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d/b/a: MGO One Seven**

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**March 27, 2023**

**FORM ADV PART 2A BROCHURE  
(former MGO Investment Advisor programs)**

This Form ADV 2A ("Disclosure Brochure") provides information about the qualifications and business practices of MGO One Seven LLC ("MGO One Seven" or the "Advisor"). Certain Advisory Persons of MGO One Seven may also conduct business under the name Carey Dittoe Wealth Management, Chen Wealth Services, ClientFirst Financial Strategies, Everglades Parkland Advisors, Ironclad Wealth Management, JP Investments, Lake House Private Wealth Management, Life Transitions Planning, MB Wealth Management Group, MGO Investment Advisors, Park City Wealth Advisors, PC Family Office, Pillar Wealth Group, Reflections Life Investments, Retirement Planning Solutions by the Jaicks Group, Romero Wealth Management, S3 Retirement Planning, Structure Wealth Management, Studemont Group, Stone Creek Advisors, LLC and The Fulshear Wealth Management Group. If you have any questions about the contents of this Disclosure Brochure, please contact us at (216) 771-4242.

MGO One Seven is a registered investment advisor with the U.S. Securities and Exchange Commission ("SEC"). The information in this Disclosure Brochure has not been approved or verified by the SEC or by any state securities authority. Registration of an investment advisor does not imply any specific level of skill or training. This Disclosure Brochure provides information through MGO One Seven to assist you in determining whether to retain the Advisor.

Additional information about MGO One Seven and its Advisory Persons is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) by searching with our firm name or our CRD# 283087.

## Item 2 Material Changes

Form ADV Part 2 is divided into two parts: Part 2A (the "Disclosure Brochure") and Part 2B (the "Brochure Supplement"). The Disclosure Brochure provides information about a variety of topics relating to an Advisor's business practices and conflicts of interest. The Brochure Supplement provides information about Advisory Persons of MGO One Seven.

MGO One Seven believes that communication and transparency are the foundation of its relationship with Clients and will continually strive to provide its Clients with complete and accurate information at all times. MGO One Seven encourages all current and prospective Clients to read this Disclosure Brochure and discuss any questions you may have with us. And of course, we always welcome your feedback.

Since previous annual updating amendment, dated April 1, 2022, we made the following material changes to our Form ADV:

- Item 10 Other Financial Industry Activities and Affiliations
  - In March of 2023, MGO One Seven's parent company acquired TCWP, LLC ("TCWP"), a registered investment adviser. TCWP will remain a separate investment adviser for the foreseeable future. Todd Resnick will serve as the Chief Compliance Officer for both MGO One Seven and TCWP. MGO One Seven and TCWP will share employees but for the time being will be treated as separate firms.
  - MGO One Seven no longer serves on the TD Ameritrade Institutional Advisor Panel, and all disclosures have been removed.
- Item 14 Client Referrals and Other Compensation
  - IARs of MGO One Seven have the opportunity to receive additional individual compensation and benefits either upon joining MGO One Seven or when the opportunity is offered to current IARs who have already joined MGO One Seven. Additional details are provided under "*Other Compensation Available to IARs*".

### Future Changes

From time to time, we may amend this Disclosure Brochure to reflect changes in our business practices, changes in regulations and routine annual updates as required by the securities regulators. This complete Disclosure Brochure or a Summary of Material Changes shall be provided to each Client annually and if a material change occurs in the business practices of MGO One Seven.

You may view the current Disclosure Brochure on-line at the SEC's Investment Adviser Public Disclosure website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) by searching with our firm name or our CRD# 283087. You may also request a copy of this Disclosure Brochure, by contacting us at (216) 771-4242 and a copy will be provided to you at no charge.

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## **Item 4 ADVISORY BUSINESS**

### **ITEM 4-A ADVISORY FIRM/OWNERSHIP**

MGO One Seven LLC ("MGO One Seven" or the "Adviser") is a registered investment adviser with the U.S. Securities and Exchange Commission ("SEC"), which is organized as a Limited Liability Company ("LLC") under the laws of the State of Delaware. MGO One Seven was originally founded in June 2016 as We Are One Seven, LLC. On May 4, 2022, we changed our name to MGO One Seven LLC and merged with a local firm operating under the name MGO Investment Advisors Inc., a registered investment adviser with the SEC. We are now owned 100% by MGO/OS Holdings, LLC. Our executive officers are Ronald S. Gross, Chief Executive Officer and Managing Member and Todd M. Resnick, President and Chief Compliance Officer.

MGO Investment Advisors Inc. ("MGOIA") is no longer a registered investment adviser and all advisory business is done under our new name of MGO One Seven, LLC. MGOIA is withdrawing its registration with the SEC.

### **ITEM 4-B DESCRIPTION OF INVESTMENT ADVISORY SERVICES**

#### **INVESTMENT ADVISORY SERVICES**

The services described in this Brochure are former MGOIA programs and services. Services formerly offered by We Are One Seven are described in a separate Brochure.

MGO One Seven provides discretionary and non-discretionary investment advice concerning investment of monies consistent with the circumstance, preferences and objectives of each client.

The investment management process includes an assessment of each client's individual objectives, needs, risk tolerance and style of desired management. Client will complete a confidential client account record, investment advisory agreement and when applicable an investment profile. We attempt to structure each client's investment program based on these considerations.

Security products used for client accounts include but are not limited to mutual funds, separately managed accounts (SMA), variable annuities, exchange traded funds, mutual fund portfolios, fixed income, laddered bond portfolios, equities and other securities in association with the investment service selected by you.

We provide ongoing monitoring to your advisory assets in order to help you meet your objectives. For discretionary accounts from time to time we will change your portfolio allocations. Factors that could lead to portfolio review include (but are not limited to) changes in economic climate, current events, and/or investment strategy changes. If non-discretionary accounts, we will recommend portfolio allocation changes.

MGO One Seven works with the Plan Trustee/Sponsor in selecting a core mutual fund investment menu for defined contribution plans (*i.e.*, 401(k) plans). Participating employees then choose among the core fund menu for their own investment allocation based on their personal preferences and objectives. In addition, we provide a managed account option, Road to Retirement, to plan participants (see below).

## **QUALIFIED RETIREMENT PLAN CORE FUND MENU SELECTION AND MONITORING**

MGO One Seven, as investment advisor to the plan, selects and monitors the core fund menu on a recurring basis to assure proper funds and asset classes are properly utilized. The following criteria are reviewed on a quarterly basis. Recommendations are provided to the Plan Trustee/Sponsor if applicable.

- Expense Ratio (Short-Term Measure)
- Sharpe Ratio (Short-Term Measure)
- Rolling Information Ratio (Intermediate-Term Measure)
- Trailing Performance (Intermediate-Term Measure)
- Performance Consistency (Long-Term Measure)
- Rolling Selection Return (Long-Term Measure)

### **Road to Retirement**

We provide an optional managed account program to defined contribution retirement plan participants if the Plan Trustee/Sponsor elects to make the option available.

Each participant electing this service contracts with MGO One Seven to provide the actively managed investment advisory services to his/her account. Participants electing this service complete a participant investment advisory agreement. Participants assets are allocated to the model portfolio which Advisor believes most closely suits Plan Participant's situation and needs in light of Plan Participant's age or, if provided, investment profile. Participants signing up online, with no established balance, will be placed in a risk-based portfolio determined by their age.

The Road to Retirement program is offered using the Nationwide Trust Product Retirement Investment Platform. MGO One Seven designs the managed account portfolios from the mutual funds available within the investment platform. Recordkeeping is performed by Nationwide and the client's third party administrator MGO, Inc..

We have entered into an arrangement with Registered Investment Advisor Services Inc. ("RIA Services"). They perform certain back office services and recordkeeping functions associated with the Road to Retirement Program. MGO One Seven pays RIA Services a fee for this service. Please reference Item 5 for specifics of the fee arrangement.

Participants can elect to terminate this optional service at any time by providing written notice to MGO One Seven.

### **Road to Retirement Investment Strategies:**

#### **MGO Portfolio 1: (Conservative)**

Investment Objective: Capital preservation with goal of current income.

Investment Policy Guidelines: The portfolio typically invests up to 80% of assets among fixed income and money market portfolios. The portfolio typically invests up to 20% of assets in equities.

#### **MGO Portfolio 2: (ModerateConservative)**

Investment Objective: Current income with potential to capitalize upon equity market growth as a secondary objective.

Investment Policy Guidelines: The portfolio typically invests up to 60% of assets among fixed income and money market portfolios. The portfolio typically invests up to 40% of assets in equities.

### **MGO Portfolio 3: (Moderate)**

Investment Objective: A balance of fixed income and equities designed for a dual objective of income and growth.

Investment Policy Guidelines: The portfolio typically invests up to 40% of assets among fixed income and money market portfolios. The portfolio typically invests up to 60% of assets in equities.

### **MGO Portfolio 4: (Moderate Aggressive)**

Investment Objective: Focus on equity market growth with a secondary objective to preserve current income.

Investment Policy Guidelines: The portfolio typically invests no more than 20% of assets among fixed income and money market portfolios. The portfolio typically invests up to 80% of assets in equities.

### **MGO Portfolio 5 (Aggressive)**

Investment Objective: Equity market growth with little consideration for current income.

Investment Policy Guidelines: The portfolio typically invests no more than 10% of assets among fixed income and money market portfolios. The portfolio typically invests up to 90% of assets in equities.

### **MGO Speculative Growth Portfolio**

Investment Objective: Aggressive equity market growth - consideration for current income is incidental.

Investment Policy Guidelines: The portfolio typically invests up to 100% of assets in equities.

### **MGO Income Portfolio**

Investment Objective: Current income with market fluctuation. This portfolio is managed to seek a combination of stock and bond funds that generate an above average dividend yield.

Investment Policy Guidelines: The portfolio is designed for an investor seeking current income with secondary emphasis on capital appreciation. The portfolio will typically invest in a combination of stocks, bonds and cash.

## **Road to Wealth**

MGO Road to Wealth is the portfolio management program designed for personal assets, IRAs, IRA Rollovers, Roth IRAs, Trusts, Corporate and other personal investment portfolios. Individuals can choose to have the many assets that comprise personal wealth actively managed by the professional investment advisors of MGO One Seven.

MGO One Seven conducts a thorough analysis of current assets and determines the best allocations and account registrations for an individual to capitalize on the market, tax law and their own personal income needs. The analysis includes MGO One Seven recommendation and plan to achieve investment goals.

### ***Road to Wealth Investment Strategies:***

#### **MGO Conservative**

Investment Objective: Capital preservation with goal of current income.

Investment Policy Guidelines: The portfolio typically invests up to 80% of assets among fixed income and money market portfolios. The portfolio typically invests up to 20% of assets in equities.

#### **MGO Moderate Conservative**

Investment Objective: Current income with potential to capitalize upon equity market growth as a secondary objective.

Investment Policy Guidelines: The portfolio typically invests up to 60% of assets among fixed income and money market portfolios. The portfolio typically invests up to 40% of assets in equities.

#### **MGO Moderate**

Investment Objective: A balance of fixed income and equities designed for a dual objective of income and growth.

Investment Policy Guidelines: The portfolio typically invests up to 40% of assets among fixed income and money market portfolios. The portfolio typically invests up to 60% of assets in equities.

#### **MGO Moderate Aggressive**

Investment Objective: Focus on equity market growth with a secondary objective to preserve current income.

Investment Policy Guidelines: The portfolio typically invests no more than 20% of assets among fixed income and money market portfolios. The portfolio typically invests up to 80% of assets in equities.

#### **MGO Aggressive**

Investment Objective: Equity market growth with little consideration for current income.

Investment Policy Guidelines: The portfolio typically invests no more than 10% of assets among fixed income and money market portfolios. The portfolio typically invests up to 90% of assets in equities.

**MGO Speculative Growth ETF Portfolio**

Investment Objective: Aggressive equity market growth - consideration for current income is incidental.

Investment Policy Guidelines: The portfolio typically invests up to 100% of assets in equities.

**MGO Municipal Bond**

Investment Objective: Focused on tax-exempt current income, with an underlying strategy seeking preservation of capital.

Investment Policy Guidelines: The portfolio typically invests 100% of its assets in municipal bond securities.

**MGO Income**

Investment Objective: Focused on current income and a variable spend rate seeking to distribute dividends and interest income from a multi-asset portfolio.

Investment Policy Guidelines: The portfolio typically invests 40% of its assets in equity markets and 60% of its assets in fixed income and money market securities.

**MGO Equity Income**

Investment Objective: Focused on current income and a variable spend rate seeking to distribute dividends from equity portfolio.

Investment Policy Guidelines: The portfolio typically invests 100% of its assets in equity markets.

**MGO Currency Compliment**

Investment Objective: Focused on current income, with an underlying strategy seeking long-term capital appreciation.

Investment Policy Guidelines: The portfolio typically invests 100% of its assets in fixed income and money market securities.

**Signature**

This is an investment advisory program for high net worth clients. MGO One Seven conducts a thorough analysis of current assets and determines the best allocations and account registrations for an individual to capitalize on the market, tax law and their own personal income needs. The analysis includes MGO One Seven recommendations and a plan to work toward your investment goals.

**IRA Rollover Recommendations**

Effective December 20, 2021 for purposes of complying with the DOL's Prohibited Transaction Exemption 2020-02 ("PTE 2020-02") where applicable, we are providing the following acknowledgment to you. When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Under this special rule's provisions, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);



- Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

We benefit financially from the rollover of your assets from a retirement account to an account that we manage or provide investment advice, because the assets increase our assets under management and, in turn, our advisory fees. As a fiduciary, we only recommend a rollover when we believe it is in your best interest.

#### **ITEM 4-C Client Account Management**

For discretionary accounts MGO One Seven maintains full discretion in the management of portfolio assets. MGO One Seven exercises discretion in selecting investments in conjunction with your portfolio investment horizon, goals, risk tolerance and other mitigating factors. Clients are able at any time to indicate any special instructions that they may wish us to follow in managing their account. For defined contribution plans MGO One Seven works with Plan Trustee/Sponsor in designing a core mutual fund investment menu applicable to a qualified retirement plan.

#### **ITEM 4-D WRAP FEE PROGRAM**

For some Clients, MGO One Seven includes the securities transaction fees together with investment advisory fees to provide the Client with a single, bundled fee structure. This combination of fees is typically referred to as a "Wrap Fee Program." MGO One Seven customizes its investment management services for its clients. This Wrap Fee Program is described in the Form ADV, Part 2A, Appendix 1 (Wrap Fee Program Brochure) to this Disclosure Brochure. MGO One Seven may also recommend the implementation of investment management through unaffiliated third-party money managers and investment portfolios, which may deliver services through a wrap fee structure. Please see Form ADV, Part 2A, Appendix 1.

#### **ITEM 4-E ASSETS UNDER MANAGEMENT**

As of December 31, 2022, we provide continuous management services for \$2,429,831,166 in client assets. \$2,013,199,125 in assets are managed on a discretionary basis while \$416,632,041 in assets are managed on a non-discretionary basis.

Assets referenced above are as of the close of business 4/30/2022 and include assets in the MGO and One Seven programs now offered under MGO One Seven.

### **Item 5 FEES AND COMPENSATION**

#### **ITEM 5-A HOW MGO ONE SEVEN IS COMPENSATED FOR ADVISORY SERVICES**

MGO One Seven charges an advisory fee for the investment management services we provide. The advisory fees paid to MGO One Seven represent fees for management of your account and are separate from any other fees and expenses charged by other parties.

Clients are able to request that related accounts be combined in order to meet fee break points and reduce the advisory fee charged. We reserve the right to waive or discount the advisory fee for certain accounts.

The standard is negotiable and as a result client with similar assets may have differing fee schedules. The following is our current advisory fee schedule for most client accounts:  
1.00% Per Annum for the first \$5,000,000

0.50% Per Annum for assets \$5,000,001 to \$10,000,000 0.25% Per Annum for assets over \$10,000,001

MGO Signature is an investment program designed for high net worth individuals.

The MGO Road to Retirement fee schedule is 0.80% per year. Please see Item 5-C for further details.

#### **ITEM 5-B BILLING METHOD AND BILLING FREQUENCY**

The advisory fees are charged and billed in arrears on a quarterly basis for existing accounts. New accounts will be charged and billed in advance on a quarterly basis. Details for your specific account(s) are in your Advisory Agreement. Accounts currently billed in arrears will not change to advance billing. It is expected that accounts will sign contracts for advance billing starting in late June or July, 2022.

Fees are based on the market value of all your assets under management on the last trading day of each calendar quarter.

In the first (and last) advisory fee cycle, the advisory fee will be pro-rated based on the number of days the assets are under management during the quarter. Any unearned prepaid fees will be refunded as of the account termination date.

Clients have the option to elect to have the fee deducted from their assets or be invoiced. Invoices are due upon receipt.

#### **ITEM 5-C OTHER TYPES OFFEES/EXPENSES ASSOCIATED WITH ADVISORY SERVICES**

The advisory fees shown in this brochure represent only the fees paid to MGO One Seven and do not reflect operating expenses and other costs charged by mutual funds (front or back loads), separately managed accounts (SMA), variable annuities, ETF trading fees or other custodial fees. Some mutual funds, variable annuities and or other platforms assess other fees and expenses such as 12b-1, offsets, or commissions in connection with the placement of your funds. Some platforms provide offsets, against the custodial fees, based on the 12b1 fees they collect. The 12b-1, offsets or commissions are not a material factor in selecting mutual funds. Total fees and expenses of funds are one of the factors when selecting mutual funds. Some assess short-term trading fees which are disclosed in each fund's prospectus guidelines. Some annuity products are subject to a contingent deferred sales charge. The Policy/Account owner should refer to the Platform/Custodians' general terms and conditions and client agreement, contract and/or prospectus for specifics.

Defined contribution plan participants selecting the optional Road to Retirement program will pay 0.80% per year for the managed account service fee. Of this fee MGO One Seven pays Registered Investment Advisors Services, Inc. (RIA Services) 0.13% per annum and MGO Inc. 0.15% per annum. RIA Services makes available certain administrative and technology services that facilitate managed account services. MGO Inc., an affiliate of MGO One Seven, serves as the third-party administrator to the defined contribution plan. The Road to Retirement Fee is in addition to Plan advisory fees that the Plan Sponsor may pass onto the participants. Road to Retirement Fees are deducted directly from each participant account on a quarterly basis and are assessed based on a daily valuation. The Road to Retirement managed account service fee is in addition to any underlying mutual fund expense or platform fees as well as fees assessed by third party administrator.

Defined contribution plan participants selecting the optional Road to Retirement Program will also pay their proportionate share of the Plan Level Advisory fee as stated above; should the Plan Sponsor elect to have said fees deducted from Plan assets. This is in addition to the managed account service fee associated with the Road to Retirement Program.

Many retirement plan sponsors offer the Nationwide Best of America Group Retirement Series Investment Platform. The Platform includes an asset management charge ("AMC") which is assessed by adjusting the unit price of the mutual fund shares offered to plan participants. The AMC is comprised of a combination of upfront commission and/or trailing commission based on total plan assets and determined by our affiliate, MGO Securities Corp.

Nationwide pays fees to MGO Inc. for performing certain administrative services which include but are not limited to preparing proposals, enrollments, processing transactions, associated recordkeeping responsibilities and communicating with plan sponsors and participants. Such compensation is noted on the Nationwide Disclosure Form.

#### **ITEM 5-D PRE PAID FEES**

If any prepaid fees are unearned, they will be prorated and returned to the client as of the date of account termination.

#### **ITEM 5-E COMPENSATION FOR SALE OF SECURITIES OR OTHER INVESTMENT PRODUCTS**

MGO One Seven is under common ownership with MGO Securities Corporation (MGOSC), a registered broker dealer and FINRA member. MGOSC is the broker dealer for those qualified plans who have the assets held at Nationwide Trust Co. MGOSC is the broker dealer utilized for variable annuity/life sales. MGOSC does not have custody of client assets. Using our affiliate creates a conflict of interest because both entities (MGOSC and MGO One Seven) earn compensation.

MGOSC is able to effect limited security transactions for advisory clients and may receive separate compensation for this activity. The amount paid does not exceed that stated in the prospectus. Prior to 2018, and when appropriate to the needs of the client, advisory client assets were invested into mutual fund families that paid 12b-1 trails to MGOSC. While these funds are no longer being recommended to clients, MGOSC continues to receive these fees. If clients choose to purchase variable annuities through MGOSC, MGOSC will receive separate and typical compensation for the sale of these annuities.

MGOSC securities business is limited to mutual funds, ETFs, group pension products, and variable insurance products. MGO Securities Corp's primary securities business is mutual funds or advisory platforms utilizing underlying mutual fund families.

Additional details about these direct and indirect benefits are listed under Item 12. Brokerage Practices and Item 14. Client Referrals and Other Compensation.

#### **ITEM 5E CONFLICTS OF INTEREST**

There is a conflict of interest due to our affiliate relationship with MGO Securities Corp.

MGO One Seven provides the investment advisory services and MGO Securities Corp. is the broker dealer utilized for security purchases where applicable. MGO Securities Corp. can and does receive compensation for the sale of securities including but not limited to mutual funds, ETFs, and variable annuity products. MGOSC also shares in compensation from Nationwide Financial Trust Co for the qualified 401(k) investment platform. Clients sign a disclosure statement outlining the compensation for

the retail mutual funds, variable annuity products and qualified 401(k) investment platform, if applicable. This compensation is a conflict of interest and IARs can make recommendations based on the receipt of the additional compensation (*i.e.*, commissions) instead of the receipt of advisory fees.

The Adviser receives research and consulting services from Investment Companies concerning portfolio construction and asset allocation. Because the Adviser does not have to directly pay for this research, this arrangement can create an incentive for the Adviser to direct client investments in Investment Companies related securities or model portfolios based on an interest in receiving the research without having to directly pay for the same. Nonetheless, the Adviser evaluates portfolio management decisions carefully and makes decisions that the Adviser believes are in the best interest of clients. The Adviser believes it balances these considerations appropriately and the decisions are in the clients' best interests.

#### **ITEM 5E BROKER DEALER OPTIONS**

If the client selects MGO One Seven and commissionable products are purchased (mutual funds, variable annuity/life and qualified plans using the Nationwide Trust Product) MGOSC will be the broker of record. MGO One Seven's policy allows several different broker dealer selections but IARs that were registered with MGOIA prior to the merger, are registered only with MGOSC.

#### **ITEM 5E COMMISSIONS REVENUE/REDUCED ADVISORY FEE**

For qualified retirement plans MGO, Inc. reviews all sources of revenue (investment advisory, broker dealer revenue and when applicable plan administration) when determining the fee schedules/asset based trails applicable to these clients.

### **Item 6 PERFORMANCE-BASED FEE AND SIDE-BY-SIDE MANAGEMENT**

MGO One Seven does not charge performance based fees or participate in side-by-side management.

### **Item 7 TYPES OF CLIENTS**

MGO One Seven generally provides investment advice to the following types of clients: Individuals, Pension and Profit Sharing Plans, Trusts, Foundations and Corporate Accounts. It is recommended that clients have a minimum of \$15,000.00 to establish an investment account. We reserve the right to waive this minimum. Other programs offered by MGO One Seven are available with no minimum investment amount requirement.

### **Item 8 METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

**A.** Our value based investment strategy is two-fold, involving technical analysis and fundamental analysis. The analysis is then incorporated into the theories of Nobel Prize winning economist Harry Markovitz as well as Nobel Prize winning economist William Sharpe to create a portfolio that maximizes return potential while minimizing portfolio risk based upon investor risk tolerance -or- incorporating Modern Portfolio Theory. In creating portfolios, fundamental analysis involves a proper identification of the market cycle. The stock market is cyclical in nature and while investor sentiment will never allow the market to prescribe to an exact science, equity asset classes will come into favor at

different stages of the market cycle. From a market peak to a market low, there is always an asset class that is outperforming the overall market. MGO One Seven attempts to determine these asset classes.

Identifying the stages of a market cycle and overweighting the proper market sectors can aid in maximizing returns. Identifying stages in the market cycle involves evaluating the external market environment and properly gauging the attitude of investors. Fundamental analysis also takes into account the managers of the underlying investments. Appropriate manager tenure and the support of a skilled team of research analysts create funds that invest in the appropriate stocks with little stock overlap (stock overlap - holding the same stock in multiple portfolios, reducing diversification). Relying solely upon fundamental analysis does not give an accurate assessment of a portfolio.

Technical analysis is a cornerstone of prudent investing. MGO One Seven investment selections are based on:

Expense Ratio: Keeping the expenses of underlying funds in the portfolio within acceptable ranges of the appropriate benchmark.

Sharpe Ratio: Developed by Nobel Laureate William Sharpe, the Sharpe Ratio gauges whether a fund is generating an appropriate return based on the amount of risk that the fund has undertaken.

Information Ratio: Quantifies the value added or subtracted by a fund's manager versus the appropriate benchmark.

Performance: The total underlying investment return over a group of historical periods.

Performance Consistency: Determining if long-term returns are consistent or skewed by one outstanding period of performance. Long term return consistency without style drift (*i.e.*, investing in stocks of asset classes other than the specific asset class for which the fund is intended) is the hallmark of a good investment.

Selection Returns: A fund manager's performance relative to a benchmark.

Investing in securities involves risks including the loss of principal, market fluctuation, tax liabilities, and the like. Investors should consider all risks and read investment prospectus and literature prior to making an investment decision.

## **ITEM 8-B MATERIAL RISKS ASSOCIATED WITH ANALYSIS AND INVESTMENT STRATEGIES**

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the security. We attempt to mitigate this risk through mutual fund investments.

Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly-managed or financially unsound company could underperform regardless of market movement. We attempt to mitigate the risk through mutual fund investment.

Mutual fund and/or ETF analysis: We look at the experience and track record of the manager of the mutual fund or ETF in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We also look at the underlying assets in a

mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in other fund in the client's portfolio. We also monitor the funds or ETFs in an attempt to determine if they are continuing to follow their stated investment strategy.

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

Investing in securities involves risks including the loss of principal, market fluctuation, tax liabilities, and the like. Investors should consider all risks and read investment prospectus and literature prior to making an investment decision.

#### **ITEM 8C- SECURITIES PRIMARILY RECOMMENDED**

MGO One Seven investment portfolios and strategies are mainly comprised of retail mutual fund investments, laddered bond portfolios and separately managed accounts (SMAs) and ETF investments. Mutual fund and ETF investments involve the risk of market fluctuation, loss of principal, tax liabilities and the like. Risks specific to different types of mutual funds includes, but is not limited to interest rate risk, liquidity risk, market risk, inflation risk, currency risk and sociopolitical risk.

Please see Item 8B regarding risks associated with these types of investments.

### **Item 9 DISCIPLINARY INFORMATION**

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management services.

### **Item 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

#### **AFFILIATED BROKER DEALER**

MGO Securities Corp. a registered broker dealer, member FINRA and SIPC is an affiliated firm of MGO One Seven and is under common ownership. Some managers and IARs of MGO One Seven are licensed with MGO Securities Corp. in a registered representative or principal capacity.

#### **RELATIONSHIPS MATERIAL TO ADVISORY BUSINESS AND CONFLICTS OF INTEREST**

##### **Insurance Recommendations**

Certain IARs of MGO One Seven serve as independent licensed insurance professionals. Implementations of insurance recommendations are separate and apart from an IAR's role with MGO One Seven. As an insurance professional, an IAR will receive customary commissions and other related revenues from the various insurance companies whose products they sell. IARs are not obligated to use the products of any particular insurance company. Commissions generated by insurance sales do not offset regular advisory fees. This causes a conflict of interest in recommending certain products of the insurance companies since the IAR can recommend a product based on the compensation they receive rather than what is needed by the client. Clients are under no obligation to implement any recommendations made by MGO One Seven or any of its IARs in their capacity as a licensed insurance professional or IAR.



Commissions will be received from the sale of insurance products. Insurance commissions for former IARs of MGOIA are paid to the insurance agency affiliate of MGO One Seven, MGO Inc. Insurance products utilized are based on the client objectives determined during initial and subsequent client meetings. MGOSC will receive insurance commissions from legacy holdings when a client retains MGO One Seven/MGOSC. IARs of the former entity We Are One Seven, LLC are paid their insurance commissions. Advisory fees will not be charged on insurance products for which commissions are received.

### **Pension Consulting Services**

MGO Inc., an affiliate of MGO One Seven, provides pension consulting services. Advisory fees earned by MGO One Seven are separate from and in addition to the administrative fees charged by MGO Inc.

### **Affiliated Investment Adviser**

In March of 2023, MGO One Seven's parent company acquired TCWP, LLC ("TCWP"), a registered investment adviser. TCWP will remain a separate investment adviser for the foreseeable future. Todd Resnick will serve as the Chief Compliance Officer for both MGO One Seven and TCWP. MGO One Seven and TCWP will share employees but for the time being will be treated as separate firms.

## **RECOMMENDATION OF OTHER INVESTMENT ADVISORS**

We may recommend that you use an Independent Manager based on your needs and suitability. We will not receive separate compensation, directly or indirectly, from the Independent Manager for recommending that you use their services. Moreover, we do not have any other business relationships with the recommended Independent Manager. Refer to Item 4, *Advisory Business* for additional disclosures on this topic. Further detail is provided on these programs in our Disclosure Brochure for "former One Seven programs".

### **Other Financial Industry Activities**

#### **Everglades Global Opportunities Fund LP, Everglades Digital Assets Fund LP & OA Digital Fund LP**

MGO One Seven's IAR, Mr. Kenneth Arnold, also serves as a portfolio manager and principal officer of private investment funds called the Everglades Global Opportunities Fund LP, Everglades Digital Assets Fund LP and OA Digital Fund LP (the "Funds"). IARs of MGO One Seven may recommend that Clients and prospective clients of MGO One Seven invest in the Funds. Clients and prospective clients that are offered to invest in the Funds shall be provided with the Funds' private placement memorandum and related documents that provide a full description of the investment approach, business practices, fees and risks associated with an investment in the Funds. Clients are not obligated to invest in the Funds. To mitigate the conflict of interest associated with this outside activity, no additional ongoing investment advisory fees are charged on assets that are invested in the Funds.

### **R&D Tax Credit Services**

MGO One Seven d/b/a Ironclad Wealth Management ("Ironclad") makes referrals to SR Tax Solutions LLC ("SR Tax") for which Patrick Moore (through Ironclad) receives non-advisory fees from SR Tax. SR Tax provides Federal R&D Tax Credit services. This practice presents a conflict of interest as Patrick Moore has an incentive to recommend SR Tax for the purpose of generating additional non-advisory fees for himself rather than solely based on client needs. Clients are under no obligation, contractually or otherwise, to utilize the services of SR Tax. MGO One Seven has no ownership affiliation and is independent from SR Tax.

### **Student Loan Consolidation and Refinancing**

John Conry, an IAR, of MGO One Seven makes referrals to Splash Financial for which John Conry receives non-advisory fees from Splash Financial. Splash Financial provides student loan consolidation and refinancing services. This practice presents a conflict of interest as John Conry has an incentive to recommend Splash Financial for the purpose of generating non-advisory fees rather than solely based on client needs. Clients are under no obligation, contractually or otherwise, to utilize the services of Splash Financial. MGO One Seven has no ownership affiliation with and is independent from Splash Financial.

### **College Funding Evolution**

Persons providing investment advice on behalf of our firm provide college financial consulting services through College Funding Evolution. Fees earned by IARs in this capacity are separate and in addition to MGO One Seven's advisory fees. This practice presents a conflict of interest as the IAR may have an incentive to recommend these services for the purpose of generating commissions rather than solely based on client needs. Clients are under no obligation, contractually or otherwise, to utilize these services through any person affiliated with MGO One Seven. Ronald S. Gross, the CEO of MGO One Seven, has an ownership interest in College Funding Evolution.

## **Item 11 CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

### **A. Code of Ethics**

MGO One Seven has implemented a Code of Ethics that defines our fiduciary commitment to each Client. This Code of Ethics applies to all persons associated with MGO One Seven (our "Supervised Persons"). The Code of Ethics was developed to provide general ethical guidelines and specific instructions regarding our duties to you, our Client. MGO One Seven and its Supervised Persons owe a duty of loyalty, fairness and good faith towards each Client. It is the obligation of our Supervised Persons to adhere not only to the specific provisions of the Code, but also to the general principles that guide the Code. The Code of Ethics covers a range of topics that address ethics and conflicts of interest. To request a copy of our Code of Ethics, please contact us at (216) 771-4242.

### **B. Personal Trading with Material Interest**

MGO One Seven allows our Supervised Persons to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients. MGO One Seven does not act as principal in any transactions. In addition, the Adviser does not act as the general partner of a fund, or advise an investment company. However, one of MGO One Seven's Advisory Persons, Mr. Kenneth Arnold, in his separate capacity, also serves as a portfolio manager and principal officer of private investment funds called the Everglades Global Opportunities Fund LP, Everglades Digital Assets Fund LP and OA Digital Fund LP (the "Funds"). Clients are not obligated to invest in the Funds. To mitigate the conflict of interest associated with this outside activity, the Advisor will not charge an additional ongoing investment advisory fee on assets that are invested in the Funds.

### **C. Personal Trading in Same Securities as Clients**

MGO One Seven allows our Supervised Persons to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients. Owning the same securities, we recommend (purchase or sell) to you presents a conflict of interest that, as fiduciaries, we must disclose to you and mitigate through policies and procedures. As noted above, we have adopted, consistent with Section 204A of the Investment Advisers Act of 1940, a Code of Ethics which addresses insider trading (material non-public information controls) and personal securities reporting procedures. When trading for personal accounts, Supervised Persons of MGO One Seven may have a conflict of interest if trading in the same securities. The fiduciary duty to act in the best interest of its Clients can potentially be violated if personal trades are made with more advantageous terms than Client trades, or by trading



based on material non-public information. This risk is mitigated by MGO One Seven requiring reporting of personal securities trades by its Supervised Persons for review by the CCO or his delegate. We have also adopted written policies and procedures to detect the misuse of material, non-public information.

#### **D. Personal Trading at Same Time as Client**

While MGO One Seven allows our Supervised Persons to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients, such trades are typically aggregated with Client orders or traded afterwards. At no time will MGO One Seven, or any Supervised Person of MGO One Seven, transact in any security to the detriment of any Client.

#### **Error Committee**

The Investment committee meets weekly and any errors identified by the firm are discussed. The error committee will consider the 1) nature and cause of the error 2) whether the client has been disadvantaged by the error and 3) suitability of the allocations resulting from the error. We will notify our clients of errors caused by MGO One Seven that resulted in a loss. MGO One Seven will offset any losses against gains resulting from the same error and generally MGO One Seven will credit the clients next advisory fee invoice for the amount of the loss determined by the error committee to be MGO One Seven's responsibility. In cases where MGO One Seven determines it is not appropriate to credit advisory fees, MGO One Seven will issue a check for the amount of the loss to be deposited into the client's account or under some circumstances the check will be sent directly to the client.

### **Item 12 BROKERAGE PRACTICES**

#### **A. Recommendation of a Custodian**

MGO One Seven does not have discretionary authority to select the broker-dealer/custodian for custody and execution services. The Client will engage the broker-dealer/custodian (herein the "Custodian") to safeguard Client assets and authorize MGO One Seven to direct trades to the Custodian as agreed in the investment advisory agreement and separate account opening forms of the Custodian. Further, MGO One Seven will recommend the Custodian and assist with the paperwork for establishing the account(s). MGO One Seven does not have the discretionary authority to negotiate commissions on behalf of our Clients on a trade-by-trade basis. Certain Clients may also have accounts held at other custodians away from the Client's Custodian. The Client may authorize the Adviser to provide advisory services with respect to those accounts, pursuant to the terms of the investment advisory agreement.

In certain instances, the Client may also authorize the Adviser to trade securities away from the Custodian and arrange for delivery of these securities to the Client's account(s) at the Custodian. For such "trade-away" arrangements, the Custodian will charge a separate trade-away fee in addition to the securities commissions. These trade-away fees are in addition to any commissions and other brokerage fees charged by the executing broker-dealer.

Clients are not obligated to use the Custodian recommended by MGO One Seven, however, the selection of another custodian may impair the ability for MGO One Seven to effectively manage Client accounts. MGO One Seven will generally recommend that Clients establish their account(s) at either:

- TD Ameritrade Institutional, a division of TD Ameritrade Inc., member FINRA/SIPC ("TD Ameritrade")
- Charles Schwab & Co., Inc. ("Schwab"), member FINRA/SIPC
- Raymond James & Associates, Inc. ("Raymond James"), member New York Stock Exchange/SIPC or
- Axos Advisor Services, a joint service offering from Axos Clearing, a subsidiary of Axos

Financial (NYSE: AX) ("Axos") and Axos Bank. Axos Clearing LLC, member FINRA and SIPC.

TD Ameritrade, Schwab, Axos, and Raymond James are unaffiliated SEC-registered broker-dealers and FINRA members. TD Ameritrade, Schwab, Axos or Raymond James will serve as the Client's "qualified custodian". MGO One Seven maintains an institutional relationship with TD Ameritrade, Schwab, Axos and Raymond James, and receives economic and non-economic benefits from these Custodians. Please see Item 14 below.

We seek to recommend a Custodian that will hold your assets and execute transactions on terms that are, overall, the most favorable compared to other available providers and their services. We consider various factors, including:

- Capability to buy and sell securities for your account itself or to facilitate such services.
- The likelihood that your trades will be executed.
- Availability of investment research and tools.
- Overall quality of services.
- Competitiveness of price.
- Reputation, financial strength, and stability.
- Existing relationship with our firm and our other clients.

Following are additional details regarding the brokerage practices of the Adviser:

**1. Soft Dollars** - Soft dollars are revenue programs offered by broker-dealers whereby an adviser enters into an agreement to place security trades with the broker in exchange for research and other services. MGO One Seven does not participate in soft dollar programs sponsored or offered by any broker-dealer. However, the Adviser does receive certain economic benefits from the Custodians as detailed in Item 14 below.

**2. Brokerage Referrals** - MGO One Seven does not receive client referrals from our custodians.

**3. Directed Brokerage** - MGO One Seven does not allow directed brokerage in most circumstances. The IAR will recommend a qualified custodian for the client to select but the ultimate decision is with the client. In some cases if the client does not wish to use one of our recommended custodians, the client may not be able to work with MGO One Seven. The Adviser will not engage in any principal transactions (*i.e.*, , trade of any security from or to the Adviser's own account) or cross transactions with other Client accounts (*i.e.*, , purchase of a security into one Client account from another Client's account(s)).

### **Best Execution**

We are not required to select the broker or dealer that charges the lowest transaction cost, even if that broker provides execution quality comparable to other brokers or dealers. Although we are not required to execute all trades through one of our selected custodians, we have determined that these custodians execute most trades consistent with our duty to seek best execution of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above. By using another broker or dealer you may pay lower or higher Transaction Fees.

### **TD Ameritrade Institutional**

We participate in the institutional adviser program (the "Program") offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member FINRA/SIPC ("TD Ameritrade"), an unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers

to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. We receive some benefits from TD Ameritrade through our participation in the Program.

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

### **Schwab - Your Custody and Brokerage Costs**

For our clients' accounts it maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. Schwab's commission rates and/or asset-based fees applicable to our client accounts were negotiated based on our commitment to maintain \$250 million of our clients' assets statement equity in accounts at Schwab. This commitment benefits you because the overall commission rates and/or asset-based fees you pay are lower than they would be if we had not made the commitment. In addition to commission rates and/or asset-based fees Schwab charges you a flat dollar amount as a "prime broker" or "trade away" fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Schwab execute most trades for your account.

Effective October 7, 2019, Schwab eliminated commissions for online trades of U.S. equities, ETFs and options (subject to \$0.65 per contract fee). We encourage you to review Schwab's pricing to compare the total costs of entering into a wrap fee arrangement versus a non-wrap arrangement. You will still incur commissions and fees for certain types of transactions in a non-wrap fee arrangement. To see what you would pay for transactions in a non-wrap account please refer to Schwab's most recent pricing schedules available at [www.schwab.com/aspricingguide](http://www.schwab.com/aspricingguide).

### **Schwab Advisor Services**

Schwab Advisor Services serves independent investment advisory firms like us. They provide us and our clients with access to its institutional brokerage platform - trading, custody, reporting and related services - many of which are not typically available to Schwab retail customers. Schwab also makes

available various support services. Some of those services help us manage or administer our clients' accounts while others help us manage and grow our business. Schwab's support services are generally available on an unsolicited basis (we don't have to request them) and at no charge to us.

#### Services that Benefit You

Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit you and your account.

#### Services that May Not Directly Benefit You

Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or some substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- provide access to client account data (such as duplicate trade confirmations and account statements);
- facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- provide pricing and other market data; facilitate payment of our fees from our clients' accounts; and
- assist with back-office functions, recordkeeping and client reporting.

#### Services that Generally Benefit Only Us

Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- educational conferences and events;
- technology, compliance, legal, and business consulting;
- publications and conferences on practice management and business succession;
- access to employee benefits providers, human capital consultants and insurance providers;
- discount of up to \$4,250 on PortfolioCenter Reporting Software.

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits such as occasional business entertainment of our personnel.

#### **Our Interest in Schwab's Services**

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. These services may give us an incentive to recommend that you maintain your account with Schwab based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. It is primarily supported by the scope, quality and price of Schwab's services (based on the factors discussed above

- see "The Custodian and Broker We Use") and not Schwab's services that benefit only us. We do not believe that maintaining our client's assets at Schwab for services presents a material conflict of interest.

**Raymond James & Associates, Inc., RIA & Custody Services Division**

MGO One Seven has established an institutional relationship with Raymond James to assist the Adviser in managing Client accounts. Access to the Raymond James RIA & Custody Services Division is provided at no charge to the Adviser. The Adviser receives access to software and related support with minimal cost because the Adviser renders investment management services to Clients that maintain assets at Raymond James. The software and related systems support may benefit the Adviser, but not its Clients directly. In fulfilling its duties to its Clients, the Adviser endeavors at all times to put the interests of its Clients first.

Additionally, the Adviser may receive the following benefits from the Raymond James platform: receipt of duplicate Client confirmations and bundled duplicate statements; access to a trading desk that exclusively services its institutional participants; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to Client accounts; access to research; and access to an electronic communication network for Client order entry and account information.

## **B. Aggregating and Allocating Trades**

The Adviser, at its sole discretion, may or may not aggregate securities trades. In trading for Client accounts, the Adviser seeks to obtain the most favorable net results taking into account such factors as 1) price, 2) size of order, 3) difficulty of execution, 4) confidentiality and 5) skill required of the Custodian. MGO One Seven will execute its transactions through the Custodian as authorized by the Client. MGO One Seven may aggregate orders when securities are purchased or sold through the same Custodian for multiple discretionary accounts. If an aggregated order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated in a manner that is consistent with the initial pre-allocation or other written statement. This must be done in a way that does not consistently advantage or disadvantage particular Client accounts.

## **Item 13 REVIEW OF ACCOUNTS**

### **A. Frequency of Reviews**

Securities in Client accounts are monitored on a regular and continuous basis by the Account's IAR. Formal reviews are the responsibility of the Investment Adviser Representative assigned to the Client and are generally conducted at least annually or more or less frequently depending on the needs of the Client. The CCO or his delegate will conduct periodic testing to ensure that reviews have been conducted and are properly documented. On-going financial planning engagements are reviewed at least annually, as per the terms of the financial planning agreement.

### **B. Causes for Reviews**

In addition to the investment monitoring noted in Item 13.A., each Client account shall be reviewed at least annually. Reviews may be conducted more or less frequently at the Client's request. Accounts may be reviewed as a result of major changes in economic conditions, known changes in the Client's financial situation, and/or large deposits or withdrawals in the Client's account(s). The Client is encouraged to notify MGO One Seven if changes occur in the Client's personal financial situation that might adversely affect the Client's investment plan. Additional reviews may be triggered by material market, economic or political events.

### **C. Review Reports**

The Client will receive brokerage statements no less than quarterly from the Custodian. These brokerage statements are sent directly from the custodian to the Client. The Client may also establish electronic access to the Custodian's website so that the Client may view these reports and their account activity. Client brokerage statements will include all positions, transactions and fees relating to the Client's account(s). The Advisor may also provide Clients with periodic reports regarding their holdings, allocations, and performance.

Some clients receive a written report quarterly and may include (but is not limited to) investment performance, investment allocations, capital gains, capital appreciation, advisory fees, contributions and distributions. Written quarterly reports are typically provided to those clients who hold assets with TD Ameritrade or Axos in the amount of \$1 million or more. These individuals may hold other assets outside of TD Ameritrade and Axos which could be referenced on the quarterly report. There may be some clients who will receive a quarterly report with values under \$1 million. All clients will receive a written quarterly or monthly statement from the custodian.



## Item 14 CLIENT REFERRALS AND COMPENSATION

### A. Compensation Received by MGO One Seven

As noted throughout this Disclosure Brochure, IARs may also be registered representatives of FFS, IAA, or MGO Securities Corp. and/or licensed insurance professionals. For information on the conflicts of interest this presents, and how we address these conflicts, please refer to Item 10.

### Other Compensation We Receive for Client Referrals

We do receive compensation as a solicitor from certain firms (including Monday Matson, The Pacific Financial Group and Crystal Capital) for referring clients to them. This arrangement will not cause you to pay more in advisory fees than you would otherwise pay had there been no solicitor's compensation paid to MGO One Seven. All referral fees paid to our firm represent a portion of the fees actually charged to you by these firms for their investment advisory services. New clients with similar assets that are not referred by us pay the same price as our clients.

### *Compensation We Pay for Client Referrals*

We directly compensate non-employee (outside) consultants, individuals, and/or entities (solicitors) for client referrals. In order to receive a cash referral fee from us, solicitors must comply with the requirements of the jurisdictions in which they operate. If you were referred to us by a solicitor, you should have received a copy of this brochure along with the solicitor's disclosure statement at the time of the referral. If you become a client, the solicitor that referred you to us will receive either a one-time fixed referral fee at the time you enter into an advisory agreement with us or a percentage of the advisory fee you pay us for as long as you are our client, or until such time as our agreement with the solicitor expires. You will not pay additional fees because of this referral arrangement. Referral fees paid to a solicitor are contingent upon your entering into an advisory agreement with us. Therefore, a solicitor has a financial incentive to recommend us to you for advisory services. This creates a conflict of interest; however, you are not obligated to retain us for advisory services. Comparable services and/or lower fees may be available through other firms.

Solicitors that refer business to more than one investment adviser may have a financial incentive to recommend advisers with more favorable compensation arrangements. We request that our solicitors disclose to you whether multiple referral relationships exist and that comparable services may be available from other advisers for lower fees and/or where the solicitor's compensation is less favorable.

### Participation in Institutional Advisor Platforms (Raymond James)

In order to help facilitate the transition of MGO One Seven clients to Raymond James' custodial platform MGO One Seven, along with its Investment Adviser Representatives, received transition support from Raymond James in the form of a loan, which is forgiven if we meet certain conditions in terms of maintaining a relationship with Raymond James. The amount of the upfront loan represents a substantial payment and forgiveness of the loan and accrued interest is contingent upon the continued association with Raymond James. This presents a conflict of interest in that we have a financial incentive to maintain a relationship with Raymond Jones in order to have the loan forgiven. However, to the extent that we recommend that clients use Raymond James, it is because we believe that it is in the client's best interest to do so based on the quality and pricing of the execution, benefits of an integrated platform for brokerage and advisory accounts, and other services provided by Raymond James.

### Additional Compensation

As disclosed under the *Fees and Compensation* section in this brochure, persons providing investment advice on behalf of our firm are licensed insurance agents and are often registered representatives with FFS, MGO Securities or IAA, each a securities broker-dealer, and a member of the Financial

Industry Regulatory Authority and the Securities Investor Protection Corporation. For information on the conflicts of interest this presents, and how we address these conflicts, refer to the *Fees and Compensation* section.

Mutual Fund Companies, Investment Platforms and Custodians (together "Contributing Sponsors") from time to time provide financial assistance to client events sponsored MGO One Seven or its IARs. The financial contributions will be recorded in the firm's records and reviewed on an annual basis as part of the supervisory review. The review will take into account the amount contributed by the Contributing Sponsor and ensure that no Contributing Sponsor or IAR provided financial contributions that could be construed as excessive in nature or a violation of MGO One Seven's fiduciary duty.

The firm from time to time will receive indirect compensation or benefits from Contributing Sponsors. These benefits include but are not limited to, access to research, technology, and invitations to special events including conferences.

*Please refer to Item 12, Brokerage Practices for additional information on the economic benefits we receive from TD Ameritrade, Schwab, Axos and Raymond James.*

#### **Other Compensation Available to IARs**

IARs of MGO One Seven have the opportunity to receive additional individual compensation and benefits either upon joining MGO One Seven or when the opportunity is offered to current IARs who have already joined MGO One Seven. These benefits include a combination of firm equity ownership with the potential for significant appreciation, substantial capital advances or cash payments. The value of benefits is negotiated between MGO One Seven and the IAR and is related to the amount of revenue expected to be received by the IAR and MGO One Seven based on the IAR's current and future business projections. Future liquidity events for MGO One Seven also allow another opportunity for increased participation by the IARs.

### **Item 15 CUSTODY**

MGO One Seven has established procedures to ensure client assets are held at a qualified custodian in the name of the client. Account statements are delivered directly from the custodian to each client. Clients should carefully review those statements and are urged to compare the statements against any client report provided by MGO One Seven.

When clients give MGO One Seven the authority to deduct management fees directly from their accounts, MGO One Seven is deemed to have custody. MGO One Seven is also deemed to have custody over client assets when clients, using a standing letter of authorization (SLOA), give MGO One Seven authority to transfer assets to a third party. The Custodian and MGO One Seven have adopted safeguards to ensure that the transfer of assets are completed in accordance with the Client's instructions.

### **Item 16 INVESTMENT DISCRETION**

MGO One Seven generally has discretion over the selection and amount of securities to be bought or sold in Client accounts without obtaining prior consent or approval from the Client. However, these purchases or sales are subject to specified investment objectives, guidelines, or limitations previously set forth by the Client and agreed to by MGO One Seven. Discretionary authority will only be authorized upon full disclosure to the Client. The granting of such authority will be evidenced by the



Client's execution of an Investment Advisory Agreement containing all applicable limitations to such authority. All discretionary trades made by MGO One Seven will be in accordance with each Client's investment objectives and goals.

Our discretionary authority allows us to invest and reinvest the assets in your Accounts, potentially including the engagement, retention and replacement of third-party portfolio managers without your prior approval. You may limit our discretionary authority (for example, limiting the types of securities that can be purchased or sold for your account) by providing our firm with your reasonable restrictions and guidelines in writing. We have the option of refusing your restrictions if they are deemed too restrictive to manage your account effectively.

If you enter into non-discretionary arrangements with our firm, we will obtain your approval prior to the execution of any transactions for your account(s). You have an unrestricted right to decline to implement any advice provided by our firm on a non-discretionary basis.

## **Item 17 VOTING YOUR SECURITIES**

MGO One Seven does not accept proxy voting responsibility for any Client. Clients have the option of receiving proxy statements directly from the Custodian so the Client may vote **or** clients may have proxy materials sent to MGO One Seven. Proxy materials received by MGO One Seven will be destroyed and not forwarded to the Client. The Advisor will assist in answering questions relating to proxies, however, the Client retains the sole responsibility for proxy decisions and voting.

## **Item 18 FINANCIAL INFORMATION**

Neither MGO One Seven, nor its management, have any adverse financial situations that would reasonably impair the ability of MGO One Seven to meet all obligations to its Clients.

We do not take physical custody of client funds or securities, or serve as trustee or signatory for client accounts, and we do not require the prepayment of more than \$1,200 in fees six or more months in advance. Therefore, we are not required to include a financial statement with this brochure.

We have not filed a bankruptcy petition at any time in the past ten years.

## **Item 19 ADDITIONAL INFORMATION**

### **Class Action Lawsuits**

We do not determine if securities held by you are the subject of a class action lawsuit or whether you are eligible to participate in class action settlements or litigation nor do we initiate or participate in litigation to recover damages on your behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held by you.

### **IRA Rollover Considerations**

As part of our investment advisory services to you, we may recommend that you withdraw the assets from your employer's retirement plan and roll the assets over to an individual retirement account ("IRA") that we will manage on your behalf. If you elect to roll the assets to an IRA that is subject to our management, we will charge you an asset based fee as set forth in the agreement you executed with our firm. This practice presents a conflict of interest because persons providing investment advice on our behalf have an incentive to recommend a rollover to you for the purpose of generating fee based

compensation rather than solely based on your needs. You are under no obligation, contractually or otherwise, to complete the rollover. Moreover, if you do complete the rollover, you are under no obligation to have the assets in an IRA managed by our firm.

Many employers permit former employees to keep their retirement assets in their company plan. Also, current employees can sometimes move assets out of their company plan before they retire or change jobs. In determining whether to complete the rollover to an IRA, and to the extent the following options are available, you should consider the costs and benefits of:

1. Leaving the funds in your employer's (former employer's) plan.
2. Moving the funds to a new employer's retirement plan.
3. Cashing out and taking a taxable distribution from the plan.
4. Rolling the funds into an IRA rollover account.

Each of these options has advantages and disadvantages and before making a change we encourage you to speak with your CPA and/or tax attorney.

If you are considering rolling over your retirement funds to an IRA for us to manage here are a few points to consider before you do so:

1. Determine whether the investment options in your employer's retirement plan address your needs or whether you might want to consider other types of investments.
  - a. Employer retirement plans generally have a more limited investment menu than IRAs.
  - b. Employer retirement plans may have unique investment options not available to the public such as employer securities, or previously closed funds.
2. Your current plan may have lower fees than our fees.
  - a. If you are interested in investing only in mutual funds, you should understand the cost structure of the share classes available in your employer's retirement plan and how the costs of those share classes compare with those available in an IRA.
  - b. You should understand the various products and services you might take advantage of at an IRA provider and the potential costs of those products and services.
3. Our strategy may have higher risk than the option(s) provided to you in your plan.
4. Your current plan may also offer financial advice.
5. If you keep your assets titled in a 401k or retirement account, you could potentially delay your required minimum distribution beyond age 70.5.
6. Your 401k may offer more liability protection than a rollover IRA; each state may vary.
  - a. Generally, federal law protects assets in qualified plans from creditors. Since 2005, IRA assets have been generally protected from creditors in bankruptcies. However, there can be some exceptions to the general rules so you should consult with an attorney if you are concerned about protecting your retirement plan assets from creditors.
7. You may be able to take out a loan on your 401k, but not from an IRA.
8. IRA assets can be accessed any time; however, distributions are subject to ordinary income tax and may also be subject to a 10% early distribution penalty unless they qualify for an exception such as disability, higher education expenses or the purchase of a home.
9. If you own company stock in your plan, you may be able to liquidate those shares at a lower capital gains tax rate.
10. Your plan may allow you to hire us as the manager and keep the assets titled in the plan name.

It is important that you understand the differences between these types of accounts and to decide whether a rollover is best for you. Prior to proceeding, if you have questions contact your investment adviser representative, or call our main number as listed on the cover page of this brochure.