



Part 2A of Form ADV: Firm Brochure

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March 31, 2023

This brochure provides information about the qualifications and business practices of Prudeo Partners, LLC. If you have any questions about the contents of this brochure, please contact us at 803-739-6311 or email us at ssutton@prudeo.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 Prudeo Partners, LLC also is also available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number.

Our firm's CRD number is 113961.

Item 2 Summary of Material Changes

This Brochure dated March 31, 2023, contains material changes regarding the firm. This is an Annual Amendment Filing of Form ADV Part 2A. It replaces our previous Annual Amendment Filing on March 31, 2022.

Consistent with SEC rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year.

Since the filing of our last annual amendment, dated March 31, 2022, we have had the following material changes:

- We changed our name from Asset Management and Planning, LLC d/b/a CFG Horizons, LLC to Prudeo Partners, LLC.
- Item 12 Brokerage Services – We added Axos Custody Services and Charles Schwab & Co., Inc. through its Schwab Advisor Services division as custodians. .
- Item 12 Brokerage Services, Directed Brokerage – Updated to read as follows:
Generally, any transactions in your account will be routed through the custodian responsible for that account. In limited circumstances and at our sole discretion you can instruct us to use one or more particular brokers for the transactions in your accounts. If you want to direct us to use a particular broker, you should understand that this practice prevents us from aggregating trades with other orders and limits our ability to achieve the best combination of price and execution. Thus, when directing brokerage business, you should consider whether the commission expenses, execution, clearance, and settlement capabilities that they will obtain through your broker are adequately favorable in comparison to those that we would otherwise obtain for our clients.
- Item 14 Client Referrals and Other Compensation – Added the following:
Prudeo has entered into arrangements with individuals or entities (the “Promoter”) under which the Promoter will refer potential clients to us for investment advisory services. In turn, we will agree to pay a referral fee to the Promoter. In order to receive a referral fee from our firm, Promoters must comply with the requirements of the jurisdictions in which they operate. If you become a client, the Promoter that referred you to us will receive a percentage of the advisory fee you pay us for as long as you are a client with Prudeo. You will not pay additional fees because of this referral arrangement. Referral fees paid to a Promoter are contingent upon you entering into an advisory agreement with us. Therefore, a Promoter has a financial incentive to recommend our firm to you for advisory services. Comparable services and/or lower fees can be available through other firms.

Since the filing of our last annual amendment, dated March 31, 2022, we have had the following non-material changes:

- Item 7 Types of Clients – Added Corporations and other businesses.
- Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading – Replaced “We may not purchase or sell any security prior to a transaction(s) being implemented for an advisory account, thereby preventing such employee(s) from benefiting from transactions placed on behalf of advisory accounts.” with “A conflict of interest exists because we have the *ability to trade ahead of you* and potentially receive more favorable prices that you will receive. To eliminate this conflict of interest, it is our

policy that neither Prudeo nor our employees shall have priority over a clients account in the purchase or sale of securities.

- Item 12 Brokerage Services – Added a Best Execution section and updated sections Economic Benefits and Directed Brokerage.

If you have any questions or concerns regarding the content of this disclosure brochure or should you require a hard copy of this disclosure be sent directly to you, please direct your inquiry to the Chief Compliance Officer at ssutton@prudeo.com or by calling the firm's office at 803-739-6311.

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Item 4 Advisory Business

Prudeo Partners, LLC ("Prudeo" or "the Firm") is an SEC-registered investment adviser with its principal place of business located in West Columbia, South Carolina. Prudeo began conducting business in 2000. We also have an office in Reading, PA.

Listed below are the firm's principal shareholders (i.e., those individuals and/or entities controlling 25% or more of this company):

- Michael Krumholz, Partner
- Andrew Creswell Todd, President

Prudeo Partners, LLC offers the following advisory services to our clients:

INVESTMENT SUPERVISORY SERVICES ("ISS") PORTFOLIO MANAGEMENT SERVICES

Our firm provides continuous advice to a client regarding the investment of client funds based on the individual needs of the client. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we also review and discuss a client's prior investment history, as well as family composition and background. As part of our individual Portfolio Management Services, we offer financial planning at no cost to the client. If a client elects to receive this service, we evaluate a client's current and future financial state by using currently known variables to predict future cash flows, asset values and withdrawal plans.

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

As part of our Portfolio Management Services, in addition to other types of investments (see disclosures below in this section), we may invest your assets according to one or more model portfolios developed by our firm. These models are designed for investors with varying degrees of risk tolerance ranging from a more aggressive investment strategy to a more conservative investment approach. Clients whose assets are invested in model portfolios may not set restrictions on the specific holdings or allocations within the model, nor the types of securities that can be purchased in the model. Nonetheless, clients may impose restrictions on investing in certain securities or types of securities in their account. In such cases, this may prevent a client from investing in certain models that are managed by our firm.

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company and will generally include advice regarding the following securities: exchange-listed securities, securities traded over the counter, corporate debt securities (other than commercial paper), municipal securities, mutual fund shares, structured products, private placements, REITs, and United States government securities.

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

PENSION CONSULTING SERVICES

We also provide pension consulting services along with or separately from our other advisory services.

While the primary clients for these services will be pension, profit sharing and 401(k) plans, we will offer these services, where appropriate, to individuals, trusts, estates, and charitable organizations.

Pension Consulting Services are comprised of three distinct services. Clients may choose to use any or all of these services.

Selection of Investment Vehicles:

We assist plan sponsors in constructing appropriate asset allocation models. We will then review various mutual funds (both index and managed) to determine which investments are appropriate to implement based on the client's Investment Policy Statement ("IPS"). The number of investments to be recommended will be determined by the client, based on the IPS.

Monitoring of Investment Performance:

We monitor client investments continually, based on the procedures and timing intervals delineated in the Investment Policy Statement. Although our firm is not involved in any way in the purchase or sale of these investments, we supervise the client's portfolio and will make recommendations to the plan sponsor or client as market factors and the client's needs dictate.

Employee Communications:

For pension, profit sharing and 401(k) plan clients with individual plan participants exercising control over assets in their own account ("self-directed plans"), we may also provide quarterly educational support and investment workshops designed for the plan participants.

The nature of the topics to be covered will be determined by us and the client under the guidelines established in ERISA Section 404(c). The educational support and investment workshops will NOT provide plan participants with individualized, tailored investment advice or individualized, tailored asset allocation recommendations.

PARTICIPANT ACCOUNT MANAGEMENT SERVICES

We use a third-party platform, called Pontera, to facilitate management of held away assets such as defined contribution plan participant accounts, on a discretionary basis. Pontera allows us to avoid being considered to have custody of client funds since we do not have direct access to client log-in credentials to affect trades. We are not affiliated with Pontera in any way and receive no compensation from them for using their platform. A link will be provided to a client allowing them to connect an account(s) to Pontera. Once a client's account is connected, we will review the current account allocations. When deemed necessary, we will rebalance the account considering client investment goals and risk tolerance, and any change in allocations will consider current economic and market trends. The goal is to improve account performance over time, minimize loss during difficult markets, and manage internal fees that can harm account performance. A client's account will be reviewed at least annually or as needed and allocation changes will be made as we deem necessary.

FINANCIAL PLANNING

We offer financial planning services which typically involves providing a variety of advisory services to clients regarding the management of their financial resources based upon an analysis of their individual needs. These services can range from broad-based financial planning to consultative or single subject planning. If you retain our firm for financial planning services, we will meet with you to gather information about your financial circumstances and objectives.

Financial planning is an evaluation of a client's current and future financial state by using currently known variables to predict future cash flows, asset values and withdrawal plans. Through the financial

planning process, all questions, information, and analysis are considered as they impact and are impacted by the entire financial and life situation of the client. Clients purchasing this service receive a written report which provides the client with a financial plan designed to assist the client to achieve his or her financial goals and objectives.

In general, the financial plan can address any or all of the following areas:

- **PERSONAL:** We review family records, budgeting, personal liability, estate information and financial goals.
- **TAX & CASH FLOW:** We analyze the client's income tax and spending and planning for past, current and future years; then illustrate the impact of various investments on the client's current income tax and future tax liability.
- **INVESTMENTS:** We analyze investment alternatives and their effect on the client's portfolio.
- **INSURANCE:** We review existing policies to ensure proper coverage for life, health, disability, long-term care, liability, home, and automobile.
- **RETIREMENT:** We analyze current strategies and investment plans to help the client achieve his or her retirement goals.
- **DEATH & DISABILITY:** We review the client's cash needs at death, income needs of surviving dependents, estate planning and disability income.
- **ESTATE:** We assist the client in assessing and developing long-term strategies, including as appropriate, living trusts, wills, review estate tax, powers of attorney, asset protection plans, nursing homes, Medicaid, and elder law.

We gather client information through in-depth personal interviews. Information gathered includes the client's current financial status, tax status, future goals, returns objectives and attitudes towards risk. We carefully review documents supplied by the client, including a questionnaire completed by the client, and prepare a written report. Should the client choose to implement the recommendations contained in the plan, we suggest the client work closely with his/her attorney, accountant, insurance agent, and/or stockbroker. Implementation of the financial plan recommendations is entirely at the client's discretion.

We also provide general non-securities advice on topics that may include tax and budgetary planning, estate planning, and business planning.

Typically, the financial plan is presented to the client within six months of the contract date, provided that all information needed to prepare the financial plan has been promptly provided.

Financial Planning recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company. All recommendations are of a generic nature.

Financial plans are based on your financial situation at the time we present the plan to you and on the financial information you provide to us. You must promptly notify our firm if your financial situation, goals, objectives, or needs change.

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

FIDUCIARY RESPONSIBILITY FOR RETIREMENT ACCOUNTS

When we provide investment advice to a client regarding a retirement plan account or individual

retirement account, Prudeo is a fiduciary within the meaning of Title I of the Employee Retirement Income Security Act (ERISA) and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in the best interest of the client and not put Prudeo's interest ahead of the client's interest.

Under this special rule's provisions, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of the client's financial interests when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interests, fees and investments;
- Follow policies and procedures designed to ensure that Prudeo gives advice that is in the best interest of the client;
- Charge no more than is reasonable for services provided; and
- Give the client basic information about conflicts of interest.

AMOUNT OF MANAGED ASSETS

As of December 31, 2022, we actively manage \$357,879,375 of client assets on a discretionary basis and \$0 of client assets on a non-discretionary basis.

Item 5 Fees and Compensation

PORTFOLIO MANAGEMENT SERVICES FEES

Our annual fees for Portfolio Management Services are based upon a percentage of assets under management and are either a flat fee or a tiered fee schedule up to 1%.

Generally, fees for Portfolio Management Services are charged quarterly or monthly in advance. We may enter into arrangements where fees are billed in arrears and where fees are billed on a monthly (or other periodic) basis. The manner in which a client's fees are charged will be described in the client's advisory contract. Typically, fees are charged as a percentage of assets under management and are calculated at the beginning of each calendar quarter or month (as applicable) based on the value of the assets at the end of the previous period, including interest accruals, as determined by Prudeo. A fixed fee arrangement is based on a particular dollar amount and is not based upon the client's assets under management.

We will send you an invoice for the payment of our advisory fee, or we will deduct our fee directly from your account through the qualified custodian holding your funds and securities. We will deduct our advisory fee only when you have given our firm written authorization permitting the fees to be paid directly from your account. Further, the qualified custodian will deliver an account statement to you at least quarterly. These account statements will show all disbursements from your account. The client is responsible for reviewing fee deductions shown on account statements and informing us of any suspected errors. Advisory fees for accounts opened on a day other than the first day of the calendar quarter (or month, if applicable) period or closed on a day other than the last business day of the calendar quarter (or month, if applicable) will be prorated based on the number of days remaining in the period. Upon termination of any account, any prepaid, unearned fees will be refunded, and any earned, unpaid fees will be due and payable. Advisory fees are payable within 10 days of being invoiced.

Limited Negotiability of Advisory Fees: Fees are negotiable, and we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs will be considered in determining the fee schedule. These include the complexity of the client's financial situation, assets to be placed under management, anticipated future assets, related accounts, portfolio style, account composition, and reports, among other factors. The specific annual flat fee or tiered schedule will be identified in the contract between the adviser and each client.

PENSION CONSULTING FEES

Our fees for Pension Consulting Services are based on an annual percentage of assets under advisement and are either a flat fee or a tiered fee schedule up to 1%.

Plan sponsors are invoiced in advance at the beginning of each calendar quarter.

PARTICIPANT ACCOUNT MANAGEMENT FEES

Our annual fees for Portfolio Management Services are based upon a percentage of assets under management and are either a flat fee or a tiered fee schedule up to 1%.

Clients participating in the Pontera platform will be required to sign an Investment Advisory Agreement. This Fee will be charged quarterly in advance and in certain instances, monthly in advance. The Fee will be assessed and payable each billing period, in advance, based on the balance of Client's managed assets as of the prior quarter-end, in accordance with the fee schedule listed in Schedule B of the Investment Advisory Agreement. If we only manage your assets for part of a quarter, the charge will be prorated.

Investment management fees are generally directly debited from client accounts. The exception for this is directly managed held-away accounts, such as 401(k)s. As it is impossible to directly debit the fees from these accounts, these fees will be assigned to a client's accounts on a pro-rata basis. If the client does not have a taxable or non-taxable account, those fees will be billed directly to the client. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee based on the amount of time remaining in the billing period. An account may be terminated with written notice at least 30 calendar days in advance.

FINANCIAL PLANNING FEES

Prudeos' Financial Planning Services fee will be determined based on the nature of the services being provided and the complexity of each client's circumstances.

All fees are agreed upon prior to entering into a contract with any client.

Our Financial Planning Services fees are calculated and charged on an hourly basis, ranging from **\$150.00** to **\$300.00** per hour, which is negotiable depending on the scope and complexity of the plan, your situation, and your financial objectives. An estimate of the total time/cost will be determined at the start of the advisory relationship. In limited circumstances, the cost/time could potentially exceed the initial estimate. In such cases, we will notify you and request that you approve the additional fee. We also offer advice on single subject financial planning/general consulting services at the same hourly rate. Our financial planning fees are payable on completion of the contracted services. The client will be billed after the delivery of the financial services and presentation of the financial plan or projections based upon the services elected by the client. We will not require prepayment of a fee more than six months in advance and in excess of \$1,200.

ADDITIONS AND WITHDRAWALS

Unless this Brochure is provided at least 48 hours prior to the signing of an Investment Advisory Agreement, clients may terminate within 5 days of the signing of an Investment Advisory Agreement without penalty. A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice. As disclosed above, certain fees are paid in advance of services provided. Upon termination of any account, any prepaid, unearned fees will be promptly refunded. In calculating a client's reimbursement of fees, we will pro rate the reimbursement according to the number of days remaining in the billing period.

ADDITIONAL FEES AND EXPENSES

All fees paid to Prudeo for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without 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.

In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker-dealer with which an independent investment manager effects transactions for the client's account(s).

Clients should note that similar advisory services may be available from other investment advisers for similar or lower fees.

Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

FEE DISCRETION

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

ERISA ACCOUNTS

ERISA Accounts: Prudeo is deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA").

As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, Prudeo may only charge fees for investment advice about products for which our firm and/or our related persons do not receive any commissions or 12b-1 fees.

COMPENSATION FOR THE SALE OF SECURITIES OR OTHER INVESTMENT PRODUCTS

Certain persons providing investment advice on behalf of the Firm are also registered representatives of a broker dealer. The Firm's only compensation is received directly from you, our client; however, in their capacity as registered representatives, these persons receive commission-based compensation in connection with the purchase and sale of securities. Compensation earned by these persons in their capacities as registered representatives is separate and could be in addition to our advisory fees. This practice presents a conflict of interest because persons providing investment advice on behalf of Prudeo, who are registered representatives, could have an incentive to effect securities transactions for the purpose of generating commissions. You are under no obligation, contractually or otherwise, to purchase securities products through any person affiliated with our firm.

Additionally, certain persons providing investment advice on behalf of Prudeo are licensed as independent insurance agents. These persons will earn customary commission-based compensation for selling insurance products, including insurance products they sell to you. Insurance commissions earned by these persons are separate and in addition to our advisory fees. This practice presents a conflict of interest because persons providing investment advice on behalf of our firm who are insurance agents could have an incentive to recommend insurance products to you for the purpose of generating commissions. However, you are under no obligation, contractually or otherwise, to purchase insurance products through any person affiliated with Prudeo.

To fully understand both of these potential conflicts, you should review the additional information provided by your Advisor (the "Advisor Brochure") which will advise if your Advisor serves in either of these roles. You are also encouraged to ask your Advisor about these potential licenses and registrations and potential conflicts.

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

Prudeo does not charge performance-based fees.

Item 7 Types of Clients

Prudeo provides advisory services to the following types of clients:

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

As a condition for starting and maintaining an investment management relationship, Prudeo imposes a minimum portfolio value of \$250,000 for portfolio management services. Prudeo will, in its sole discretion, accept clients with smaller portfolios based upon certain criteria, including anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, and pro bono activities. Prudeo only accepts clients with less than the minimum portfolio size if we determine the smaller portfolio size will not cause a substantial increase of investment risk beyond the client's identified risk tolerance. may aggregate the portfolio of family members to meet the minimum portfolio size.

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

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

METHODS OF ANALYSIS

Asset Allocation. Rather than focusing primarily on securities selection, we attempt to identify an appropriate ratio of securities, fixed income, 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, fixed income, 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. We look at the experience and track record of the manager of the mutual fund or ETF in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions.

We also look 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 fund(s) in the client's portfolio. We also monitor the funds or ETFs in an attempt to determine if they are continuing to follow their stated investment strategy.

A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as 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.

Mutual funds and exchange-traded funds ("ETF") are professionally managed collective investment systems that pool money from many investors and invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities, or any combination thereof. The fund will have a manager that trades the fund's investments in accordance with the fund's investment objective. While mutual funds and ETFs generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small cap or speculative companies, uses leverage (i.e., borrows money) to a significant degree, or concentrates in a particular type of security (i.e., equities) rather than balancing the fund with different types of securities. ETFs differ from mutual funds since they can be bought and sold throughout the day like stock and their price can fluctuate throughout the day. The returns on mutual funds and ETFs can be reduced by the costs to manage the funds. Also, while some mutual funds are "no load" and charge no fee to buy into, or sell out of, the fund, other types of mutual funds do charge such fees which can also reduce returns. Mutual funds can also be "closed end" or "open end". So-called "open end" mutual funds continue to allow in new investors indefinitely whereas "closed end" funds have a fixed number of shares to sell which can limit their availability to new investors.

ETFs may have tracking error risks. For example, the ETF investment adviser may not be able to cause the ETF's performance to match that of its Underlying Index or other benchmark, which may negatively affect the ETF's performance. In addition, for leveraged and inverse ETFs that seek to track

the performance of their Underlying Indices or benchmarks on a daily basis, mathematical compounding may prevent the ETF from correlating with performance of its benchmark. In addition, an ETF may not have investment exposure to all of the securities included in its Underlying Index, or its weighting of investment exposure to such securities may vary from that of the Underlying Index. Some ETFs may invest in securities or financial instruments that are not included in the Underlying Index, but which are expected to yield similar performance.

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 use 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:

Long-term purchases. We 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.

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. Additionally, a risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantages 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 in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase.

A short-term purchase strategy poses risks should the anticipated price swing not materialize; we are then left with the option of having a long-term investment in a security that was designed to be a short-term purchase, or potentially taking a loss.

In addition, this strategy involves more frequent trading than does a longer-term strategy and will result in increased brokerage and other transaction related costs, as well as less favorable tax treatment of short-term capital gains.

Options. Options carry no guarantees, and there is a possibility of losing the entire principal invested, and sometimes more. As an options holder, clients risk the entire amount of the premium paid. Options writers may face unlimited potential loss, for example, with an uncovered call, since there is no cap on how high a stock price can rise. Options on securities may also be subject to greater fluctuations in value than an investment in the underlying securities. Purchasing and writing put and call options are highly specialized activities and entail greater than ordinary investment risks.

Tax Considerations

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 management of your assets. Regardless of your account size or any other factors, we strongly recommend that you consult with a tax professional regarding the investing of your assets.

Custodians and broker-dealers must report the cost basis of equities acquired in client accounts. Your custodian will default to the First-In First-Out ("FIFO") accounting method for calculating the cost basis of your investments. You are responsible for contacting your tax advisor to determine if this accounting method is the right choice for you. If your tax advisor believes another accounting method is more advantageous, provide written notice to our firm immediately and we will alert your account custodian of your individually selected accounting method. Decisions about cost basis accounting methods will need to be made before trades settle, as the cost basis method cannot be changed after settlement.

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.

Other Risk Considerations

When evaluating risk, financial loss may be viewed differently by each client and may depend on many different risks, each of which may affect the probability and magnitude of any potential losses. The following risks may not be all-inclusive but should be considered carefully by a prospective client before retaining our services.

Liquidity Risk: The risk of being unable to sell your investment at a fair price at a given time due to high volatility or lack of active liquid markets. You may receive a lower price, or it may not be possible to sell the investment at all.

Credit Risk: Credit risk typically applies to debt investments such as corporate, municipal, and sovereign fixed income or bonds. A bond issuing entity can experience a credit event that could impair or erase the value of an issuer's securities held by a client.

Inflation and Interest Rate Risk: Security prices and portfolio returns will likely vary in response to changes in inflation and interest rates. Inflation causes the value of future dollars to be worth less and may reduce the purchasing power of a client's future interest payments and principal. Inflation also generally leads to higher interest rates which may cause the value of many types of fixed income investments to decline.

Time Horizon and Longevity Risk: The risk that your investment horizon is shortened because of an unforeseen event, for example, the loss of your job. This may force you to sell investments that you were expecting to hold for the long term. If you must sell at a time that the markets are down, you may lose money. Longevity Risk is the risk of outliving your savings. This risk is particularly relevant for people who are retired or are nearing retirement.

TYPES OF INVESTMENTS

Money Market Funds: A money market fund is technically a security. The fund managers attempt to keep the share price constant at \$1/share. However, there is no guarantee that the share price will stay at \$1/share. If the share price goes down, you can lose some or all of your principal. The U.S. Securities and Exchange Commission ("SEC") notes that "While investor losses in money market funds have been rare, they are possible." In return for this risk, you should earn a greater return on your cash than you would expect from a Federal Deposit Insurance Corporation ("FDIC") insured savings account (money market funds are not FDIC insured). Next, money market fund rates are variable. In other words, you do not know how much you will earn on your investment next month. The rate could go up or go down. If it goes up, that may result in a positive outcome. However, if it goes down and you earn less than you expected to earn, you may end up needing more cash. A final risk you are taking with money market funds has to do with inflation. Because money market funds are considered to be safer than other investments like stocks, long-term average returns on money market funds tends to be less than long-term average returns on riskier investments. Over long periods of time, inflation can eat away at your returns.

Municipal Securities: Municipal securities, while generally thought of as safe, can have significant risks associated with them including, but not limited to: the credit worthiness of the governmental entity that issues the bond; the stability of the revenue stream that is used to pay the interest to the bondholders; when the bond is due to mature; and, whether or not the bond can be "called" prior to maturity. When a bond is called, it may not be possible to replace it with a bond of equal character paying the same amount of interest or yield to maturity.

Bonds: Corporate debt securities (or "bonds") are typically safer investments than equity securities, but their risk can also vary widely based on the financial health of the issuer; the risk that the issuer might default; when the bond is set to mature; and, whether or not the bond can be "called" prior to maturity. When a bond is called, it may not be possible to replace it with a bond of equal character paying the same rate of return.

Stocks: There are numerous ways of measuring the risk of equity securities (also known simply as "equities" or "stock"). In very broad terms, the value of a stock depends on the financial health of the company issuing it. However, stock prices can be affected by many other factors including, but not limited to the class of stock (for example, preferred or common); the health of the market sector of the issuing company; and the overall health of the economy. In general, larger, better-established companies ("large cap") tend to be safer than smaller start-up companies ("small cap") are but the mere size of an issuer is not, by itself, an indicator of the safety of the investment.

Fixed Annuity: A fixed annuity is a tax-deferred long-term insurance product that promises a minimum rate of interest while your account is growing. The insurance company also guarantees that the periodic payment will be for a set amount for a fixed period, such as 20 years, or an indefinite period, such as your lifetime. Annuities have benefits such as principal protection and lifetime income and beneficiary protection. Earnings can be limited based on the annuity contract and fees associated with an annuity can be more expensive than investing in other investment products. Annuity benefits are provided through an insurance company so are subject to the insurance company existing in order to provide income long-term.

Fixed Index Annuity: A fixed indexed annuity is a tax-deferred, long-term savings option that provides principal protection in a down market and opportunity for growth. It gives you more growth potential than a fixed annuity along with less risk and less potential return than a variable annuity. Returns are based on the performance of an underlying index, such as the S&P 500® Composite Stock Price Index, a collection of 500 stocks intended to provide an opportunity for diversification and represent a

broad segment of the market. While the benchmark index does follow the market, as an investor, your money is never directly exposed to the stock market. Earnings can be limited based on the annuity contract and fees associated with an annuity can be more expensive than investing in other investment products. Annuity benefits are provided through an insurance company so are subject to the insurance company existing in order to provide income long-term.

Variable Annuities: A variable annuity is a form of insurance where the seller or issuer (typically an insurance company) makes a series of future payments to a buyer (annuitant) in exchange for the immediate payment of a lump sum (single-payment annuity) or a series of regular payments (regular-payment annuity). The payment stream from the issuer to the annuitant has an unknown duration based principally upon the date of death of the annuitant. At this point, the contract will terminate, and the remainder of the funds accumulated forfeited unless there are other annuitants or beneficiaries in the contract. Annuities can be purchased to provide an income during retirement. Unlike fixed annuities that make payments in fixed amounts or in amounts that increase by a fixed percentage, variable annuities, pay amounts that vary according to the performance of a specified set of investments, typically bond and equity mutual funds. Many variable annuities typically impose asset-based sales charges or surrender charges for withdrawals within a specified period. Variable annuities may impose a variety of fees and expenses, in addition to sales and surrender charges, such as mortality and expense risk charges; administrative fees; underlying fund expenses; and charges for special features, all of which can reduce the return. Earnings in a variable annuity do not provide all the tax advantages of 401(k)s and other before-tax retirement plans. Once the investor starts withdrawing money from their variable annuity, earnings are taxed at the ordinary income rate, rather than at the lower capital gains rates applied to other non-tax-deferred vehicles which are held for more than one year. Proceeds of most variable annuities do not receive a "step-up" in cost basis when the owner dies like stocks, bonds and mutual funds do. Some variable annuities offer "bonus credits." These are usually not free. In order to fund them, insurance companies typically impose mortality and expense charges and surrender charge periods. In an exchange of an existing annuity for a new annuity (so-called 1035 exchanges), the new variable annuity may have a lower contract value and a smaller death benefit; may impose new surrender charges or increase the period of time for which the surrender charge applies; may have higher annual fees; and provide another commission for the broker.

Real Estate Investment Trust: A real estate investment trust ("REIT") is a corporate entity which invests in real estate and/or engages in real estate financing. A REIT reduces or eliminates corporate income taxes. REITs can be publicly or privately held. Public REITs may be listed on public stock exchanges. REITs are required to declare 90% of their taxable income as dividends, but they actually pay dividends out of funds from operations, so cash flow has to be strong or the REIT must either dip into reserves, borrow to pay dividends, or distribute them in stock (which causes dilution). After 2012, the IRS stopped permitting stock dividends. Most REITs must refinance or erase large balloon debts periodically. The credit markets are no longer frozen, but banks are demanding, and getting, harsher terms to re-extend REIT debt. Some REITs may be forced to make secondary stock offerings to repay debt, which will lead to additional dilution of the stockholders. Fluctuations in the real estate market can affect the REIT's value and dividends.

Structured Products: A structured product, also known as a market-linked product, is generally a pre-packaged investment strategy based on derivatives, such as a single security, a basket of securities, options, indices, commodities, debt issuances, and/or foreign currencies, and to a lesser extent, swaps. Structured products are usually issued by investment banks or affiliates thereof. They have a fixed maturity and have two components: a note and a derivative. The derivative component is often an option. The note provides for periodic interest payments to the investor at a predetermined rate, and the derivative component provides for the payment at maturity. Some products use the derivative component as a put option written by the investor that gives the buyer of the put option the right to sell to the investor the security or securities at a predetermined price. Other products use the derivative

component to provide for a call option written by the investor that gives the buyer of the call option the right to buy the security or securities from the investor at a predetermined price. A feature of some structured products is a "principal guarantee" function, which offers protection of principal if held to maturity. However, these products are not always Federal Deposit Insurance Corporation insured; they may only be insured by the issuer, and thus have the potential for loss of principal in the case of a liquidity crisis, or other solvency problems with the issuing company. Investing in structured products involves a number of risks including but not limited to fluctuations in the price, level or yield of underlying instruments, interest rates, currency values and credit quality; substantial loss of principal; limits on participation in any appreciation of the underlying instrument; limited liquidity; credit risk of the issuer; conflicts of interest; and other events that are difficult to predict.

Alternative Investments: Alternative investment products, including real estate investments, notes, debentures, hedge funds and private equity involve a high degree of risk, often engage in leveraging and other speculative investment practices that may increase the risk of investment loss, can be highly illiquid, are not required to provide periodic pricing or valuation information to investors, may involve complex tax structures and delays in distributing important tax information, are not subject to the same regulatory requirements as mutual funds, often charge high fees which may offset any trading profits, and, in many cases, the underlying investments are not transparent and are known only to the investment manager. Alternative investment performance can be volatile. An investor could lose all or a substantial amount of the investment. Often, alternative investment funds and account managers have total trading authority over their funds or accounts; the use of a single advisor applying generally similar trading programs could mean lack of diversification and, consequently, higher risk. There is often no secondary market for an investor's interest in alternative investments, and none is expected to develop. There may be restrictions on transferring interests in any alternative investment. Alternative investment products often execute a substantial portion of their trades on non-U.S. exchanges. Investing in foreign markets may entail risks that differ from those associated with investments in U.S. markets. Additionally, alternative investments often entail commodity trading, which involves substantial risk of loss.

Item 9 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.

Item 10 Other Financial Industry Activities and Affiliations

Horizon Investments LLC

Prudeo may recommend that clients invest in mutual funds sponsored by Horizon Investments LLC ("Horizon"). Prudeo receives certain benefits from our firm's relationship with Horizon. For example, Horizon provides certain industry and securities research to us at no cost. Also, certain employees of Horizon may attend our firm's investment committee meetings where they present such research and provide other consulting services in connection with such meetings. While consistent with our fiduciary duties, we select portfolio investments for clients without taking into account the benefits we receive from Horizon. Each of the foregoing benefits may create conflicts of interests because they incentivize selection of Horizon funds over other investment companies.

Licensed Insurance Agents and Registered Representatives

Certain persons of our firm are licensed as independent insurance agents and/or registered representatives. See Item 5 above for more details.

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

The Firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees to remain in compliance with applicable federal securities laws.

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

Prudeo's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity. Employees are also required to report any violations of our Code of Ethics.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to ssutton@prudeo.com, or by calling us at 803-739-6311.

Participation or Interest in Client Transactions

At present, the Firm does not offer any investments in which our members, our representatives or any person related to us, has a partnership, or acts as a general partner and we do not offer proprietary investments.

Personal Trading Practices

Prudeo and individuals associated with our firm are prohibited from engaging in principal transactions and agency cross transactions.

We may buy or sell for our personal accounts, securities identical to or different from those recommended to our clients. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client. A conflict of interest exists because we have the *ability to trade ahead of you* and potentially receive more favorable prices than you will receive. To eliminate this conflict of interest, it is our policy that neither Prudeo or our employees shall have priority over your account in the purchase or sale of securities. We may not purchase or sell any security prior to a transaction(s) being implemented for an advisory account, thereby preventing such employee(s) from benefiting from transactions placed on behalf of advisory accounts.

To eliminate this conflict of interest, it is our policy that neither Prudeo or our employees shall have priority over a client's account in the purchase or sale of securities. In addition, employee trades are reviewed by the Chief Compliance Officer. Our Code of Ethics also provides for oversight, enforcement, and recordkeeping provisions.

Item 12 Brokerage Practices

While you are free to choose any broker-dealer or other service provider, we recommend that you establish an account with a brokerage firm with which we have an existing relationship. Prudeo generally recommends that clients utilize the custody, brokerage and clearing services of TD Ameritrade Institutional, a division of TD Ameritrade, Inc (“TD Ameritrade”) Member FINRA & SIPC, Axos Advisor Services (“Axos”), offered by Axos Clearing LLC, Member FINRA & SIPC and/or Charles Schwab & Co., Inc. through its Schwab Advisor Services division (“Schwab”) Member SIPC (the Custodians”).

The Custodians offer services to independent investment advisers which include custody of securities, trade execution, clearance, and settlement of transactions. The Custodians can charge commissions and other transaction fees for effecting certain securities transactions. Any commissions and transaction fees charged by each Custodian may vary and may also be higher or lower than those charged by other custodians and broker-dealers.

Consistent with obtaining best execution, brokerage transactions are directed to certain broker/dealers (the Custodian chosen by the client unless we are directed otherwise as described below) in return for investment research products and/or services which assist Prudeo in its investment decision-making process. Such research generally will be used to service all of the Prudeo’s clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client’s portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because Prudeo does not have to produce or pay for the products or services.

Best Execution

To the extent that our Custodians charge commissions, the commissions paid by Prudeo’s clients to any of our Custodians comply with our duty to obtain “best execution.” Clients may pay commissions that are higher than another qualified Financial Institutions might charge to affect the same transaction where Prudeo determines that the commissions are reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a Financial Institution’s services, including among others, the value of research provided, execution capability, commission rates and responsiveness. Prudeo seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

Prudeo requires that it be provided with written authority to determine the broker-dealer to use for client transactions. You may direct us in writing to use a particular broker-dealer to execute some or all of the transactions for your account. If you do so, you are responsible for negotiating the terms and arrangements for the account with that broker-dealer. We may not be able to negotiate commissions, obtain volume discounts, or best execution. In addition, under these circumstances a difference in commission charges may exist between the commissions charged to clients who direct us to use a particular broker or dealer and other clients who do not direct us to use a particular broker or dealer.

Clients must include any limitations on this discretionary authority in this written authority statement. Clients may change/amend these limitations as required. Such amendments must be provided to us in writing.

Prudeo periodically and systematically reviews its policies and procedures regarding its recommendation of Custodians in light of its duty to obtain best execution.

Economic Benefits

As a registered investment adviser, we have access to the institutional or investment platform for each custodian. We receive economic benefits through the Custodians that are typically not available to retail investors. These benefits include but are not limited to the following products and services (provided without cost or at a discount): financial publications, 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); and other products or services that provide lawful and appropriate assistance to our firm in the performance of our investment decision-making responsibilities. Such research products and services are provided to all investment advisers that utilize the institutional services platforms of the Custodians and are not considered to be paid for with soft dollars. However, you should be aware that the commissions charged by a particular broker for a particular transaction or set of transactions may be greater than the amounts another broker who did not provide research services or products might charge.

Some of the products and services made available by the Custodians may benefit the Firm 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 the Custodian. Other services made available are intended to help us manage and further develop our business enterprise. The benefits received by Prudeo through participation in the program do not depend on the amount of brokerage transactions directed to each Custodian.

Clients should be aware, however, that the receipt of economic benefits by Prudeo or our Investment Advisors in and of itself creates a potential conflict of interest and may indirectly influence Prudeo's choice of TD Ameritrade for custody and brokerage services.

Prudeo does not have any formal soft dollar agreements.

Directed Brokerage

Generally, any transactions in your account will be routed through the Custodian responsible for that account. In limited circumstances and at our sole discretion you can instruct us to use one or more particular brokers for the transactions in your accounts. If you want to direct us to use a particular broker, you should understand that this practice prevents us from aggregating trades with other orders and limits our ability to achieve the best combination of price and execution. Thus, when directing brokerage business, you should consider whether the commission expenses, execution, clearance, and settlement capabilities that they will obtain through your broker are adequately favorable in comparison to those that we would otherwise obtain for our clients.

Aggregated Trades

Transactions for each client generally will be affected independently unless we decide to purchase or sell the same securities for several clients at approximately the same time. We may, but are not obligated to, combine multiple orders for shares of the same securities purchased for advisory accounts we manage (this practice is commonly referred to as "aggregated trading"). We will then distribute a portion of the shares to participating accounts in a fair and equitable manner. Generally, participating accounts will pay a fixed transaction cost regardless of the number of shares transacted.

In certain cases, each participating account pays an average price per share for all transactions and pays a proportionate share of all transaction costs on any given day. In the event an order is only partially filled, the shares will be allocated to participating accounts in a fair and equitable manner, typically in proportion to the size of each client's order. Accounts owned by our firm or persons associated with our firm may participate in aggregated trading with your accounts; however, they will not be given preferential treatment.

Consequently, when we do not aggregate client trades, certain client trades may be executed before others, at a different price and/or commission rate. Additionally, our clients may not receive volume discounts available to advisers who block client trades.

Mutual Fund Share Classes

Mutual funds are sold with different share classes, which carry different cost structures. Each available share class is described in the mutual fund's prospectus. When we purchase, or recommend the purchase of, mutual funds for a client, we select the share class that is deemed to be in the client's best interest, taking into consideration cost, tax implications, and other factors. When the fund is available for purchase at net asset value, we will purchase, or recommend the purchase of, the fund at net asset value. We also review the mutual funds held in accounts that come under our management to determine whether a more beneficial share class is available, considering cost, tax implications, and the impact of contingent deferred sales charges.

Trade Errors

In the event a trading error occurs in your account, our policy is to restore your account to the position it should have been in had the trading error not occurred. Depending on the circumstances, corrective actions may include canceling the trade, adjusting an allocation, and/or reimbursing the account.

Item 13 Review of Accounts

PORTFOLIO MANAGEMENT SERVICES

Prudeo will regularly monitor the investments in client's account and will provide at least an annual review of the account holdings for all clients. Client's accounts are reviewed for consistency with the client's investment strategy and objectives, compliance with investment restrictions provided by the client, asset allocation, risk tolerance and performance relative to the appropriate benchmark. More frequent reviews may be triggered by changes in a client personal, tax or financial status.

Client will receive a quarterly report from Prudeo in addition to the statements received directly from the custodian. The reports will be available to clients either online or will be included with the custodian statements.

PENSION CONSULTING SERVICES

Prudeo will review the investments options for the qualified plans according to the agreed upon time intervals and will assist in enrollment meetings if requested by the participant. Qualified plans assets are monitored and reviewed on a regular basis and the review process will be provided to the plan sponsor.

We will provide an additional service for accounts not directly held in our custody, but where we do have discretion, and may leverage an Order Management System to implement tax-efficient asset

location and opportunistic rebalancing strategies on behalf of the client. These are primarily 401(k) accounts, HSAs, and other assets we do not custody. We regularly review the available investment options in these accounts, monitor them, and rebalance and implement our strategies in the same way we do other accounts, though using different tools as necessary.

Clients that invest in a SIMPLE IRA plan, offered through their employer, will not receive the same services as Portfolio Management Services and Pension Consulting Services. Prudeo will work with the employer to select an appropriate SIMPLE IRA platform and investments to offer to its employees and will monitor the investments offered through the SIMPLE plan but will not regularly monitor the investments in each participant's account on an on-going basis and will not provide annual review of the account holdings for all participants.

FINANCIAL PLANNING SERVICES

While reviews may occur at different stages depending on the nature and terms of the specific engagement, typically no formal reviews will be conducted for Financial Planning clients unless otherwise contracted for.

Financial Planning clients will receive a completed financial plan. Additional reports will not typically be provided unless otherwise contracted for. Clients elected to receive financial planning as part of our portfolio management services are generally, not provided a written financial plan. While we discuss the plan with the client, we do not provide the client with a formal written plan unless requested.

Item 14 Client Referrals and Other Compensation

Prudeo has entered into arrangements with individuals or entities (the "Promoter") under which the Promoter will refer potential clients to us for investment advisory services. In turn, we will agree to pay a referral fee to the Promoter. In order to receive a referral fee from our firm, Promoters must comply with the requirements of the jurisdictions in which they operate. If you become a client, the Promoter that referred you to us will receive a percentage of the advisory fee you pay us for as long as you are a client with Prudeo. Referral fees paid to a Promoter are contingent upon you entering into an advisory agreement with us. Therefore, a Promoter has a financial incentive to recommend our firm to you for advisory services. Comparable services and/or lower fees can be available through other firms.

In the past, Prudeo has received client referrals through its participation in the TD Ameritrade AdvisorDirect Program. Prudeo no longer receives referrals through this program but continues to pay TD Ameritrade, on an on-going basis a percentage (not to exceed 25%) of the advisory fee paid to Prudeo for each successful client referral that was received. Prudeo will also pay a percentage on any advisory fees received by the Firm from any of a referred client's immediate family members or any other family member who resided with the referred client and hired by Prudeo on the recommendation of such referred client. The Firm's previous participation in AdvisorDirect does not diminish its duty to seek best execution of trades for client accounts. For additional information, please refer to the TD Ameritrade AdvisorDirect Disclosure and Acknowledgment Form.

The Firm will not charge referred clients any fees or costs higher than its standard fee schedule offered to its clients.

Item 15 Custody

We previously disclosed in the "Fees and Compensation" section (Item 5) of this Brochure that our firm

directly debits advisory fees from client accounts. Our ability to directly debit advisory fees from client accounts causes us to exercise limited custody over client accounts, however your accounts will always be held with an independent qualified custodian, and we do not have physical custody of client accounts.

As part of the billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period.

Because the custodian does not always calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things.

Item 16 Investment Discretion

Discretionary

Generally, clients hire us to provide discretionary asset management services, in which case we place trades in a client's account without contacting the client prior to each trade to obtain the client's permission.

Our discretionary authority includes the ability to do the following without contacting the client to determine:

- The securities to buy or sell;
- The amount of securities to buy or sell
- When transactions are made

Clients give us discretionary authority when they sign a discretionary agreement with our firm and may limit this authority by giving us written instructions. Clients may also change/amend such limitations by providing us with written instructions.

Non-Discretionary

If a client decides to grant us trading authorization on a non-discretionary basis, is required to contact the client before implementing changes in their account. Therefore, the client will be contacted and required to accept or reject 's investment recommendations including:

- The security being recommended
- The number of shares or units
- Whether to buy or sell

Once the above factors are agreed upon, Prudeo will be responsible for making decisions regarding the timing of buying or selling an investment and the price at which the investment is bought or sold. If a client's accounts are managed on a non-discretionary basis and we are unable to reach the client or the client is slow to respond to our request, such a delay can have an adverse impact on the timing of trade implementations and may not achieve the same execution price.

Item 17 Voting Client Securities

As a matter of firm policy, we do not vote proxies on behalf of our clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in their accounts. All proxy notices are forwarded directly to our clients by the account custodians. Within our written agreements, proxy voting responsibility remains specifically with the client.

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

Item 18 Financial Information

Prudeo has no financial commitment or condition that impairs its ability to meet contractual and fiduciary obligations to clients. Prudeo nor its principals have been the subject of a bankruptcy proceeding.

A balance sheet is not required to be provided because we do not serve as custodian for client funds or securities, and we do not require or solicit payment of fees in excess of \$1,200 per client more than six months in advance of services rendered.