

SOURCE FINANCIAL ADVISORS, LLC

Brochure Dated March 30, 2023

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This brochure provides information about the qualifications and business practices of Source Financial Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at (212) 273-0409. 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 Source Financial Advisors, LLC also is available on the SEC's website at www.adviserinfo.sec.gov. Source Financial Advisors, LLC's CRD number is 164825.

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

Item 2 Summary of Material Changes

- Source has designated a new Chief Compliance Officer, Megan Benner.
- Our firm has fully repaid our note to Dynasty Financial Partners that directed a percentage of the revenue generated by Source to Dynasty Financial Partners.

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Item 4 Advisory Business

- A. Source Financial Advisors, LLC (“Source”) is a limited liability company formed on June 29, 2012, in the State of New York. Source became registered as an Investment Adviser Firm in July 2012. Source is principally owned by Michelle Smith. Ms. Smith is also Source’s Managing Member. Source is a fiduciary and is required to act in a client’s best interest at all times.
- B. As discussed below, Source offers to its clients (individuals, business entities, pension and profit-sharing plans, trusts, estates and charitable organizations, etc.) investment advisory services, and, to the extent specifically requested by a client, financial planning and related consulting services.

INVESTMENT ADVISORY SERVICES

The client can determine to engage Source to provide discretionary and/or non-discretionary investment advisory services on a *fee* basis. Source’s annual investment advisory fee is based upon a percentage (%) of the market value of the assets placed under Source’s management, generally between negotiable and 1.00%. Source may impose a minimum fee of \$5,000 per quarter and, in its sole discretion, may negotiate to waive its stated account minimum fee or to reduce any fee.

Source's annual investment advisory fee shall include investment advisory services, and, to the extent specifically requested by the client, financial planning, and consulting services. In the event that the client requires extraordinary planning and/or consultation services (to be determined in the sole discretion of Source), Source may determine to charge for such additional services, the dollar amount of which shall be set forth in a separate written notice to the client.

Source has entered into a contractual relationship with Dynasty Financial Partners, LLC (“Dynasty”), which provides Source with operational and back-office support including access to a network of service providers. Through the Dynasty network of service providers, Source receives preferred pricing on trading technology, reporting, custody, brokerage, compliance, and other related services. Dynasty charges a “Platform Fee,” for which, unless otherwise disclosed, the client will be charged, separate from and in addition to such client’s annual investment management fee, as described in Item 5. In addition, Dynasty’s subsidiary, Dynasty Wealth Management, LLC (“DWM”) is an SEC registered investment adviser, that provides access to a range of investment services including: separately managed accounts (“SMA”), mutual fund and ETF asset allocation strategies, and unified managed accounts (“UMA”) managed by external third-party managers (collectively, the “Investment Programs”). Source and its clients may separately engage the services of Dynasty and/or its subsidiaries to access the Investment Programs. Under the SMA and UMA programs, Source will maintain the ability to select the specific, underlying third party managers that will, in turn, have day-to-day discretionary trading authority over the requisite client assets.

DWM sponsors an investment management platform (the “Platform” or the “TAMP”) that is available to the advisers in the Dynasty Network, such as Source. Through the Platform, DWM and Dynasty collectively provide certain technology, administrative, operations and advisory support services that allow advisers to manage their own portfolios and access independent third-party managers that provide discretionary services in the form of traditional managed accounts and investment models. Advisers can allocate all or a portion of client assets among the different independent third-party managers via the Platform. Advisers may also use the model management feature of the TAMP by creating their own asset allocation model and underlying investments that comprise the model. Through the model management feature, advisers may be able to outsource the implementation of trade orders and periodic rebalancing of the model when needed.

Source will maintain the direct contractual relationship with each client and obtain, through such agreements, the authority to engage independent third-party managers, DWM and/or Dynasty, as applicable, for services rendered through the Platform in service of such client. Source may delegate discretionary trading authority to DWM and/or independent third-party managers to effect investment and reinvestment of client assets with the ability to buy, sell or otherwise effect investment transactions and allocate client assets. If a client is participating in certain Investment Programs, DWM or the designated manager, as applicable, is also authorized without prior consultation of Source or the client to buy, sell, trade, or allocate such client's assets in accordance with the client's designated portfolio and to deliver instructions to the designated broker-dealer and/or custodian of such client's assets.

Additionally, Source uses DWM's customized portfolio solutions, which are offered to investment advisers through its Outsourced Chief Investment Officer Program (the "OCIO Program"). Through the OCIO Program, DWM provides discretionary investment management services through its Investment Committee, in concert with research furnished by third party providers. Portfolios are constructed, implemented, and monitored through an institutional due diligence program that functions at the sub-manager and product level.

We engage Summit Trail Advisors, LLC ("STA"), a registered investment adviser, for non-discretionary investment consulting services. These services include access to STA products, access to STA investment team on market, asset allocation or manager performance, and review of our existing portfolios. It remains our exclusive responsibility to implement any of STA's products.

We also use GeoWealth Management LLC ("GeoWealth") as a platform for certain client relationships. GeoWealth is a registered investment adviser offering trading, model implementation, and other back-office capabilities for us. Trading needs and program enrollment requests are sent to GeoWealth for aggregation, block execution, and allocation to client accounts.

FINANCIAL PLANNING AND CONSULTING SERVICES (STAND-ALONE BASIS)

To the extent specifically requested by a client, Source determines whether to provide financial planning and/or consulting services (including investment and non-investment related matters, including estate planning, insurance planning, etc.) on a stand-alone separate fee basis. Source's planning and consulting fees are negotiable, but generally range from \$5,000 to \$50,000 on a fixed fee basis, depending upon the level and scope of the service(s) required and the professional(s) rendering the service(s). Prior to engaging Source to provide planning or consulting services, clients are generally required to enter into a *Financial Planning and Consulting Agreement* with Source setting forth the terms and conditions of the engagement (including termination), describing the scope of the services to be provided, and the portion of the fee that is due from the client prior to Source commencing services. If requested by the client, Source recommends the services of other professionals for implementation purposes. The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from Source. **Please Note:** If the client engages any such recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional. **Please Also Note:** It remains the client's responsibility to promptly notify Source if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising Source's previous recommendations and/or services.

We offer a personalized, concierge service ("Wife2CFO") that assists divorced women with their transition to financial independence that is typically completed in 12 months. The Wife2CFO program has a list of offerings that include financial planning sessions, certain tools and resources,

customized proprietary schedules along with client appreciation and community events. Such service is also offered in other term lengths and price points to accommodate those women who sign up for the program.

We currently offer a Wife2CFO 8-week online program which has a financial education and literacy-based agenda. The program is comprised of 8 weekly online sessions. The goal of the program is to help participants organize, become educated, and gain the confidence to manage their financial matters and portfolio. This program is offered in a group setting in a webinar environment.

In addition, we also offer a Wife2CFO Flex program which mimics the 8-week online program but at a reduced rate which enables the client to watch pre-recorded videos at their desired pace.

MISCELLANEOUS

Non-Investment Consulting/Implementation Services. To the extent requested by the client, Source *may* provide consulting services regarding non-investment related matters, such as estate planning, tax planning, insurance planning, etc. Neither Source, nor any of its representatives, serves as an attorney or an accountant and no portion of Source's services should be construed as same. To the extent requested by a client, Source may recommend the services of other professionals for certain non-investment implementation purposes (i.e., attorneys, accountants, insurance, etc.). The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from Source. **Please Note:** If the client engages any such recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional. **Please Also Note:** It remains the client's responsibility to promptly notify Source if there is ever any change in his/her/their/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising Source's previous recommendations and/or services.

Please Note: Non-Discretionary Service Limitations. Clients that determine to engage Source on a non-discretionary investment advisory basis **must be willing to accept** that Source cannot effect any account transactions without obtaining prior verbal consent to any such transaction(s) from the client. Thus, in the event of a market correction during which the client is unavailable, Source will be unable to effect any account transactions (as it would for its discretionary clients) **without first obtaining the client's verbal consent.**

Please Note: Inverse/Enhanced Market Strategies. Source *may* utilize long and short mutual funds and/or exchange traded funds that are designed to perform in either an: (1) **inverse relationship** to certain market indices (at a rate of 1 or more times the inverse [opposite] result of the corresponding index) as an investment strategy and/or for the purpose of hedging against downside market risk; and (2) **enhanced relationship** to certain market indices (at a rate of 1 or more times the actual result of the corresponding index) as an investment strategy and/or for the purpose of increasing gains in an advancing market. There can be **no assurance** that any such strategy will prove profitable or successful. In light of these enhanced risks/rewards, a client may direct Source, in writing, not to employ any or all such strategies for his/her/their/its accounts.

Private Investment Funds. Source may provide investment advice regarding unaffiliated private investment funds. Source's role relative to the private investment funds shall be limited to its initial and ongoing due diligence and investment monitoring services. If a client determines to become a private fund investor, the amount of assets invested in the fund(s) shall be included as part of "assets under management" for purposes of Source calculating its investment advisory fee. **Source's clients are under absolutely no obligation to consider or make an investment in a private investment fund(s).**

Please Note: Private investment funds generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency, a complete discussion of which is set forth in each fund's offering documents, which will be provided to each client for review and consideration. Unlike other liquid investments that a client may maintain, private investment funds do not provide daily liquidity or pricing. Each prospective client investor will be required to complete a Subscription Agreement, pursuant to which the client shall establish that he/she is qualified for investment in the fund and acknowledges and accepts the various risk factors that are associated with such an investment.

Please Also Note: Valuation. In the event that Source references private investment funds owned by the client on any supplemental account reports prepared by Source, the value(s) for all such private investment funds shall reflect either the initial purchase and/or the most recent valuation provided by the fund sponsor. If the valuation reflects the initial purchase price (and/or a value as of a previous date), the current value(s) (to the extent ascertainable) could be **significantly more or less** than the original purchase price.

Independent Managers. Source may allocate (and/or recommend that the client allocate) a portion of a client's investment assets among unaffiliated independent investment managers in accordance with the client's designated investment objective(s). In such situations, the *Independent Manager[s]* shall have day-to-day responsibility for the active discretionary management of the allocated assets. Source shall continue to render investment advisory services to the client relative to the ongoing monitoring and review of account performance, asset allocation, and client investment objectives. Factors which Source shall consider in recommending *Independent Manager[s]* include the client's designated investment objective(s), management style, performance, reputation, financial strength, reporting, pricing, and research.

Administrative Services. Source may use third-party providers for the purpose of performing certain administrative services. These providers have been authorized to receive client account information and/or data, including non-public personal information, to facilitate administration and reporting by Source.

Client Obligations. In performing its services, Source shall not be required to verify any information received from the client or from the client's other professionals and is expressly authorized to rely thereon. Moreover, each client is advised that it remains his/her/its responsibility to promptly notify Source if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising Source's previous recommendations and/or services.

Disclosure Statement. A copy of Source's written Brochure as set forth on Part 2A of Form ADV shall be provided to each client prior to, or contemporaneously with, the execution of the *Investment Advisory Agreement* or *Financial Planning and Consulting Agreement*.

- C. Source shall provide investment advisory services specific to the needs of each client. Prior to providing investment advisory services, an investment adviser representative will ascertain each client's investment objective(s). Thereafter, Source shall allocate and/or recommend that the client allocate investment assets consistent with the designated investment objective(s). The client may, at any time, impose reasonable restrictions, in writing, on Source's services.
- D. Source does not participate in a wrap fee program.
- E. As of December 31, 2022, Source had \$448,374,391 in assets under management on a discretionary basis and \$2,282,721 on a non-discretionary basis for a total of \$450,657,113.

Item 5 Fees and Compensation

A.

INVESTMENT ADVISORY SERVICES

If a client determines to engage Source to provide discretionary and/or non-discretionary investment advisory services on a *fee* basis, Source's annual investment advisory fee shall be based upon a percentage (%) of the market value and type of assets placed under Source's management (between negotiable and 1.00%) as follows:

<u>Market Value of Portfolio</u>	<u>Annual fee as % of Assets*</u>
Up to \$5,000,000	1.00
\$5,000,001 to \$10,000,000	0.75
\$10,000,001 to \$15,000,000	0.60
\$15,000,001 to \$20,000,000	0.50
Above \$20,000,000	Negotiable

*Source may impose a minimum fee of \$5,000 per quarter and, in its sole discretion, may negotiate to waive its stated account minimum fee or to reduce any fee.

As discussed above, Source uses Dynasty's TAMP services. TAMP related charges are not included in the investment management fee you pay to Source. You will be charged, separate from and in addition to your investment management fee, any applicable Platform Fees as well as applicable independent manager fees. Source does not receive any portion of the fees paid directly to Dynasty or the service providers made available through its platform, including the independent managers.

Each of the Platform Fee and independent manager fees are determined by the particular program(s) and manager(s) with which your assets are invested and are calculated based upon a percentage of your assets under management, as applicable. The Platform Fee generally ranges from 0 - .50% annually, independent fixed income manager fees generally range from 0 - .90% annually, and independent equity manager fees generally range from 0 – 1.50% annually.

You will note the total fee reflected on your custodial statement will represent the sum of Source's investment management fee, Platform Fee(s) and independent manager fee(s), accordingly. You should review such statements to determine the total amount of fees associated with your requisite investments, and you should review your investment management agreement with Source to determine the investment management fee you pay to us.

As previously indicated, we engage the investment consulting services of STA. STA receives a quarterly fee paid in advance by us. Since we pay a fixed fee to STA and management expenses are based on total assets placed, we have an incentive to recommend STA.

As previously indicated, we also use GeoWealth. GeoWealth shall receive a quarterly fee paid in advance, which is calculated separately for each client. This fee will not exceed 0.50% annually. The fee will be deducted by us directly from your account. We receive a portion of the fees that we pay to GeoWealth depending on the total amount invested. Therefore, we have an incentive to recommend GeoWealth.

FINANCIAL PLANNING AND CONSULTING SERVICES (STAND-ALONE BASIS)

To the extent specifically requested by a client, Source *may* determine to provide financial planning and/or consulting services (including investment and non-investment related matters, including estate planning, insurance planning, etc.) on a stand-alone fee basis. Source's planning and consulting fees are negotiable, but generally range from \$5,000 to \$50,000 on a fixed fee basis, depending upon the level and scope of the service(s) required and the professional(s) rendering the service(s). The Wife2CFO program's fixed fee is within the above referenced range. The fixed fees for Wife2CFO, Planning & Consulting are on a payment schedule – first installment (50%) is due at the time of signing. The remaining 50% is due in month 7 or at the completion of services provided if sooner. The Wife2CFO 8-week and Flex programs cost \$1,999 and \$950 respectively, and payment is due prior to commencement of services.

- B. Clients may elect to have Source's advisory fees deducted from their custodial account. Both Source's *Investment Advisory Agreement* and the custodial/clearing agreement may authorize the custodian to debit the account for the amount of Source's investment advisory fee and to directly remit that management fee to Source in compliance with regulatory procedures. In the limited event that Source bills the client directly, payment is due upon receipt of Source's invoice. Source shall deduct fees and/or bill clients quarterly in advance, based upon the market value of the assets on the last business day of the previous quarter.
- C. As discussed below, unless the client directs otherwise or an individual client's circumstances require, Source shall generally recommend that Fidelity Investments, LLC ("*Fidelity*") serve as the broker-dealer/custodian for client investment management assets. Broker-dealers such as *Fidelity* may charge brokerage commissions and/or transaction fees for effecting certain securities transactions (i.e., transaction fees may be charged for certain no-load mutual funds, commissions may be charged for individual equity and fixed income securities transactions). In addition to Source's investment management fee, brokerage commissions and/or transaction fees, clients will also incur, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g., management fees and other fund expenses). See Item 12 Brokerage Practices for additional disclosures. Independent Manager and Third-Party Provider fees are in addition to the fees for Investment Advisory Services previously discussed in Item 4 Advisory Business.

Our annual investment advisory fee shall be prorated and paid quarterly, in advance, based upon the market value of the assets on the last business day of the previous quarter. Source may impose a minimum fee of \$5,000 per quarter and, in its sole discretion, may negotiate to waive its stated account minimum fee or to reduce any fee based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, etc.).

The *Investment Advisory Agreement* between Source and the client will continue in effect until terminated by either party by written notice in accordance with the terms of the *Investment Advisory Agreement*. Upon termination, Source shall refund the pro-rated portion of the advanced advisory fee paid based upon the number of days remaining in the billing quarter.

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

Neither Source nor any supervised person of Source accepts performance-based fees.

Item 7 Types of Clients

Source's clients shall generally include individuals, business entities, pension, and profit-sharing plans, trusts, estates, and charitable organizations. Source may impose a minimum fee of \$5,000

per quarter and, in its sole discretion, may negotiate to waive its stated account minimum fee or to reduce any fee based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, etc.).

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

A. Source may utilize the following methods of security analysis:

- Fundamental - (analysis performed on historical and present data, with the goal of making financial forecasts)
- Technical – (analysis performed on historical and present data, focusing on price and trade volume, to forecast the direction of prices)
- Cyclical – (analysis performed on historical relationships between price and market trends, to forecast the direction of prices)

Source may utilize the following investment strategies when implementing investment advice given to clients:

- Long Term Purchases (securities held at least a year)
- Short Term Purchases (securities sold within a year)

Please Note: Investment Risk. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by Source) will be profitable or equal any specific performance level(s). Investing in securities involves risk of loss that clients should be prepared to bear.

B. Source's method of analysis and investment strategy does not present any significant or unusual risks.

However, every method of analysis has its own inherent risks. To perform an accurate market analysis Source must have access to current/new market information. Source has no control over the dissemination rate of market information; therefore, unbeknownst to Source, certain analyses may be compiled with outdated market information, severely limiting the value of Source's analysis. Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities.

Source's primary investment strategies - Long Term Purchases and Short- Term Purchases - are fundamental investment strategies. However, every investment strategy has its own inherent risks and limitations. For example, longer term investment strategies require a longer investment time period to allow for the strategy to potentially develop. Shorter term investment strategies require a shorter investment time period to potentially develop but, as a result of more frequent trading, may incur higher transactional costs when compared to a longer- term investment strategy.

C. Currently, Source primarily allocates client investment assets among various individual equity (stocks), debt (bonds), alternative investments and fixed income securities, mutual funds and/or exchange traded funds ("ETFs") (including inverse ETFs and/or mutual funds that are designed to perform in an inverse relationship to certain market indices), on a discretionary basis in accordance with the client's designated investment objective(s).

As disclosed above, Source may utilize long and short mutual funds and/or exchange traded funds that are designed to perform in either an: (1) inverse relationship to certain market indices (at a rate of 1 or more times the inverse [opposite] result of the corresponding index) as an investment strategy and/or for the purpose of hedging against downside market risk; and (2) enhanced relationship to certain market indices (at a rate of 1 or more times the actual result of the corresponding index) as an investment strategy and/or for the purpose of increasing gains in an advancing market. There can be no assurance that any such strategy will prove profitable or successful. In light of these enhanced risks/rewards, a client may direct Source, in writing, not to employ any or all such strategies for his/her/their/its accounts. (*See* Item 4B).

- D. Source has an Investment Committee, and the Members are Michelle Smith and Patrick Huang; They review third party managers; discuss capital market assumptions; asset allocations; economic backdrop; performance vs. benchmarks; meets at least quarterly; and discussion materials and a summary are prepared.

Item 9 Disciplinary Information

Source Financial Advisors, LLC and Michelle Smith entered into a consent order, reciting violations of Investment Advisers Act of 1940 Sections 206(2) and 207, that was filed with the U.S. Securities and Exchange Commission on May 5, 2017, regarding statements made concerning Ms. Smith's educational credentials and professional license. Without admitting or denying the SEC's findings, Ms. Smith agreed to pay a \$35,000 civil penalty, and Source Financial Advisors, LLC and Ms. Smith accepted a censure.

Item 10 Other Financial Industry Activities and Affiliations

- A. Neither Source, nor its representatives, are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or a representative of the foregoing.
- B. Source does recommend or select other investment advisors for its clients. Source receives a portion of the fees that we pay to GeoWealth. For this reason, Source periodically reviews the relationship with GeoWealth in an effort to ensure clients are receiving competitive rates in relation to the quality and scope of services provided by other subadvisers.
- C. Source maintains a business relationship with Dynasty Financial Partners, LLC ("Dynasty"). Dynasty offers operational and back-office core service support including access to a network of service providers. Through the Dynasty network of service providers, Source may receive preferred pricing on trading technology, transition support, reporting, custody, brokerage, compliance, and other related consulting services.
- D. While Source believes this open architecture structure for operational services best serves the interests of its clients, this relationship presents certain conflicts of interest due to the fact that Dynasty is paid by Source or its clients for the services referenced above. In light of the foregoing, Source seeks at all times to ensure that any material conflicts are addressed on a fully disclosed basis and handled in a manner that is aligned with its clients' best interests. Source does not receive any portion of the fees paid directly to Dynasty, its affiliates or the service providers made available through Dynasty's platform. In addition, Source reviews such relationships, including the service providers engaged through Dynasty, on a periodic basis in an effort to ensure clients are receiving competitive rates in relation to the quality and scope of the services provided.

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

- A. Source maintains an investment policy relative to personal securities transactions. This investment policy is part of Source's overall Code of Ethics, which serves to establish a standard of business conduct for all of Source's representatives that is based upon fundamental principles of openness, integrity, honesty and trust, a copy of which is available upon request.

In accordance with Section 204A of the Investment Advisers Act of 1940, Source also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by Source or any person associated with Source.

- B. Neither Source nor any related person of Source recommends, buys, or sells for client accounts, securities in which Source or any related person of Source has a material financial interest.
- C. Source and/or representatives of Source *may* buy or sell securities that are also recommended to clients. This practice may create a situation where Source and/or representatives of Source are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a conflict of interest. Practices such as "scalping" (i.e., a practice whereby the owner of shares of a security recommends that security for investment and then immediately sells it at a profit upon the rise in the market price which follows the recommendation) could take place if Source did not have adequate policies in place to detect such activities. In addition, this requirement can help detect insider trading, "front-running" (i.e., personal trades executed prior to those of Source's clients) and other potentially abusive practices.

Source has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of Source's "Access Persons." Source's securities transaction policy requires that Access Persons of Source must provide the Chief Compliance Officer or his/her designee with a written report of their current securities holdings within ten (10) days after becoming an Access Person. Furthermore, Access Persons must provide the Chief Compliance Officer with a quarterly transaction report, detail all trades in the Access Person's account during the previous quarter; and on an annual basis, each Access Persons must provide the Chief Compliance Officer with a written report of the Access Person's current securities holdings. However, at any time that Source has only one Access Person, he or she shall not be required to submit any securities report described above.

- D. Source and/or representatives of Source *may* buy or sell securities, at or around the same time as those securities are recommended to clients. This practice creates a situation where Source and/or representatives of Source are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a conflict of interest. As indicated above in Item 11C, Source has a personal securities transaction policy in place to monitor the personal securities transaction and securities holdings of each of Source's Access Persons.

Item 12 Brokerage Practices

- A. In the event that the client requests that Source recommend a broker-dealer/custodian for execution and/or custodial services (exclusive of those clients that may direct Source to use a specific broker-dealer/custodian), Source generally recommends that investment management accounts be maintained at *Fidelity*. Prior to engaging Source to provide investment management services, the client will be required to enter into a formal *Investment Advisory Agreement* with Source setting forth the terms and conditions under which Source shall manage the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/ custodian.

Factors that Source considers in recommending *Fidelity* (or any other broker-dealer/custodian to clients) include historical relationship with Source, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by Source's clients shall comply with Source's duty to obtain best execution, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where Source determines, in good faith, that the commission/transaction fee is 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 broker-dealer services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although Source will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. The brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, Source's investment management fee. Source's best execution responsibility is qualified if securities that it purchases for client accounts are mutual funds that trade at net asset value as determined at the daily market close.

1. Research and Additional Benefits

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, Source may receive from *Fidelity* (or another broker-dealer/custodian) without cost (and/or at a discount) support services and/or products, certain of which assist Source to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by Source may be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by Source in furtherance of its investment advisory business operations.

As indicated above, certain of the support services and/or products that *may* be received may assist Source in managing and administering client accounts. Others do not directly provide such assistance, but rather assist Source to manage and further develop its business enterprise.

Source's clients do not pay more for investment transactions effected and/or assets maintained at *Fidelity* as a result of this arrangement. There is no corresponding commitment made by Source to *Fidelity* or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

Source's Chief Compliance Officer, Megan Benner, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding perceived conflict of interest such arrangement may create.

2. Source does not receive referrals from broker-dealers.
3. Source does not generally accept directed brokerage arrangements (when a client requires that account transactions be effected through a specific broker-dealer). In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and Source will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by Source. As a result, client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case.

Please Note: In the event that the client directs Source to effect securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through Source.

Source's Chief Compliance Officer, Megan Benner remains available to address any questions that a client or prospective client may have regarding the above arrangement.

- B. To the extent that Source provides investment management services to its clients, the transactions for each client account generally will be effected independently, unless Source decides to purchase or sell the same securities for several clients at approximately the same time. Source may (but is not obligated to) combine or "bunch" such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among Source's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. Source shall not receive any additional compensation or remuneration as a result of such aggregation.

Item 13 Review of Accounts

- A. For those clients to whom Source provides investment supervisory services, account reviews are conducted on an ongoing basis by Source's Principal. All investment supervisory clients are advised that it remains their responsibility to advise Source of any changes in their investment objectives and/or financial situation. All clients (in person, via telephone or video conference) are encouraged to review financial planning issues (to the extent applicable), investment objectives and account performance with Source on an annual basis.
- B. Source *may* conduct account reviews on an other-than-periodic basis upon the occurrence of a triggering event, such as a change in client investment objectives and/or financial situation, market corrections and client request.
- C. Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts. Source may also provide a written periodic report summarizing account activity and performance.

Item 14 Client Referrals and Other Compensation

- A. As referenced in Item 12.A.1 above, Source may receive an indirect economic benefit from *Fidelity*. Source, without cost (and/or at a discount), may receive support services and/or products from *Fidelity*.

Source's clients do not pay more for investment transactions effected and/or assets maintained at *Fidelity* as a result of this arrangement. There is no corresponding commitment made by Source to *Fidelity* or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

Source's Chief Compliance Officer, Megan Benner remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding perceived conflict of interest any such arrangement may create.

- B. If a client is introduced to Source by either an unaffiliated or an affiliated solicitor, Source *may* pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-1 of the Investment Advisers Act of 1940, and any corresponding state securities law requirements. Any such referral fee shall be paid solely from Source's investment management fee and shall not result in any additional charge to the client. If the client is introduced to Source by an unaffiliated solicitor, the solicitor, at the time of the solicitation, shall disclose the nature of his/her/its solicitor relationship, and shall provide each prospective client with a copy of Source's written Brochure with a copy of the written disclosure statement from the solicitor to the client disclosing the terms of the solicitation arrangement between Source and the solicitor, including the compensation to be received by the solicitor from Source.

Item 15 Custody

Source shall have the ability to have its advisory fee for each client debited by the custodian on a quarterly basis. Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts. Source may also provide a written periodic report summarizing account activity and performance. Clients may have standing letters of authorization on their accounts. We have reviewed those relationships and determined that they meet the IAA no action letter seven conditions and do not trigger the surprise custody audit.

Please Note: To the extent that Source provides clients with periodic account statements or reports, the client is urged to compare any statement or report provided by Source with the account statements received from the account custodian.

Please Also Note: The account custodian does not verify the accuracy of Source's advisory fee calculation.

Item 16 Investment Discretion

The client can determine to engage Source to provide investment advisory services on a discretionary basis. Prior to Source assuming discretionary authority over a client's account, client shall be required to execute an *Investment Advisory Agreement*, naming Source as client's attorney and agent in fact, granting Source full authority to buy, sell, or otherwise effect investment transactions involving the assets in the client's name found in the discretionary account.

Clients who engage Source on a discretionary basis may, at any time, impose restrictions, **in writing**, on Source's discretionary authority (i.e., limit the types/amounts of particular securities purchased for their account, exclude the ability to purchase securities with an inverse relationship to the market, limit or proscribe Source's use of margin, etc.).

Item 17 Voting Client Securities

- A. Source does not vote client proxies. Clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets.
- B. Clients will receive their proxies or other solicitations directly from their custodian. Clients may contact Source to discuss any questions they may have with a particular solicitation.

Item 18 Financial Information

- A. Source does not solicit fees of more than \$1,200, per client, six months or more in advance.
- B. Source is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments relating to its discretionary authority over certain client accounts.
- C. Source has not been the subject of a bankruptcy petition.

ANY QUESTIONS: Source's Chief Compliance Officer, Megan Benner, remains available to address any questions that a client or prospective client may have regarding the above disclosures and arrangements.