



PRIVATE PORTFOLIO PARTNERS, LLC

461 From Road
3rd Floor, Ste. 385
Paramus, NJ 07652
Main: (201) 939-6644

ADV PART 2A FIRM BROCHURE

March 9, 2023

This firm brochure provides information about the qualifications and business practices of Private Portfolio Partners, LLC (“PPP”). If you have any questions about the contents of this brochure, please contact us at (201) 939-6644.

PPP is an investment adviser registered with the United States Securities and Exchange Commission (“SEC”). Registration of an investment adviser does not imply a certain level of skill or training. The information in this firm brochure has not been approved or verified by the SEC or by any state securities authority.

Additional information about PPP is available on the SEC’s Investment Adviser Public Disclosure Website at www.adviserinfo.sec.gov.

Item 2. Material Changes

We believe that communication and transparency are the foundation of our relationship with Clients and continually strive to provide its Clients with complete and accurate information. We encourage all current and prospective Clients to read this firm brochure and discuss any questions you may have with us.

The following material change has been made to our firm brochure since our last annual update and distribution to Clients dated March 31, 2022.

Item 4. Advisory Business

We have added language to include non-fiduciary retirement plan consulting services provided by PPP.

Item 5. Fees and Compensation

Payment of Fees

We have added language to reflect changes to the billing presentation on the custodial statements for accounts held at LPL. Total fees paid by the client will not change as a result of the change in presentation on the custodial statement. The changes are effective beginning on the first quarterly billing date for your Account on or after June 1, 2022.

Item 10. Other Financial Industry Activities and Affiliations

Chief Compliance Officer Services

We have amended this section to reflect the change in our Chief Compliance Officer Services to My RIA Lawyer, a regulatory compliance consulting firm.

From time to time, we amend this firm brochure to reflect changes in our business practices, changes in regulations, and routine updates as required by securities regulators. Our complete firm brochure or a summary of material changes will be provided to you at least annually.

At any time, you may view our current firm brochure online at the SEC's website at www.adviserinfo.sec.gov by searching our Firm name or CRD# 165616. You may also request a copy of our firm brochure by contacting us at (201) 939-6644.

Item 3. Table of Contents

Item 1. Cover Page	1
Item 2. Material Changes	2
Item 3. Table of Contents	3
Item 4. Advisory Business	4
Item 5. Fees and Compensation	14
Item 6. Performance-Based Fees and Side-by-Side Management	21
Item 7. Account Requirements and Types of Clients.....	21
Item 8. Methods of Analysis, Investment Strategies and Risk of Loss.....	22
Item 9. Disciplinary Information.....	27
Item 10. Other Financial Industry Activities and Affiliations.....	27
Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	28
Item 12. Brokerage Practices	29
Item 13. Review of Accounts	35
Item 14. Client Referrals and Other Compensation	35
Item 15. Custody	37
Item 16. Investment Discretion	38
Item 17. Voting Client Securities	38
Item 18. Financial Information.....	38

Item 4. Advisory Business

Description of the Advisory Firm

Private Portfolio Partners, LLC (“PPP,” “the Firm,” “us,” “we”) is an investment adviser registered with the United States Securities and Exchange Commission (“SEC”)¹. We are organized as a limited liability company under the laws of the State of New Jersey. We have been registered as an investment adviser with the SEC since September 2012.

Our business model is based on a network of Investment Adviser Representatives (“IARs” or “Supervised Persons”) doing business in offices located in several states and cities. Although IARs are investment advisor representatives with PPP, and subject to oversight by from a centralized location, they operate their business as independent contractors. It is common for IARs to operate under other business names (“doing business as” aka “DBA” names). For more information about an IAR, please refer to the IAR’s Form ADV Part 2B Brochure Supplement. For a complete list of the Firm’s DBAs, please refer to Schedule D in Section 1.B of Form ADV Part 1, which can be found on the SEC’s Investment Advisor Public Disclosure website at www.adviserinfo.sec.gov.

Although PPP is not registered as a broker-dealer, most Supervised Persons of PPP are also dually registered representatives with an unaffiliated broker-dealer, LPL Financial (“LPL”) (CRD#: 6431/SEC#: 801-10970, 8-17668)². Under this arrangement, Supervised Persons can investment advisory services through PPP including, but not limited to, LPL sponsored investment advisory programs, and brokerage services through LPL as FINRA registered representatives. Clients (“you”, “your”) are encouraged to take time to consider the differences between an advisory relationship and a brokerage relationship to determine which type of service best serves their investment needs and goals. You should speak with your Supervised Person to understand the different types of services available to you. We also encourage you to review our ADV Part 3 Customer Relationship Summary (“Form CRS”) at <https://www.investor.gov/CRS> which also provides educational materials about investment advisers, broker-dealers, and investing.

¹ Registration of an investment adviser does not imply a certain level of skill or training.

² Additional information about the LPL Financial is available on the FINRA’s BrokerCheck® Website at <https://brokercheck.finra.org/>.

Each advisory account is managed by one or more IAR who serves as the primary point of contact between the Firm and the Client and who determines which other available Firm resources to utilize in connection with providing personalized and individualized investment advisory services to Clients. Some IARs choose to incorporate more of the Firm's available resources in their provision of investment advisory services to their Clients than others do.

As of December 31, 2022, PPP had \$825,250,610 in regulatory assets under management, most of which was managed on a discretionary basis.

Types of Advisory Services

PPP offers five (5) primary types of managed account programs ("Programs") for its advisory Clients as well as financial planning. From time to time, individual IARs offer custom consulting or other services. In such events, the details will be disclosed in the specific agreements with the Client.

Clients can engage the Firm to manage all or a portion of their assets on a discretionary or non-discretionary basis by entering into one or more written agreements with the Firm. For all the assets in its asset management programs, the Firm provides Clients continuous and regular supervisory or management services (as defined by the SEC) based on the Client's individual goals, objectives, risk tolerance, time horizon, liquidity needs, investment assets and income ("financial circumstances") utilizing the investment strategy selected by the Client. IARs obtain a financial profile for each Client to aid in the construction of a portfolio that matches the Client's specific situation. Many Clients maintain "household" accounts, in which multiple accounts for an individual or members of a family may be managed jointly to maximize efficiencies. (The term "Client" includes such households, for purpose of this brochure.) For all the different types of asset management programs, the IAR will assist Clients in assessing their goals, risk tolerance, income and tax situation and select an investment strategy and asset allocation that are appropriate for the Client's specific circumstances and have an on-going responsibility to the Client and possess the authority to execute transactions. However, PPP does not provide tax advice to Clients.

The investment strategies used by IARs vary from Client-to-Client, as warranted by the individual circumstances. Not all services are available to all clients, through all IARs, or in all

states.

Clients can engage us to manage all or a portion of their assets on a discretionary or non-discretionary basis by entering into one or more written agreements with the Firm. Clients are required to enter into an additional written agreement with a broker/custodian in connection with the management of their account. All advisory services and products may not be available at all broker/custodians. We currently have service agreements with the following broker/custodians: (i) LPL Financial, LLC (“LPL”), Member FINRA/SIPC, and (ii) Fidelity Brokerage Services, LLC (“Fidelity”), Member FINRA/SIPC.

IARs are available to Clients on an ongoing basis to discuss Client financial circumstances, the selected portfolio, and the securities therein, pr to process instructions from Clients regarding advisory assets. Clients are advised to promptly notify their IAR if there are changes in their financial circumstances or if they wish to impose any restrictions upon the Firm’s investment management services. All investments have risk and there is no guarantee that utilizing our asset management or financial planning services will produce favorable results.

At the present time PPP offers its investment management services to Clients utilizing the managed account Programs and other services described below.

1. Strategic Wealth Management II

Strategic Wealth Management II (“SWM II”) is a PPP sponsored Program where IARs provide personalized and individualized ongoing investment management of Client assets custodied at LPL. The IAR reviews the Client’s financial circumstances and exercises discretion to determine the securities to be bought or sold in the Client’s account, the amount of securities to be bought or sold and the timing of the purchases and sales of the securities. The types of securities used in SWM II typically include equities, fixed income securities, options, mutual funds, and exchange traded products (“ETPs”), but can include other security types available on the LPL platform.

IARs provide investment management services tailored to the individual needs of the Client based on the Client’s financial circumstances and investment objectives. Clients may impose restrictions on investing in certain securities or groups of securities by indicating such restrictions in the Account Application.

There is no minimum required account value in the SWM II Program. Given the long-term nature of many SWM II strategies, an account may have little or no turnover during a given period. If structured products, alternative investments, or annuities are utilized as part of investment management services, the assets will be reported on LPL's account statements, but the actual securities are often held with and valued by the issuer. Clients should refer to their account application package for specific information regarding third-party administrative fees which are separate from and in addition to the fees Client pays to us.

2. Manager Asset Select Program

Manager Asset Select ("MAS") is an LPL sponsored Program that provides Client access to the investment advisory services of professional portfolio management firms for the individual management of Client accounts. MAS offers two alternatives (i) the Separately Managed Account Platform ("SMA Platform"); and (ii) the Model Portfolio Platform ("MP Platform") (collectively "Platforms"). For both Platforms, the IAR will assist Client in selecting a third-party portfolio manager ("Portfolio Manager") from a list of Portfolio Managers available on the LPL platform. The Portfolio Manager manages Client's assets on a discretionary basis. The IAR will provide initial and ongoing assistance regarding the Portfolio Manager selection process and serve as the point of contact between the Client and Portfolio Manager regarding changes in the Client's investment objective, financial circumstances, and investment restrictions (if any).

SMA Platform

The SMA Portfolio Manager selected by the Client has investment discretion regarding the investment and reinvestment of account assets in accordance with the investment objective restrictions and guidelines set forth in the Investment Management Agreement and Account Application. The Portfolio Manager independently determines whether to accept the Client account based on the content of the Account Application, suitability and whatever other factors the Portfolio Manager has deemed appropriate. The Portfolio Manager has the sole authority to determine the securities to be purchased, sold, or exchanged and which portion, if any, of the assets shall be held uninvested. The Portfolio Manager has discretion to invest among a broad variety of security types, including equities, fixed income securities, options, mutual funds, and ETPs. The IAR does not play

a role in the selection of securities to be purchased or sold. The IAR assists the Client to determine the Client's investment objectives and risk/return preferences, identify any investment restrictions on the management of the account, and select an investment strategy and Portfolio Manager.

MP Platform

Under the MP Platform, LPL provides ongoing discretionary investment advice regarding the investment and reinvestment of account assets in accordance with the Model Portfolio selected. LPL is expected to closely track the Model Portfolio, making modifications only to redress account issues, including tax loss harvesting, rebalancing, and to ensure that investment restrictions are being followed. The IAR does not play a role in the selection of securities to be purchased or sold. The IAR assists the client to determine the client's investment objectives and risk/return preferences, identify any investment restrictions on the management of the account, and select a model portfolio provided by LPL's Research Department or Model Advisor.

LPL selects and reviews SMA Portfolio Managers and MP Model Advisors based on quantitative, qualitative and infrastructure criteria. There are two types of these advisers, "Recommended" or "Participating". Portfolio Managers and Model Advisors that are "Recommended" by LPL Research are subject to more rigorous selection and review process than those that are "Participating". Clients should speak to their IAR regarding whether the Portfolio Manager or Model Advisor being considered for selection, or that has been selected by the Client, is "Recommended" or "Participating."

A minimum account value of \$100,000 is required for the MAS Program; however, in certain instances, the minimum account size may be lower or higher. Clients should note that an account will not be invested until the applicable minimum for the investment strategy or Model Portfolio has been reached.

LPL acts as Custodian to MAS accounts. Clients direct Portfolio Managers and Model Advisers to execute transactions through LPL. In some instances, Portfolio Managers may choose to place some or all trades for accounts with broker-dealer firms other than LPL ("step-out") where the execution price to the Client may include a commission or other fee imposed by the broker-dealer

in addition to the account fee. This increases the fees paid by the Client. PPP is unaffiliated with LPL and the Portfolio Managers utilized under the MAS Program. Clients should refer to their account application package and sub-adviser disclosure brochure for specific information on fees imposed by third parties which are separate from and in addition to the fee Client pays us.

3. Model Wealth Portfolios

Model Wealth Portfolios (“MWP”) is an LPL sponsored Program that offers Clients professionally managed mutual fund and ETP asset allocation models. The IAR will obtain the necessary financial data from the Client, assist the Client in determining the suitability of the MWP Program and assist the Client in setting an appropriate investment objective. The IAR will initiate the steps necessary to open an MWP account and select a model portfolio designed by LPL’s Research Department consistent with the Client’s financial circumstances and stated investment objectives. LPL’s Research Department or third-party Portfolio Strategists are responsible for selecting the mutual funds or ETPs within a model portfolio and for making changes to the mutual funds or ETPs selected. The Client will authorize LPL to act on a discretionary basis to purchase and sell mutual funds and ETPs and to liquidate previously purchased securities. The Client will also authorize LPL to effect rebalancing for MWP accounts.

Portfolio Strategists are independent investment advisor firms. Portfolio Strategists provide LPL with a Portfolio that includes recommended asset allocations and funds. Portfolio Strategists do not have discretion from the Client to implement the Portfolio and do not provide individualized investment advice to specific MWP Program Clients. In certain cases, a Portfolio may consist only of mutual funds and/or ETPs within the same fund family or within affiliated fund families. In such a Portfolio, the Portfolio Strategist will select only those funds within the fund family or affiliated fund families, and a third-party Portfolio Strategist or its affiliates may earn two levels of fees with respect to the assets: a strategist fee, and fund-level fees, including fund management fees.

MWP requires a minimum asset value for an account to be managed. The minimums vary depending on the Portfolio(s) selected and the account’s allocation amongst Portfolios. The lowest minimum Portfolio is \$25,000. In certain instances, a lower minimum for a Portfolio will be permitted. An account will not be invested according to a Portfolio or Portfolios until the applicable minimum for the Portfolio(s) and allocation has been reached. Clients should consult with their

IAR to obtain more information about the applicable investment minimum based on the Portfolio(s) selected and the allocation amongst Portfolios.

LPL acts as Custodian to MWP accounts, provides brokerage and execution services as the broker-dealer on transactions, and performs administrative services, such as quarterly performance reporting to Clients. PPP is unaffiliated with LPL and Portfolio Strategists utilized. Clients should refer to their account application package for specific information on LPL's management fees and fees imposed by third parties which are separate from and in addition to the fees Client pays to us.

4. Optimum Market Portfolios

Optimum Market Portfolios ("OMP") is an LPL sponsored Program offering Clients the ability to participate in a professionally managed mutual fund asset allocation program using Optimum Fund shares. Under the OMP Program, the Client authorizes LPL on a discretionary basis to purchase and sell Optimum Funds pursuant to investment objectives chosen by the Client. The IAR will assist the Client in determining the suitability of the OMP Program for the Client and assist the Client in setting an appropriate investment objective based on the Client's financial circumstances. The IAR will select a mutual fund asset allocation portfolio designed by LPL consistent with the Client's investment objective. LPL will have discretion to purchase and sell Optimum Funds pursuant to the portfolio selected for the Client. LPL will also have the authority to rebalance the account.

A minimum account value of \$10,000 is required for the OMP Program. In certain instances, a lower minimum for the OMP Program will be permitted. LPL acts as custodian to OMP accounts, provides brokerage and execution services, and performs administrative services, such as quarterly performance reporting to Clients. PPP is unaffiliated with LPL and Optimum Funds. Clients should refer to their account application package for specific information on LPL's management fees and fees imposed by third parties which are separate from and in addition to the fees Client pays to us.

5. Fidelity Institutional Wealth Services Program

Fidelity Institutional Wealth Services Program ("Fidelity IWS") is a PPP sponsored Program where IARs provide personalized and individualized ongoing investment management of Client assets custodied at Fidelity Institutional. The IAR reviews the Client's financial circumstances

and investment objective and exercises discretion to determine the securities to be bought or sold in the Client account, the amount of securities to be bought or sold and the timing of the purchases and sales of the securities. The securities used in the Program typically include equities, fixed income securities, options, mutual funds, and ETPs, but can include other securities available on the platform.

IARs provide investment management services tailored to the individual needs of the Client based on the investment objectives chosen by the Client. Clients may impose restrictions on investing in certain securities or groups of securities by indicating in the Agreement. Given the long-term nature of many individual strategies employed in the Program, an account may have little or no turnover during a given period.

Clients should be aware that PPP provides LPL access to confidential Client information including personally identifiable information (“PII”) and other information including financial information, transactions and holdings for accounts established through Fidelity for “oversight” in connection with everyday business purposes, even if the Client does not establish an account through LPL.

There is no minimum required account value in the Fidelity IWS Program. Fidelity is unaffiliated with PPP. Clients should refer to their account application package for specific information on third-party administrative fees which are separate and in addition to the fees the Client pays us.

Financial Planning Services

Financial planning services are based on fixed or hourly fees documented in the Financial Planning Agreement. Financial Planning is designed to meet the Client’s financial goals, needs and objectives. The scope of financial planning services varies depending on the Client and typically involves some combination of a review of the Client’s current financial circumstances including estate planning, insurance planning, college/education planning, retirement planning, charitable giving, business succession planning and portfolio analysis. PPP does not typically advise on business value analysis and/or business liquidations, but these components can be referred to third parties. PPP does not provide tax, accounting, or legal advice to Clients. Clients should make all decisions regarding the tax and legal implications of their investments and plans with their independent tax or legal advisors.

PPP may recommend the services of itself, its Supervised Persons in their individual capacities as insurance agents or registered representatives of a broker-dealer, and/or other professionals to implement its recommendations.

Following delivery of the financial planning services (which may or may not include a written plan), the investment advisory relationship terminates for Clients who have engaged PPP as investment advisor for the limited purpose of producing a financial planning services.

Clients are free to implement none, some, or all recommendations and may do so through PPP or through other providers of such services. Charges may be lower or higher if the plans are implemented away from us.

If financial planning Clients choose to implement the recommendations contained in the financial plan through PPP, the IAR will typically recommend products and services offered through PPP and may recommend products and services in his/her outside business capacities, such as a registered representative of a broker-dealer and/or as licensed insurance agent.

In circumstances where the IAR recommends specific investments, and is otherwise involved in implementing the plan, the opportunity for the IAR to receive additional compensation as a result of such recommendations creates a conflict between the Client's interests and those of the IAR. In addition, if a Client separately purchases a product or service recommended by the IAR to implement a financial planning recommendation, the Client will generally be charged commissions or fees in connection with those transactions and services that are separate from and in addition to the fees charged by PPP for financial planning services.

In addition to these primary types of managed account programs and financial planning services, Clients may negotiate consulting services for a flat or hourly fee. These arrangements will be documented separately with the Client and PPP.

All investments have risk and there is no guarantee that utilizing the financial planning, asset management and/or advisory consulting services of PPP or its IARs will produce favorable results

Retirement Plan Consulting Services

PPP offers Non-Fiduciary Services including participant education and communication services selected by the Plan Fiduciary.

Services may include but are not limited to: general education, and support regarding the Plan and the investment options selected by Plan Sponsor; conducting investment education seminars and/or enrollment meetings on behalf of the Plan, providing descriptive information about Plan participation in the Plan, the benefits of Plan participation, and the investment options available under the Plan.

Clients will generally authorize PPP to communicate with and obtain information from investment providers, financial professionals, record-keepers, or other third parties providing services for the Plan.

These consulting services do not include any individualized investment advice to the Plan Sponsor or Plan participants with respect to Plan assets, and PPP does not act as a fiduciary under ERISA in providing such consulting services.

Other Aspects of Asset Management

PPP offers the same suite of services to all its Clients; however, each IAR independently determines, based on his own investment strategies, methods of analysis, and preferences in conjunction with each Client's specific profile and financial circumstances, which services and products to recommend. Clients may impose reasonable restrictions on PPP regarding investing in certain securities or types of securities in accordance with their values or beliefs (or based on their employer's restrictions), except with certain third-party Portfolio Managers. However, if the restrictions prevent PPP from properly servicing the Client account, or if the restrictions would require the Firm to deviate from its standard platform of services, the Firm reserves the right to decline or terminate the relationship.

Clients should be aware that PPP offers fee-based direct investment advisory products such as structured products, market-linked investments, alternative investments, and fee-based variable annuities that are only available through LPL. Many of these products are not available to IARs when utilizing investment advisory Programs where Fidelity is the Client's selected broker/custodian. Access to these investment products presents an incentive for IARs to recommend Clients utilize investment advisory Programs where assets are custodied at LPL as opposed to investment advisory Programs where assets are custodied at Fidelity.

Wrap Fee Programs

PPP offers Wrap Fee Programs which charge a bundled, asset-based fee for investment advice, brokerage services, custodial fees, and other fees and expenses. The defining feature of a Wrap Fee Program is that it offers bundled investment management and brokerage services for a fee based on a percentage of assets under management, rather than upon transactions in the account.

Other common fees that are charged to Wrap Fee Programs include fees and costs embedded in the purchase of a product (such as a mutual fund, ETP, or variable annuity), fees associated with the use of a sub-adviser, and fees for transaction and execution costs related to trades being executed away from your primary broker/custodian (step-out trades) which can be embedded in the execution price of the security or charged under a separate ticket charge. These fees and expenses are separate and in addition to the wrap fee the Client pays PPP. Clients are strongly encouraged to review the product prospectus and applicable disclosure brochures before investing to fully understand the fees and expenses they are paying.

The total fees a Client pays in a Wrap Fee Program may be more or less than obtaining such services separately. The asset-based fee a Client pays does not vary based on the type of investments that are bought, sold, or held in an account. Clients pay an asset-based fee even if their IAR does not buy or sell investments in their account.

For additional information on PPP's Wrap Fee Programs refer to Form ADV Part 2A, Appendix 1 ("Wrap Brochure").

Item 5. Fees and Compensation

Investment Supervisory Services Fees

We are a fee only advisory firm, meaning we are compensated only by our clients and do not receive compensation or commissions from any other parties. We believe this method of compensation minimizes conflicts of interest that are common in the investment management industry.

Compensation to us for our services will be calculated in accordance with the fees set forth in the

Investment Management Agreement entered into which each client when we begin our professional relationship. We reserve the right to amend the fees and Investment Management Agreement itself upon 30-days prior written notice to each client. Our IARs set their own asset-based fee for their services, so long as their asset-based fee does not exceed the Firm's maximum fee of 2% of account assets per year. IARs consider various factors in determining what fee to charge, which may include, among other things, the nature and size of the overall Client relationship. Clients may negotiate fees for the IAR's services. Account fees are structured utilizing a flat asset-based fee or on tiered fee basis, with a reduced percentage rate based on the account reaching certain thresholds. IARs receive a portion of the wrap fee for their services. This compensation may be more than what the IAR would receive if a Client paid separately for investment advice, brokerage, and other services. IARs therefore, may have a financial incentive to recommend a wrap fee program over other services.

As stated throughout this document, Clients will incur charges imposed by third parties including, but not limited to, broker/custodian fees and internal expense and management fees in connection with transactions in certain types of securities such as mutual funds, exchange traded products, direct investment products, and alternative investments which can vary considerably. These fees are separate from and in addition to the fee the Client pays us.

Clients with assets in the MAS, MWP, and OMP Programs will also pay fees to other third parties, such as a Portfolio Manager fee, and platform fee which typically ranges from 0.15% to 1% of account assets per year. On occasion, a Portfolio Manager may agree not to receive a fee. Our broker/custodians will charge you a flat dollar amount as a "prime broker" or "step-out" fee for each trade that a Portfolio Manager executed by a different broker-dealer but where the securities bought or the funds sold are settled into your account. These fees are in addition to the fee you pay us. Clients are encouraged to review the disclosure brochures for selected third-parties before investing for more information regarding the additional fees and expenses they will be paying. Since PPP began providing these services, it has had other fee structures in effect, which may have been lower or higher, as the case may be, than that described above. As new fee structures are put into effect, they are generally made applicable only to new Clients, and fees to existing Clients are generally not affected.

Financial Planning Fees

Financial Planning fees are negotiable and are generally determined based on the nature and extent of the services being provided, the complexity of the Client's circumstances, as well as other aspects of the Client's current and historical relationship with PPP. Fees are generally a flat fee or an hourly fee and are agreed upon prior to entering into an Agreement with any Client. Fees are payable by check in advance and may and may change depending on whether or not new complexities present themselves. Any changes made to a financial plan will be discussed with Clients in advance, and a new agreement will be signed to reflect the changes. The fees charged to a Client are paid to PPP and a portion of the fee is paid to the IAR.

Payment of Fees

For accounts custodied at LPL, fees are due and payable in advance and are based upon the ending account values as of the close of business on the last day of the previous calendar quarter. Fees are calculated and deducted from the managed account by LPL, the qualified Custodian. Fees for the initial quarter are adjusted pro rata based upon the number of calendar days in the calendar quarter that the Investment Advisory Agreement goes into effect. If assets are deposited into or withdrawn from an account after inception of a billing period, the fee payable with respect to such assets is prorated to reflect the change in portfolio value. Payment of fees may result in the liquidation of a Client's securities if there is insufficient cash in the account. The advisory relationship may be terminated by the Client or by us at any time on thirty (30) days prior written notice. The Client receives a pro rata refund of any prepaid unearned advisory fees. Clients receive an account statement from LPL at least quarterly. The statement includes the amount of any fees debited or credited from the Client's account pursuant to written authorization. Clients bear the responsibility for verifying the accuracy of fee calculations.

The fee for all accounts held at LPL includes an advisory fee and a manager fee, if applicable. The advisory fee will include the PPP advisory fee in addition to LPL administrative/program fees. The manager fee will include the third party investment manager charge, if applicable, depending on the program you are invested in.

For accounts in the Fidelity Institutional Service Program, fees are due and payable in advance and are based upon the ending account values as of the close of business on the last day of the

previous calendar quarter. Fees are calculated by PPP and deducted from the account by the qualified Custodian. Fees for the initial quarter are adjusted pro rata based upon the number of calendar days in the quarter that the Investment Advisory Agreement goes into effect. Payment of fees may result in the liquidation of a Client's securities if there is insufficient cash in the account. The advisory relationship may be terminated by the Client or by us at any time on thirty (30) days prior written notice. The Client receives a pro rata refund of any prepaid unearned advisory fees. Clients receive an account statement from the qualified Custodian at least quarterly. The statement includes the amount of any fees debited or credited from the Client's account pursuant to written authorization. Clients bear the responsibility for verifying the accuracy of fee calculations.

For all Programs, cash balances, such as money market funds, are considered an asset class, and as a result, are included in Client's asset-based fee calculation. Clients should be aware that an advisory fee can be substantially higher than the yield on assets held in cash.

Clients are advised to review the Investment Advisory Brochures and all applications, contracts and agreements with applicable third parties for complete information on how fees are charged by such parties because their processes for charging fees may change from time-to-time. If you have questions about a particular Program, custodian, sub-adviser, or fees, please contact your IAR.

Other Types of Fees and Expenses

Clients are responsible for the payment of all fees to third parties such as administrative fees and expenses, mark-ups and mark-downs, spreads paid to market makers, commissions for trades executed away from the prime broker/custodian ("step-out trades"), platform fees, wire and electronic fund transfer fees, overnight carrier fees, margin account balance fees, interest charges, and other fees and taxes on brokerage accounts and securities transactions. The custodian utilized by a third-party Portfolio Manager may impose other charges. These fees are not included within the Wrap Fee Clients pay PPP. As noted throughout, Clients are encouraged to review all prospectuses and disclosure documents before investing for full and current details regarding fees and expenses they will be paying.

Internal Product Fees and Expenses

All collective instruments, including mutual funds, exchange traded products, unit investment trusts and direct investments, such as structured products, alternative investments (e.g., hedge

funds, private equity funds), and variable annuities have their own internal expenses and fees which are also disclosed in each product's offering documents and vary considerably. These internal expenses and fees include, but are not limited to, 12b-1 fees, redemption fees, operating expenses, management fees, administrative fees, M&E&A fees, fees for additional riders on the contract, and other fees and expenses that increase the expense ratio of the investment. These fees are an additional layer of fees and in addition to the fees charged by us.

If Clients transfer in B or C share classes of mutual funds, and if such shares are liquidated after being transferred to PPP, those shares will incur a contingent deferred sales charge ("CDSC") from the mutual fund company if they are within the CDSC holding period.

PPP has available for purchase through its broker/custodian platforms, mutual funds which are no-load or load-waived share classes and therefore not subject to any upfront sales charge (Platform Shares). Clients should be aware that load-waived funds charge 12b-1 fees, which typically range from 0.10 – 0.25 bps, but can be more or less. Clients should also be aware that their assets may be held in a more expensive share class when a lower-cost share class is available on the broker/custodian's platform for the same fund. All sales loads and 12b-1 fees are retained by the broker-dealer and not directly or indirectly paid to PPP or its IARs and are not credited to Client advisory accounts.

Most mutual funds available in PPP's advisory Programs may be purchased directly from the fund company. Therefore, Clients could generally avoid an additional layer of fees by not using the advisory services of PPP and by making their own decisions regarding the investment. PPP encourages all Clients to closely review the investment's prospectus or offering documents for all such investments with their IARs and to consider aggregate costs. Clients should contact their IAR with any questions about any particular product's fees and expenses.

Platform Shares in many cases will not be the least expensive share class that the mutual fund company makes available. Share classes are selected by broker-dealers to be available on their Platforms in most cases because the share class pays the broker-dealer compensation for the administrative and record keeping services the broker-dealer provides to the mutual fund. PPP or its IARs do not share directly or indirectly in compensation broker-dealers for these services. PPP endeavors to use the lowest-cost share class available and periodically reviews its holdings to

convert higher cost shares to lower cost shares, the Firm cannot ensure that all Clients will hold the lowest cost shares available on the custodian's Platform at any given time. Further, some sub-advisers are more careful about utilizing the lowest cost share class than others.

Cash Sweep Arrangements

PPP makes available through unaffiliated broker-dealers for cash in an account to be automatically swept to an interest-bearing Federal Deposit Insurance Corporation (FDIC) insured deposit account and, for certain types of accounts, a money market fund. We do not receive a separate fee or other compensation for sweep arrangements. The broker/custodian that the Client selects typically receives a fee for its sweep program which reduces the interest rate paid of Client's cash funds. Clients should understand that interest rates available in these arrangements may be lower than interest rates available if the Client makes deposits directly with a bank or other depository institution outside of these arrangements or invests in a money market fund or other cash equivalent. Clients should compare terms, interest rates, required minimum amounts and other features of these arrangements with other types of accounts and investments for cash.

Margin Loans and Securities Backed Line of Credit

If you enter into a margin loan, the broker/custodian will receive interest charged on your outstanding margin loan balance. The amount of interest paid to the broker /custodian will vary depending on the outstanding loan balance and other factors that will affect the interest rate charged to you for the margin loan. With a securities backed line of credit ("SBLOC"), in most instances the broker /custodian will be compensated by receiving payments from the lender based on the amount of your outstanding loan balance. The total amount of compensation received by the broker /custodian can vary depending on the terms of each individual SBLOC including the interest rate charged to you by the lender. PPP is not affiliated with any lender or broker /custodian and does not receive compensation directly in connection with a margin loan or a SBLOC. Clients are strongly encouraged to review the lender's agreements and disclosure documents to understand the fees and expenses they are paying.

Your IAR has an incentive to recommend that you use a margin loan and/or SBLOC for liquidity purposes rather than liquidating your holdings or using other sources of liquidity. Your IAR will benefit from your margin loan or SBLOC because you do not have to liquidate assets in your

account to pay for things with cash, which would diminish the assets held in the account and the potential fees that could be earned by your IAR from holding or engaging in future transactions with those assets. For example, by encouraging investors to take out a margin loan or an SBLOC to fund some purchase or financial need rather than liquidate securities, the firm and financial advisor will continue to earn fees on the full account value. However, your IAR receives no other compensation, fees, or incentives related to your decision to open a margin loan or an SBLOC or maintain a loan balance through any of the Adviser's Investment Advisory Programs.

Roll Overs

If you are considering funding an IRA with roll over assets from a retirement plan/account, you should understand that the Firm's investment advisor representatives will provide you with only general education regarding available options to transfer or roll tax qualified assets to an IRA and will not recommend one option over the other.

Your decision to roll over assets to fund an IRA should be made with a complete understanding of the options available including: (a) remaining invested in the plan/account; (b) rolling over plan assets to a plan of a new employer (if applicable); (c) rolling over assets to an IRA with a financial institution; or (d) receiving a cash distribution (which may be fully taxable.)

If you decide to roll over assets out of a plan into an IRA account, plan assets will no longer be subject to protections of ERISA or other applicable pension laws. You should also be aware that your investment advisor representative has a financial incentive to invest those assets in an IRA account because the investment advisor representative will be paid on those assets through advisory fees and such fees can be higher than those a participant pays through a plan. Securities held in a retirement plan can often not be transferred into an IRA and commissions and sales charges are typically charged by the plan's broker when liquidating such securities in the plan prior to the transfer of assets. These fees are in addition to commissions and sales charges previously paid on transactions in the plan.

You should understand that you are making an independent decision regarding your transfer or roll over options, including any decision to roll out of your current tax qualified plan/account into an IRA. The Firm's investment advisor representatives will not speak with you about specific securities transactions or provide advisory services in connection with a transfer or roll over of tax

qualified assets prior to you making an independent decision to roll assets into an IRA account with us.

Commission or Sales Charges for Recommendations of Securities and Insurance

Most of PPP's Supervised Persons are also registered with LPL as FINRA broker-dealer registered representatives. A conflict of interest exists to the extent that Supervised Persons of PPP, in their individual capacities as registered representatives of LPL, recommend Clients utilize the brokerage services of LPL where they receive commissions, concessions, sales charges and other transaction fees for brokerage or insurance services provided. PPP does not directly or indirectly receive any portion of commissions, concessions, sales charges or transaction fees for brokerage services provided by Supervised Persons or by LPL. Clients are in no way required to purchase any product or service through any Supervised Persons of PPP in their outside capacities as registered representatives of LPL.

As part of a financial plan, a Supervised Person may recommend changes to a Client's insurance coverage. If Clients request that a Supervised Person assist them in implementing the recommendations in a financial plan, the Supervised Person, in [his/her] capacity as an insurance agent, may suggest insurance products, which will generate commissions to them. Most of PPP's Supervised Persons can place insurance as brokers through many insurance agencies. Clients are advised that some insurance carriers pay allowances and benefits to some of agents (which include trips, training support, and educational conferences, among other benefits), which vary considerably from year-to-year. All these allowances and benefits are customary in the industry and are in addition to the commissions generated on insurance sales and are based on the volume of business they conduct on an annual basis. Although this arrangement creates a conflict of interest and incentivizes Supervised Persons to recommend that Clients use insurance carriers which provide higher compensation, Supervised Persons who sell insurance recommend insurance carriers based on what they believe is appropriate for the Client.

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

Not applicable. We do not accept performance-based fees or engage in side-by-side management.

Item 7. Account Requirements and Types of Clients

Our primary types of managed account programs are wrap accounts and have minimum account value ranges from \$0 to \$100,000, depending on the specific program or sub-adviser utilized.

Our types of clients are primarily individuals, high net worth individuals, corporations, and businesses, pension and profit-sharing plans, and charitable organizations.

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

Methods of Analysis and Investment Strategies

Each advisory account at the Firm is managed by one or more IARs who serve as the primary point of contact between the Firm and the Client and who determine which other available Firm resources to utilize in connection with providing personalized and individualized investment advice to Clients. Some IARs choose to incorporate more of the Firm's available resources in their provision of advisory services to their Clients than others do. IARs are under no obligation or requirement to utilize the same methods of analysis, investment strategies, or buy or sell the same investments for all accounts, even when the investment strategy may be similar.

Given the number of IARs providing advice at PPP, the methods of analysis and investment strategies for selecting and replacing securities and/or Portfolio Managers can vary greatly based upon the individual IAR. A number of tools and resources are available to IARs to conduct their own research and due diligence when making investment selections, including: (i) technical research materials prepared by third-parties; (ii) annual reports, prospectuses, and other filings with the Security Exchange Commission; (iii) ratings agencies, such as Moody's and Standard & Poor's; (iv) company press releases; (v) Morningstar; (vi) risk management tools such as StratiFi or Riskalyze; (vii) financial newspapers, magazines, newsletters and other publications; and (viii) other sources to construct portfolios and research track records and fundamentals regarding investments considered. IARs may pay an additional fee for access to these tools and resources.

IARs use different investment strategies in an effort to help the Client meet their specific investment goals. After a discussion with the Client about their investment objectives, risk tolerance, time horizon, an investment strategy is decided upon that best meet the needs of the Client. All investment strategies involve certain risks. There can be no assurance that any particular strategy will be successful in achieving the Client's investment goals and objectives.

The material risk for any strategy under an IAR's advice is the risk of loss of principal investment value. Each method of analysis an IAR undertakes requires subjective assessments and decision-making by experienced investment professionals.

IARs may act as Portfolio Manager for a wrap fee program account or select a professional third-party Portfolio Manager(s). IARs have access to asset management platforms that provide integrated portfolio management, administration, product selection, and reporting. These platforms typically offer asset allocation portfolios designed to meet different investment objectives and a broad array of third-party Portfolio Managers and are supported by investment specialists in asset allocation, portfolio construction and manager due diligence as well as technology platforms that facilitates custody, trading, tax reporting, and other administrative support.

IARs must meet certain selection and review criteria of the Firm prior to recommending investment advisory programs and managing Client assets. IARs are generally required to (i) have at least two years of advisory or brokerage-related experience; (ii) possess a FINRA Series 65 or 66 license or the receipt of certain professional designations, such as a CFA, CFP, ChFC, CIC, or PFS; and (iii) have no significant disclosures or disciplinary history. Since PPP was organized, it has had other IAR/Portfolio Manager criteria in effect, which may have been less restrictive. As new criteria are put into effect, they are made applicable to new IARs, and existing IARs are generally not affected. For more information about the IAR managing your account you should refer to the Form ADV 2B, Brochure Supplement that was provided to you. PPP does not calculate the performance record of IARs; however, through its custodians, provides Clients with individual quarterly performance information on a time-weighted basis. Performance information is intended to inform Clients as to how their investments have performed for a given period, both on an absolute basis and compared to leading investment indices.

While PPP conducts due diligence on asset management platforms to validate their business models, costs, and ability to identify and access attractive third-party Portfolio Managers, PPP does not conduct due diligence on individual third-party Portfolio Managers and the underlying investment strategies offered on the asset management platforms. Asset management platforms offer a broad spectrum of third-party Portfolio Managers with different investment strategies and risk exposures. PPP does not calculate performance for each Portfolio Manager available on the asset management platform but rather relies heavily on the due diligence conducted by the asset

management platforms. Asset management platforms select and review third-party Portfolio Managers based on quantitative and/or qualitative criteria. There are two types of Portfolio Managers, “Recommended” and “Participating.” Portfolio Managers that are “Recommended” are subject to more rigorous selection and review process by the asset management platform than those that are “Participating.” IARs conduct additional screenings and analysis to identify third-party Portfolio Managers and investment strategies that are suitable for a particular Client’s financial circumstances, investment guidelines, and preferences. Clients should speak to their IAR regarding whether the Portfolio Manager being considered for selection is “Recommended” or “Participating.”

IARs tailor advisory services to the individual needs of clients and conduct additional reviews on Portfolio Managers, Investment Strategies, and securities they select and replace to reasonably ensure the selection is appropriate for a particular Client's investment guidelines, risk tolerance, time horizon, particular financial goals, and preferences. Each method of analysis an IAR undertakes requires subjective assessments and decision-making by experienced investment professionals.

Clients are strongly encouraged to review the disclosure documents relating to the Portfolio Managers and securities held in their portfolios and contact their IAR with any questions. All investment strategies involve risks. There can be no assurance that any particular strategy will be successful in achieving the Client’s investment goals and objectives. The material risk for an Investment Strategy is risk of loss of principal.

General Risks of Loss

Although IARs consider many risks before recommending a security or Portfolio Manager to Clients, or before investing on their behalf, there are a variety of circumstances that may cause investments to lose value. An IAR’s assessment of any Portfolio Manager or security’s likely future performance is inherently an assessment based on acts currently known to the IAR and it is subject to uncertainty and risk that future performance cannot be predicted on past facts and the outlook might prove wrong. A negative outcome can arise from a number of factors, such as an erroneous assessment of the value offered by the investment manager/security, a change in strategy by the selected manager, market changes, unanticipated changes to interest rates or the tax code, among others. There can be no assurance that any particular investment or strategy will be

successful in achieving the Client's investment goals and objectives. There is a risk that any investment will decline in value below the amount invested.

PPP does not create, manufacture, or recommend any particular type of security. IARs invest in and recommend securities they believe to be appropriate for the Client based on an understanding of the Client's investment objectives, risk tolerance, time horizon, particular financial goals and preferences.

Summarized below are specific risks broadly relating to the types of securities PPP primarily invests in for Client accounts; however, securities may be the subject of additional risks specific to that security or issuer. Clients are strongly encouraged to review the prospectus disclosures and offering documents relating to the securities held in their portfolios if they have questions, as these documents discuss in more detail the risks relating to the particular product. Clients with additional questions regarding a particular security should contact their IAR.

Specific Risks of Loss

IARs and third-party Portfolio Managers invest in many different types of securities, including mutual funds, exchange traded products, equities, fixed income securities, closed end funds, and options. Investing in securities involves risk of loss of principal that Clients should be prepared to bear.

Money markets used are generally considered low risk but are not guaranteed and may be subject to loss and/or change in market value. Mutual funds and exchange traded products often provide diversification but may be concentrated in a particular asset category or class within a category. Investments in funds impose risk due to exposure to economic forces or factors for which the future is uncertain. Some of these risks are unique to individual funds, but many are common to many funds. A fund's risk can depend on how closely its return is coupled with given indexes, the riskiness of each index and how closely the indexes tend to move together.

The level of overall investment market diversification will vary depending on the underlying exposure of the Account's securities. The risk is a function of the underlying asset classes and weighting of the securities. Further, all investment strategies involve risk, and the investment performance and success of any strategy cannot be predicted or guaranteed. Past performance

should not be used to forecast future results.

Equity portfolios are subject to risks such as (i) market risk (i.e., the risk that the value of the investment in the Account will decrease due to the change in value of the stock price, interest rates, foreign exchange rates, commodity prices or other market forces); (ii) economic risk (the possibility that an economic downturn will negatively impact an investment); (iii) business risk (the risk that a loss considered normal in a company's operations and environment, such as competition and poor economic conditions, that result in a company not having enough capital to meet operating expenses); (iv) political risk (the risk that an investments returns could suffer as a result of political changes or instability in a country); and (v) currency risk (a form of risk that results from the change in price of one currency against another).

Small-cap equity portfolios are subject to certain risks such as market and investment style risk. Investments in small to medium-sized corporations are more vulnerable to financial risks and other risks than larger corporations and may involve a higher degree of price volatility than investments in the general equities markets.

Fixed income portfolios are subject to risks such as (i) interest rate risk (if interest rates rise, bond prices usually decline); (ii) credit risk (bonds carry the risk of default, which means the issuer is unable to make further income and principal payments); (iii) call risk (a callable bond has a provision that allows the issuer to call, or repay, the bond early. If this happens the bond holder's interest payments cease, and they receive their principal early. If the bond holder then reinvests the principal in bonds, [he/she] will likely have to accept a lower coupon rate, one that is more consistent with prevailing interest rates); (iv) inflationary risk (the risk that inflation will undermine an investment's returns through a decline in purchasing power); and (v) liquidity risk (the risk that an investor might be unable to convert an asset into cash without giving up principal and income due to a lack of buyers or an inefficient market).

When Clients invest in market-linked investments, and alternative investments, they receive offering documents which identify the specific risk factors associated with those securities and issuers. Some of these types of investments can be speculative in nature and may use leverage or other aggressive investment practices. In some instances, these investments have limited liquidity with no available market price and the underlying properties are valued infrequently. Clients are encouraged to review the specific issuer's disclosure documents for additional risk disclosures.

When Clients invest in mutual funds, exchange traded products, and unit investment trusts for example, they receive prospectuses or disclosure documents which identify the specific risk factors associated with those securities and issuers. Clients are encouraged to review such disclosure documents.

This list of specific risks is not exhaustive. Please contact your IAR if you have any questions about the specific risks related to your investments.

Item 9. Disciplinary Information

Private Portfolio Partners, LLC does not believe that there have been any legal or disciplinary events that are material to our advisory business or the integrity of our management to disclose; however, certain individual financial professionals disclose, or are required to disclose legal or disciplinary information.

Item 10. Other Financial Industry Activities and Affiliations

LPL Financial

In most instances, the Firm's Supervised Persons are also registered with LPL Financial (CRD#: 6413/SEC#: 801-10970, 8-17668) as FINRA broker-dealer registered representatives. A conflict of interest exists to the extent that Supervised Persons of PPP, in their individual capacities as registered representatives of LPL, recommend Clients utilize the brokerage services of LPL where Supervised Persons receive commissions, concessions, sales charges and/or other transaction fees for brokerage and/or insurance services provided. PPP is a separate entity and is not affiliated with LPL. Clients are in no way required to purchase any product or service through any Supervised Person of PPP in their outside capacities as an LPL registered representative.

As discussed throughout, LPL may have access to certain confidential information (e.g., financial information, investment objectives, transactions, and holdings) about PPP's Clients, even if the Client does not establish any account through LPL. Clients can obtain additional copies of PPP's Privacy Notice or a copy of LPL's Privacy Notice from their IAR or by calling (201)639-7289.

Other Insurance Brokerage Services

Most of PPP's Supervised Persons can place insurance as agents through many insurance companies and agencies unaffiliated with PPP. A conflict of interest exists to the extent that Supervised Persons receive commissions and other remuneration for their insurance activities. PPP advises client to seek external legal counsel and tax advice for any service or product not offered through PPP. Clients are in no way required to purchase any product or service through any Supervised Person of PPP in their outside capacities as an insurance agent.

Chief Compliance Officer services

PPP outsources its Chief Compliance Officer from My RIA Lawyer, a third party regulatory compliance consulting firm, to assist with the implementation and oversight of PPP's compliance program. PPP pays a fee to My RIA Lawyer in connection with these services.

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

PPP has adopted a Code of Ethics that emphasizes the high standards of conduct the Firm seeks to observe. PPP personnel are required to conduct themselves with integrity and follow the principles and policies detailed in the Firm's Code of Ethics. A copy of the code of ethics is available to clients or prospective clients upon request and is available by contacting the Firm at (201)939-6644.

PPP's Code of Ethics addresses conflicts of interest the Firm has identified or that could likely arise specific to its business model. The Firm's personnel are required to follow guidelines in areas such as personal trading practices, prohibitions on trading on material nonpublic information, gifts and business entertainment, outside business activities, and adherence to applicable securities laws.

PPP's Code of Ethics requires "Access Persons" (as defined by the SEC) to periodically report their personal securities transactions and holdings to the Firm for review.

PPP does not maintain "restricted lists," implement "blackout periods" or require prior written approval ("pre-clearance") for personal securities transactions other than initial public offerings ("IPOs") and private placements. PP does not hold or trade securities for its own accounts,

although from time to time, IARs may trade in securities for their own accounts that they also trade in Client accounts, and they also trade in different securities that they do not feel are appropriate for certain Clients. The conflict presented in this practice could lead to an IAR purchasing or selling a security and receiving a better price than the Client.

As described under Brokerage Practices below, IARs may aggregate transactions for a client with other clients to improve the quality of execution. Clients should be aware that the IAR's personal accounts (including related accounts, such as those of family members) can be included in such a block order. Although the same average price would be applied to client accounts and their IAR's personal accounts, the inclusion of an IAR's personal account in a block order can present a conflict of interest. It is possible that the inclusion of the personal account could negatively impact the price of the security or result in the client being allocated less of an order. If a partially filled order is allocated on a random basis, the inclusion of the personal account could make it less probable that a client account is randomly selected and the IAR's personal account could be randomly selected instead of a client account. PPP addresses this conflict by disclosing it to you. Please ask your IAR if you would like more information on the IARs practices in this respect.

Item 12. Brokerage Practices

Custodians and Brokers

PPP does not maintain custody of Client assets that it manages, although we are deemed to have custody of Client assets when you give us authority to instruct your broker/custodian to withdraw assets from your account or facilitate a standing letter of authorization to instruct a custodian to move assets to a third-party with your written authorization (see Item 15 – Custody, below). Your assets must be maintained in an account at an approved broker/custodian. Our approved broker/custodians currently include LPL Financial and Fidelity.

We are independently owned and operated and are not affiliated with any broker/custodian. The broker/custodian will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we may recommend you use a particular broker/custodian, you will decide whether to do so and will open your account with the custodian by entering into an account agreement directly with them.

We do not open the account for you, although we may assist you in doing so. If you do not wish

to place your assets with one of our recommended broker/custodians, then we cannot manage your account. Even though your account is maintained at one of these broker/custodians, and we anticipate that most trades will be executed through the broker/custodian you choose, other brokers may be used to execute trades for account as described below under “Your Brokerage and Custody Costs.”

Asset-Based Pricing

Clients should be aware that IARs pay a flat fee (“asset-based fee” aka “asset-based pricing”) to PPP which is passed to the broker/custodian to cover transaction and execution costs (commissions/ticket charges) on a calculation based on the IAR’s aggregate assets under management. IARs pay an asset-based fee regardless of how much or little they trade Client Accounts. We believe that a flat asset-based fee structure reduces potential conflicts of interest that may arise with individual ticket/transaction charges that can influence an IAR’s decision whether or not to trade an account.

Investment advisory Programs custodied at Fidelity offer no transaction fee mutual funds and exchange traded funds (“NTF funds”) that are excluded from the Firm’s aggregate assets under management for asset-based billing purposes. This presents a conflict because there is an economic benefit for the Firm to have Client assets in NTF funds over other fund share classes available on the broker/custodian’s platform. To help mitigate this conflict, IARs are charged an asset-based fee based on aggregate client assets held at the broker/custodian regardless of fund share class selected. We believe that this asset-based fee structure reduces potential conflicts of interest which may arise that can influence an IAR’s fund share class selection and decision whether or not to trade an account. Clients are advised that the Firm cannot ensure that all Clients will hold the lowest cost share class available on any broker/custodian’s platform at any given time.

Brokerage and Custody Costs

In most circumstances, our broker/custodians do not charge you separately for custody and transaction and execution services but are compensated by charging us an asset-based fee (see “Asset-Based Pricing” above.) Each of our broker/custodian’s asset-based fee arrangements are negotiated and based on the condition that our clients collectively maintain a minimum dollar amount of assets in accounts at the broker/custodian. Broker/custodians are also compensated by

earning interest on the uninvested cash in your account.

Our custodians will charge you a flat dollar amount as a “prime broker” or “step-out” fee for each trade that is executed by a different broker-dealer but where the securities bought or the funds from the securities sold are settled into your account. These fees are in addition to the fees you pay us. PPP does not “step out” trades; however, some of the professional third-party Portfolio Managers utilized by us do at their discretion. Clients should review the disclosure brochure for the any third-party Portfolio Manager selected prior to investing for more information regarding their step-out trade practices including additional costs that will be borne by the Client.

Aggregation of Trades

Purchases, sales, and other transactions made for the Client’s Account may be aggregated with purchase, sales, and other transactions in the same or similar investments for other clients. When transactions are so aggregated, the actual prices applicable to the aggregated transactions will be averaged, and the Account will be deemed to have purchased or sold its proportionate share of the investments involved at such an average price. Occasionally, an aggregated order may only be partially filled. Under such circumstances, the investments are allocated, to the extent feasible, among the applicable clients on a pro rata basis. Clients are encouraged to refer to the agreements they enter into as well as the disclosure brochure for any third-party manager utilized for more information on trade aggregation practices.

Cross Transactions

PPP does not execute cross transactions involving Program accounts.

Allocation of Investments

IARs engage in an investment advisory business apart from managing your Account. This creates a conflict of interest with the IAR’s time devoted to managing your Account and the allocation of time and investment opportunities among other client accounts managed by the IAR. The IAR will attempt to resolve such conflicts in a manner that is fair to all clients. IARs provide personalized and individualized advice and take action with respect to other clients that may differ from advice given or the timing or nature of action taken with respect to your Account. IARs are not obligated to purchase or sell any security that the IAR may acquire for their own account or for the account of any other client, if in the absolute discretion of the IAR, it is not practical or

desirable to acquire a position in such security for the Account.

Principal Transactions

PPP does not execute trades on a principal basis in Program accounts.

Best Execution

PPP's best execution review of broker/custodians includes quantitative and qualitative review of broker/custodian (i) commissions (if any [refer to Asset-Based Pricing under Brokerage Practices above]); (ii) reputation; (iii) research; (iv) access to products and services; (v) administrative efficiencies; (vi) trading platforms; and (vii) other service-oriented tasks considered in the selection of a broker/custodian. These reviews are done periodically to ensure the services provided by the broker/custodian remain competitive and are in the best interest of the Firm's Clients.

Soft Dollar Arrangements

PPP does not receive soft dollars from executing broker-dealers (i.e., there is no corresponding commitment made by PPP to transact any specific amount or percentage of order flow in any securities in exchange for access to products or services as a result of an arrangement with an executing broker-dealer). However, PPP receives certain economic benefits from utilizing broker/custodians based on a minimum aggregate dollar value maintained at the broker-dealer/custodian. Clients do not pay more for services because of these arrangements.

Executing Broker-Dealer Economic Benefits

Clients select LPL, or Fidelity to maintain custody and to act as broker to execute trades for assets in their accounts. Broker/custodians provide PPP with investment research and access to products and services that assist in investment the management process. Receipt of research and access to research, products, and services poses a conflict of interest to the extent that PPP does not have to produce or pay separately for these services.

Broker/custodians provide PPP with access to institutional trading and custody services, which are typically not directly available to retail investors. These services are generally available to independent investment advisors at no charge. Services include brokerage

services related to the execution of securities transactions, custody, research, analyses and reports, and access to mutual funds and other investment products typically available only to institutional investors or would require a significantly higher minimum initial investment.

Broker/custodians make available other products and services that benefit the Firm but may not benefit its Clients' accounts. These benefits include occasional educational and business entertainment events. Other benefits assist the Firm in managing and administering Clients' accounts. These include software and other technology and training that provide access and assistance with Client account data, trade execution, research, market data, payment of advisory fees, recordkeeping, and Client reporting services. Many of these services may be used to service all or some substantial number of the Firm's accounts.

Broker/custodians make available other services intended to help the PPP manage and further develop its business enterprise. These services include professional compliance, legal and business consulting, publications and conferences on practice management, information technology, business succession planning services, regulatory compliance support, employee benefits providers, human capital consultants, and insurance and marketing.

These support services are provided based on the overall relationship between PPP and the broker/custodian. It is not the result of soft dollar arrangements or any other express arrangements that involves execution of transactions as a condition to the receipt of products and services. Services are based on a minimum aggregate dollar value of assets PPP maintains at the broker-dealer/custodian and PPP will continue to receive the services from its broker/custodians regardless of order flow. Clients do not pay more for services as a result of these arrangements.

An IAR's recommendation that a Client utilize a particular broker/custodian may be based on preference, including the availability of some of the foregoing research, products and services and not solely on the nature, cost or quality of custody and brokerage services provided by the broker/custodian. The receipt of these benefits creates a conflict of interest or other material effects on advice and other services the benefits may cause.

LPL Financial Transition Assistance

Most IARs associated with PPP are also Dually Registered Persons with LPL Financial. As registered representatives of LPL, Dually Registered Persons often receive an initial loan and/or transition payment from LPL to assist with the costs associated with transitioning brokerage business to LPL's custodial platform ("Transition Assistance"). The amount of Transition Assistance that LPL pays to any registered representative can vary greatly but is typically between 0.05 - 0.15 bps. Transition Assistance may also be provided by LPL, at its discretion, to Dually Registered Persons for investment advisory assets custodied at LPL where GIA is Adviser.

Oversight Fee to LPL for Assets Held Away

As stated previously, most IARs associated with PPP are Dually Registered Persons of LPL Financial. As a result of this licensing relationship, LPL conducts "oversight" of certain activities of PPP to the extent that dually registered persons manage assets at a broker/custodian other than LPL. LPL charges PPP a fee for this oversight of typically 0.05 bps. LPL Financial charges PPP a fee for this oversight. This presents a conflict of interest in that PPP has a financial incentive to recommend that you maintain your account with LPL Financial rather than another custodian to avoid the additional oversight fee. To the extent that your IAR recommends that you use a particular broker/custodian, it is because they believe that it is in your best interest to do so.

Broker Selection and Directed Brokerage

Clients select a broker/custodian of their choice providing the broker/custodian has a master service agreement with us. We currently have agreements with LPL, Schwab, Fidelity and TD Ameritrade. We do not permit Clients to direct brokerage transactions. Clients should be aware that certain third-party Portfolio Managers can execute trades away from the chosen broker/custodian (i.e., step-out trades.) When this occurs, the Client will be assessed a commission charge or ticket charge. This charge is passed entirely to the broker-dealer and is in addition to the fee the Client pays PPP.

Trade Errors

In the event of a trade error attributable to PPP, the Firm's policy is to place the Client in the position [he/she] would have been in absent the error unless otherwise directed by the Client. In such cases, the Firm will own any profit or loss resulting from the reversing transactions.

Item 13. Review of Accounts

IARs review Client accounts on an ongoing basis and complete a review of each Client account at least annually to have a reasonable basis to believe that the advisory account continues to be in the Client's best interest. An IAR's underlying premise of suitability for an advisory account is based on the totality of services provided, not on any single service or component of the overall fee. PPP is not a broker-dealer and does not offer brokerage account only options to Clients.

IARs meet with Clients to review such items as the Client's financial circumstances, custodial account statements, performance information, fees, and other information or data related to the Client's account, investment objectives, and continued suitability of the account in the selected Program. Additional reviews may be triggered by material market, economic, or political events, or by changes in Client's financial circumstances, such as retirement, change in employment or marital status, physical move, inheritance, or other life events.

Each Client will receive written reports directly from the broker/custodian that detail the Client's positions and activity. Many IARs also provide their Client with periodic performance reports, which may show performance across multiple accounts within a household. Clients are advised to always compare those reports to the ones provided by the qualified custodians, which are the official records of the accounts.

For financial planning, the Client agreement terminates upon delivery of the plan; however, Clients are encouraged to update their financial plans annually. Such annual reviews are conducted at the election of the Client and a new agreement for services between PPP, the Client and the IAR will be required. The review may consist of a new personal financial plan if the Client's circumstances and/or goals have changed. Alternatively, the review may be a comparison of the Client's current assets and goals as stated in the personal financial plan.

Item 14. Client Referrals and Other Compensation

Client Referrals

PPP may enter into arrangements with individuals or organizations (“Solicitors”) whereby the Solicitor will refer clients to PPP that may be candidates for the investment advisory services offered By PPP. In return, PPP will compensate the Solicitor for the referral. Compensation to the Solicitor will be an agreed upon percentage of PPPs advisory fee. PPP’s solicitation/referral fee is paid pursuant to a written agreement retained by both PPP and the Solicitor. The Client’s advisory fee will not exceed GIA’s maximum asset-based fee of 2% regardless of Solicitor referral arrangements. The Solicitor will be required to provide the Client with a copy of PPP’s Form ADV Part 2A and a Solicitor Disclosure document prior to or at the time off entering into any investment advisory contract with PPP. The Solicitor is not permitted to offer Client any investment advice on behalf of PPP.

In some cases, PPP acts as a Solicitor on behalf of a third-party manager and receives a referral fee from a third-party asset manager. Third-party asset managers actively manage Client assets on a continuous basis and have discretion to buy, sell and trade securities in accordance with the program selected by the Client. PPP shall deliver to each prospective Client at the time of any solicitation activities for which compensation is paid, a current copy of the applicable Form ADV Part 2A and Solicitor Disclosure document. PPP and its Supervised Persons have an incentive to refer Clients to third-party managers because a portion of the Client fee received by the third-party asset manager is paid to PPP and the Supervised Person. PPP addresses this conflict by providing the Client with a disclosure statement explaining the roles of parties involved and discloses the fee paid to PPP for Client referrals.

Other Compensation

PPP receives economic benefit from its broker/custodians in the form of the support products and services they make available to us (see Item 12 Brokerage Practices for more information).

IARs receive additional compensation from product sponsors. However, such compensation may not be tied to the sales of any products. Compensation includes such items as gifts with a de minimis value, an occasional dinner or ticket to an entertainment event, or reimbursement in connection with an educational meeting with the IAR, client workshops or events, marketing events or advertising initiatives. Product sponsors also pay for, or reimburse PPP for the costs associated with, education or training events that are attended by PPP employees and IARs and for PPP-sponsored conferences and events.

Dually Registered Persons receive an economic benefit from LPL primarily in the forms of support services, product offerings, and Transition Assistance (see Item 12 Brokerage Practices, LPL Transition Assistance for more information).

PPP Compensation to IAR

PPP compensates IARs pursuant to an independent contractor agreement, and not as an employee. This compensation is based on the amount of Client assets the IAR services and includes a portion of the advisory fee and, such portion received by IAR may be more or less than what IAR would receive at another investment advisor firm.

Item 15. Custody

Client assets are housed in unaffiliated and nationally recognized brokerage firms, otherwise known as custodians. PPP does not take custody except under the following two conditions which are considered by the Securities and Exchange Commission to be custody because of the Firm's ability to transfer/access funds:

1. PPP has the authority to ask the custodian to pay investment adviser fees from Client's Account and give payment directly to PPP (direct debit), and therefore is deemed to have limited custody. Client will be sent monthly and/or quarterly written summary account statements directly from the custodian that holds and maintains their assets at least quarterly. Any funds being deposited for investment must be payable to the custodian where the account is held, not PPP or one of its IARs. Custodial statements will reflect the account holdings, transactions for the period reported, and any additions and withdrawals from the account, including the custodian's withdrawal of PPP's adviser fees. Clients are urged to carefully review the custodian's statements and compare these official custodial records to any performance reports that the Client's IAR provide. An IAR's reports may vary from the custodial statements based on systems, accounting procedures, reporting dates, or valuation methodologies of certain assets. Clients should notify their IAR of any report discrepancies as soon as possible.
2. PPP is deemed to have custody when a client establishes a standing letter of authorization ("SLOA") to direct PPP to transfer funds or securities from the client's account to a

specified third party. The client's SLOA gives PPP the authorization to change the timing and/or the amount of the transfer; however, not the ability to change the third-party recipient without the client's written authorization.

You will receive account statements directly from the custodian at least quarterly. Statements will be sent to the email or postal mailing address you provided to the custodian. You should carefully review those statements promptly when you receive them. You should also compare your custodial account statements with periodic reports you may receive from us and immediately report any discrepancies.

Item 16. Investment Discretion

PPP accepts discretionary authority to manage securities accounts on behalf of its Clients. Clients may place limitations on this authority including, for example, restrictions on investing in certain securities, industries, security types, issuers, securities with certain credit ratings or limitations on the percentage of cash held. Clients should be aware that Client restrictions can affect the account's performance and that it may differ from and be less successful than that of other accounts that have not limited discretion. Security restrictions are subject to approval by PPP or the third-party manager. For PPP to assume discretionary authority both the Client and the Firm must sign an Investment Management Agreement that explains the discretionary authority and details the restrictions or limitations, if any.

With respect to financial planning and consulting services, PPP does not have any discretionary investment authority.

Item 17. Voting Client Securities

PPP will not request or accept voting authority for Client securities. Clients will receive proxies directly from the issuer of the security or the Custodian. Clients should direct all proxy questions to the issuer of the security. For Client accounts managed by a third-party portfolio manager, Clients should refer to the separate agreement they entered into with the portfolio manager and that portfolio manager's specific proxy voting policies and procedures.

Item 18. Financial Information

Not applicable. We do not require or solicit Clients to prepay fees of more than \$1,200 six months or more in advance.