil actions to report.

##### **Administrative Proceedings**

There are no administrative proceedings to report.

##### **Self-regulatory Organization Proceedings**

There are no self-regulatory organization proceedings to report.

##### **Registration as a Broker/Dealer or Broker/Dealer Representative**

Some supervised persons of our firm are registered representatives of a broker dealer. These supervised persons offer securities and receive normal and customary commissions as a result of securities transactions. However, supervised persons do not receive any commissions as a result of securities transactions for ORG client accounts.

##### **Registration as a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor**

Neither ORG nor its representatives are registered as or have pending applications to become a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor.

**Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests Through common ownership by CRDJ, LLC, ORG has an affiliation with WealthShield, an investment advisory firm that is registered with the SEC. WealthShield primarily provides outsourced chief investment services to other investment advisers. Supervised persons of ORG are supervised persons of WealthShield and will offer clients advice or products from those activities and clients should be aware that these services involve a**

conflict of interest. Supervised persons must determine the amount of time to dedicate to ORG and WealthShield. We have engaged WealthShield as the sub-adviser for client accounts. This creates a conflict of interest because we have an incentive to recommend WealthShield as the sub-adviser for client accounts. We only recommend WealthShield to clients when we believe it is in the best interest of the client. Additionally, as of the date of this Brochure, WealthShield does not receive a management or sub advisory fee with respect to the sub advisory services it provides to ORG. You are not obligated, contractually or otherwise, to utilize any WealthShield service or invest in any WealthShield product.

Client accounts are generally managed via third-party investment management platforms ("Platforms"). Platforms are paid a fee based on the amount of client assets on the Platform ("Platform Fee"). ORG, or our affiliates, receives a portion of the Platform Fee. The Platform Fee is higher as a result of our receipt of a portion of the Platform Fee and clients may be able to access Platforms through other investment advisers at a lower fee. Clients may be responsible for paying the Platform Fee as described in the investment management agreement. Clients should review the investment management agreement to determine if they are responsible for paying the Platform Fee. This fee is in addition to the compensation we receive for our advisory services described in Item 5. Fees reduce returns over time. This creates a conflict of interest as we have an incentive to recommend Platforms based on our receipt of a portion of the Platform Fee rather than the best interests of the client. We have reviewed and periodically review Platforms that we recommend and believe that the use of such Platforms is in the best interest of clients. As of the date of this Brochure, we utilize Envestnet as a Platform. We are affiliated with the Mercato platform. When a client is invested with the Mercato platform, the Adviser receives compensation in the form of a fee, this fee is not shared with the advisor.

*Insurance Agent:* Some Representatives of our firm are insurance agents/brokers. A conflict of interest arises as these insurance sales create an incentive to recommend products based on the compensation our supervised persons earn. You are not obligated, contractually or otherwise, to purchase insurance from any representative of ORG.

**Selection of Other Advisors or Managers and How This Adviser is Compensated for Those Selections** Some supervised persons of our firm recommend other investment advisers for clients and receive compensation from those advisers for the recommendation. This creates a conflict of interest as the supervised person has an incentive to recommend the investment adviser based on compensation received rather than the best interests of the client. All supervised persons receive training regarding, among other things, their fiduciary duty to clients and obligation to make recommendations taking into account only the client's best interest. Supervised persons are also required to deliver a disclosure document to the client containing the following information: the supervised person's and recommended investment adviser's names; the nature of the relationship between the supervised person and the recommended investment adviser, including any affiliation; a statement that the supervised person is compensated by the recommended investment adviser and the terms and description of compensation; and the amount, if any, which will be charged to the client in addition to the advisory fee, as well as other fee information, if applicable. In addition, we may recommend other investment advisers for clients through the selection of sub-advisers, mutual funds, ETFs, and separate account strategies. We do not generally receive compensation related to these recommendations with the exception of Model ETFs and Model Products, as described above.

## **B. Code of Ethics, Client Referrals, and Financial Information**

### **Code of Ethics**

We have adopted a Code of Ethics pursuant to Advisers Act Rule 204A-1. A basic tenet of our Code of Ethics is that the interests of clients are always placed first. The Code of Ethics includes standards of business conduct requiring Access Persons to comply with the federal securities laws and the fiduciary duties an investment adviser owes to its clients. The Code of Ethics also requires that all Access Persons comply with ethical restraints relating to clients and their accounts, including restrictions on gifts and provisions intended to prevent

violations of laws prohibiting insider trading.

The goal of our Code of Ethics is to ensure personal investing activities by our employees are consistent with our fiduciary duty to our clients. The Code of Ethics includes standards of business conduct requiring Access Persons to comply with the federal securities laws and the fiduciary duties an investment adviser owes to its clients. For purposes of the Code of Ethics, we have determined that all employees are Access Persons.

In order to avoid potential conflicts of interest that could be created by personal trading among our Access Persons, the Code of Ethics restricts the purchase and sale by Access Persons for their own accounts of any covered security before the execution of a transaction in any such security for clients. All Access Persons are required to notify our Chief Compliance Officer or his designee in order to pre-clear personal securities transactions in specified securities, including IPOs and limited offerings.

All Access Persons are required to submit quarterly personal securities transactions and annual holdings reports for review by the Chief Compliance Officer. Access Persons are also required to have copies of all brokerage statements sent to the Chief Compliance Officer, directly from the custodian(s), on, at least, a quarterly basis. The Chief Compliance Officer will maintain documentation of personal securities transactions, including any violations that occur and their resulting actions.

The Code of Ethics also requires that all Access Persons comply with ethical restraints relating to clients and their accounts, including restrictions on gifts and provisions intended to prevent violations of laws prohibiting insider trading.

Our Code of Ethics is available to you upon request. You may obtain a copy of our Code of Ethics by contacting us at the number on the cover page of this Brochure.

As a matter of policy, we do not engage in principal transactions, cross trading, or agency cross transactions. Any exceptions to this policy must be approved in advance by the Chief Compliance Officer or by his designee.

#### Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

ORG monitors client accounts on an ongoing basis and conducts an internal review of accounts on at least an annual basis. The nature of ORG's internal reviews is to learn whether clients' accounts are in line with their investment objectives, appropriately positioned based on market conditions, and investment policies, if applicable. ORG does not provide written reports to clients, unless asked to do so. Verbal reports to clients take place on at least an annual basis when ORG contacts clients. At least quarterly, account statements are furnished by the custodian to each client. ORG urges clients to carefully review the custodian statement provided for their client.

One or more Investment Adviser Representative and/or firm principals review all accounts.

#### Factors That Will Trigger a Non-Periodic Review of Client Accounts

We monitor Asset Management accounts on an ongoing basis and conduct an internal review account on at least an annual basis. The nature of our internal reviews is to learn whether clients' accounts are in line with their investment objectives, appropriately positioned based on market conditions, and investment policies, if applicable. We do not provide written reports to clients, unless asked to do so. Verbal reports to clients take place on at least an annual basis when we contact clients who subscribe to our Asset Management services.

We may review client accounts more frequently than described above. Among the factors which may trigger an off-cycle review are major market or economic events, the client's life events, requests by the client, etc.

Financial Planning clients do not receive reviews of their written plans unless they take action to schedule a financial consultation with us. We do not provide ongoing services to financial planning clients, but are willing to

meet with such clients upon their request to discuss updates to their plans, changes in their circumstances, etc. Financial Planning clients do not receive written or verbal updated reports regarding their financial plans unless they separately contract with us for a post-financial plan meeting or update to their initial written financial plan.

One or more Investment Adviser Representatives and/or firm principals review all accounts.

#### *Content and Frequency of Regular Reports Provided to Clients*

Each client will receive at least quarterly from the custodian, a written report that details the client's account including assets held and asset value which will come from the custodian.

Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

#### *TD Ameritrade, Inc.*

We recommend the brokerage and custodial services of TD Ameritrade Institutional (through the TD Ameritrade Institutional Program), a division of TD Ameritrade, Inc. ("TD Ameritrade").

There is no direct link between our participation in the program and the investment advice it gives to its clients, although we receive economic benefits through our participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving adviser participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to us by third party vendors. TD Ameritrade also paid for business consulting and professional services received by our related persons. Some of the products and services made available by TD Ameritrade through the program may benefit us but may not benefit our client accounts. These products or services may assist us in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help us manage and further develop our business enterprise. The benefits we receive through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, the firm endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by our firm or its related persons in and of itself creates a conflict of interest and may indirectly influence our choice of TD Ameritrade for custody and brokerage services.

#### *Charles Schwab & Co., Inc.*

Our firm recommends that clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc. ("Schwab"), a registered broker-dealer, member SIPC, to maintain custody of clients'

assets and to effect trades for their accounts. The final decision to custody assets with Schwab is at the discretion of ORG's clients, including those accounts under ERISA or IRA rules and regulations, in which case the client is acting as either the plan sponsor or IRA accountholder. ORG is independently owned and operated and not affiliated with Schwab. Schwab provides ORG with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to advisors. Schwab's services include brokerage services that are related to the execution of securities transactions, custody, research, including that in the form of advice, analyses and reports, and access to mutual

funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment. Schwab has eliminated commissions for online trades of equities, ETFs, and options (subject to \$.065 per contract fee). This means that, in most cases, when we buy and sell these types of securities, we will not have to pay any commissions to Schwab. We encourage you to review Schwab's pricing to compare the total costs of entering a wrap fee arrangement versus a non-wrap fee arrangement. If you choose to enter into a wrap fee arrangement, your total cost to invest could exceed the cost of paying for brokerage and advisory services separately. To see what you would pay for transactions in a non-wrap account please refer to Schwab's most recent pricing schedule available at [schwab.com/aspricingguide](https://www.schwab.com/aspricingguide).

Schwab also makes available to ORG other products and services that benefit ORG but may not benefit its clients' accounts. These benefits may include national, regional or ORG specific educational events organized and/or sponsored by Schwab Advisor Services. Other potential benefits may include occasional business entertainment of personnel of ORG by Schwab Advisor Services personnel, including meals, invitations to sporting events, including golf tournaments, and other forms of entertainment, some of which may accompany educational opportunities.

Other of these products and services assist ORG in managing and administering clients' accounts. These include software and other technology (and related technological training) that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of ORG's fees from its clients' accounts, and assist with back-office training and support functions, recordkeeping and client reporting. Many of these services generally may be used to service all or some substantial number of ORG's accounts, including accounts not maintained at Schwab Advisor Services.

Schwab Advisor Services also makes available to ORG other services intended to help ORG manage and further develop its business enterprise. These services may include professional compliance, legal and business consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, employee benefits providers, human capital consultants, insurance, and marketing. In addition, Schwab makes available, arranges and/or pays vendors for these types of services rendered to ORG by independent third parties. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to ORG.

While, as a fiduciary, ORG endeavors to act in its clients' best interests, ORG's recommendation that clients maintain their assets in accounts at Schwab may be based in part on the benefit to ORG of the availability of some of the foregoing products and services and other arrangements and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which creates a potential conflict of interest.

## Platforms

Client accounts are generally managed via third-party investment management platforms ("Platforms"). Platforms are paid a fee based on the amount of client assets on the Platform ("Platform Fee"). ORG, or our affiliates, receives a portion of the Platform Fee. The Platform Fee is higher as a result of our receipt of a portion of the Platform Fee and clients may be able to access Platforms through other investment advisers at a lower

fee. Clients may be responsible for paying the Platform Fee as described in the investment management agreement. Clients should review the investment management agreement to determine if they are responsible for paying the Platform Fee. This fee is in addition to the compensation we receive for our advisory services described in Item 5. Fees reduce returns over time. This creates a conflict of interest as we have an incentive to recommend Platforms based on our receipt of a portion of the Platform Fee rather than the best interests of the client. We have reviewed and periodically review Platforms that we recommend and believe that the use of such Platforms is in the best interest of clients. As of the date of this Brochure, we utilize Envestnet as a Platform.

## Compensation to Non – Advisory Personnel for Client Referrals

ORG has entered into an arrangement with WealthShield Partners where ORG refers prospective investment adviser representatives to WealthShield Partners and WealthShield Partners pays ORG a referral fee. The referral fee is equal to a percentage of the asset management fees received from WealthShield Partners' clients serviced by investment adviser representatives referred by ORG, minus certain expenses that ORG has agreed to share with WealthShield Partners. The referral fee paid to ORG does not result in any increase in the advisory fee paid by clients.

## Balance Sheet

ORG does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance and therefore does not need to include a balance sheet with this brochure.

*Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients* Neither ORG nor its management have any financial conditions that are likely to reasonably impair our ability to meet contractual commitments to clients.

## *Bankruptcy Petitions in Previous Ten Years*

ORG has not been the subject of a bankruptcy petition in the last ten years.