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Form ADV Part 2A Brochure

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This brochure provides information about the qualifications and business practices of Mason & Associates, LLC. If you have any questions about the contents of this brochure, please contact us at the telephone number or email address listed above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Mason & Associates, LLC is a registered investment adviser, but registration does not imply a certain level of skill or training.

Additional information about Mason & Associates, LLC is also available on the SEC's website at www.adviserinfo.sec.gov and by searching for CRD# 307206.



MATERIAL CHANGES

In this Item, Mason & Associates, LLC is required to identify and discuss material changes since the last time this brochure was updated. Since filing its last annual updating amendment on March 1, 2022, we have had the following material changes:

- We have a revised ownership schedule as of January 1, 2023 that reflects the increased relative ownership percentages of John Mason and Thomas Blackburn and the decreased relative ownership percentages of Michael Mason and Kenneth Mason. Our Form ADV Part 1, Schedule A has been updated accordingly.



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A. Mason & Associates, LLC ("Adviser") is an investment adviser founded in 2020, registered with the U.S. Securities and Exchange Commission ("SEC"), and is principally owned by Michael Mason, Kenneth Mason, John Mason, and Thomas Blackburn.

B. Adviser offers the following types of advisory services:

i. Investment Management

Adviser provides ongoing discretionary and non-discretionary investment management services to its clients based upon each client's current financial condition, investment objective, risk tolerance, income, liquidity requirements, investment time horizon, and other information that is relevant to the management of clients' account(s). Adviser generally recommends that clients fulfill their investment objectives by allocating their assets across diversified risk-based portfolios (each, a "Model Portfolio"). This Model Portfolio is rebalanced periodically to remain in-line with the client's agreed-upon asset allocation, though the asset allocation may be changed from time to time based on changes to a client's specific situation. Adviser typically provides investment advice with respect to limited types of investments, which generally include mutual funds and exchange traded funds ("ETFs").

In discretionary relationships, clients grant Adviser a limited power of attorney pursuant to the terms of a signed investment management agreement. This authority permits Adviser to buy, sell, and otherwise transact in clients' accounts without receiving such clients' approval in advance of each trade. In non-discretionary relationships, clients may accept or reject Adviser's portfolio recommendations, and trades are not placed in any account without a client's approval.

For most clients, Adviser recommends the retention of one or more independent and unaffiliated third-party investment advisers, or selects such independent and unaffiliated third-party advisers on the client's behalf (each, an "Independent Adviser"). The Independent Adviser is designated as a sub-adviser to such clients' accounts, and provides advisory, asset allocation, and administrative services to clients through Adviser's oversight and supervision. Such services can include, for example, model portfolio construction and management, transaction processing, back-office support, quarterly reporting, fee-debiting, delivery of market commentary, and custodial interfacing. Both Adviser and the Independent Adviser share responsibility for rendering advisory and administrative services. As of the date of this brochure, Adviser recommends the retention of Strategic Equity Management, Inc. ("SEM") as the Independent Adviser for substantially all investment management clients.

ii. Financial Planning

In addition to investment management, Adviser also offers ongoing financial planning services that clients will be responsible for implementing at their discretion. Ongoing financial planning will typically include analyses and recommendations with respect to financial statement preparation and analysis (including cash flow analysis/planning and budgeting), insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning (among other related topics). A conflict of interest exists with respect to financial planning services to the extent a financial plan recommends that the client engage Adviser for investment management services. Financial planning clients are advised that they are under no obligation to act upon Adviser's financial planning analyses or recommendations, and if a financial planning client elects to act on any such



analyses or recommendations, he or she is under no obligation to affect them through Adviser.

iii. Divorce Planning & Educational Seminars

From time to time, Adviser will also render miscellaneous standalone services as requested. Typically such services are focused on divorce planning and the delivery of educational seminars regarding federal employee retirement benefits, but can vary based on the specific needs of the client.

iv. Tax Return Preparation & Filing

Through its partnership with an independent and unaffiliated third-party firm (the "Third-Party Tax Consultant"), Adviser can also facilitate the preparation and filing of clients' tax returns with applicable taxing authorities. Such services are generally separate from any investment management and/or financial planning services that Adviser may render to a client, and the exact scope of such tax services will depend on the nature of a client's specific tax situation. As a condition of engaging Adviser and the Third-Party Tax Consultant, client must sign a separate engagement letter that specifically describes the tax services to be provided and the fees that will be incurred.

v. Estate Planning Service

Through its partnership with an independent and unaffiliated third-party firm (the "Third-Party Estate Planning Service"), Adviser can facilitate the preparation of various estate planning documents for clients. Such services are generally separate from any investment management and/or financial planning services that Adviser may render to a client, and the exact scope of such estate planning services will depend on the nature of a client's specific estate planning needs. As a condition of engaging Adviser and the Third-Party Estate Planning Service, client must sign a separate engagement letter that specifically describes the estate planning services to be provided and the fees that will be incurred. For the avoidance of doubt, Adviser does not itself render legal advice or legal services, including but not limited to estate planning advice.

C. Adviser tailors its advisory services to the individual needs of its clients by taking the time to understand clients' current financial condition, goals, risk tolerance, income, liquidity requirements, investment time horizon, and other information that is relevant to the management of clients' account(s). This information will then be used to make investment decisions and recommendations that reflect clients' individual needs and objectives on an initial and ongoing basis. As described above, Adviser's decisions and recommendations typically entail the retention of an Independent Adviser. To the extent a client has engaged Adviser on a non-discretionary basis, Adviser will review all such recommendations with clients, and clients will have the opportunity to accept or reject any recommendations. Non-discretionary clients are under no obligation to accept or implement any recommendation made by Adviser. To the extent a client has engaged Adviser on a discretionary basis, Adviser and the Independent Adviser retain the ability to buy, sell, exchange, and otherwise transact in securities in client accounts without first seeking such client's specific pre-approval. Clients may impose restrictions on investing in certain securities or types of securities so long as such restrictions may reasonably be implemented by Adviser.

D. Adviser does not participate in any wrap fee programs.



- E.** 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 ("ERISA") and/or the Internal Revenue Code (the "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:
- i.** Meet a professional standard of care when making investment recommendations (give prudent advice);
 - ii.** Never put our financial interests ahead of yours when making recommendations (give loyal advice);
 - iii.** Avoid misleading statements about conflicts of interest, fees, and investments;
 - iv.** Follow policies and procedures designed to ensure that we give advice that is in your best interest;
 - v.** Charge no more than is reasonable for our services; and
 - vi.** Give you basic information about conflicts of interest.
- F.** As of December 31, 2022, Adviser has the following assets under management:
- i.** Discretionary: \$273,736,374
 - ii.** Non-Discretionary: \$0



FEES AND COMPENSATION

- A.** *Adviser is compensated for its advisory services primarily by fees charged based on a client's assets under management with Adviser ("Investment Management Fees"). Investment Management Fees are negotiable, do not exceed two percent (2.00%) per annum, and typically decrease as client assets under Adviser's management increase. To the extent a client designates any assets to be under Adviser's management that are held inside of an annuity product such assets shall be separately billed at a flat rate not to exceed 1.00% per annum. For the delivery of an initial financial plan, Adviser typically charges a negotiable flat fee ranging from \$2,500 to \$20,000 depending on the nature and complexity of the particular client's financial situation (the "Initial Planning Fee"). The Initial Planning Fee may be waived in whole or in part in Adviser's sole discretion.*

For the delivery of ongoing financial planning services, Adviser typically charges a recurring fixed fee ranging from \$100 to \$1,000 per month depending on the nature and complexity of the particular client's financial situation and the specific financial planning services to be rendered by Adviser (the "Ongoing Planning Fee"). The Ongoing Planning Fee is generally waived for so long as a client maintains at least \$700,000 under Adviser's management.

To the extent Adviser provides separate divorce planning services or delivers an educational seminar to clients, it will typically charge a negotiated fixed fee, in arrears, based on the nature and scope of the specific services to be rendered.

To the extent a client has engaged Adviser and the Third-Party Tax Consultant for tax preparation and filing services, such client will typically pay a one-time fixed fee to the Third-Party Tax Consultant ranging from \$0 to \$10,000 as agreed between the client, Adviser, and the Third-Party Tax Consultant. At Adviser's sole discretion and only if memorialized in the written agreement between a client and the Third-Party Tax Consultant, Adviser may elect to pay the Third-Party Tax Consultant's fixed fee on behalf of a client.

Fees are negotiable, and each client's specific fee schedule is included as part of the investment advisory agreement signed by Adviser and the client.

- B.** *Investment Management Fees are deducted in arrears on a quarterly basis from clients' assets and are based upon the average daily balance of clients' assets under Adviser's management during the quarter. Financial Planning Fees are charged monthly in arrears.*
- C.** *In addition to the fees charged by Adviser, clients will incur brokerage and other transaction costs. Please refer to Item 12: Brokerage Practices, for further information on such brokerage and other transaction-related practices. Clients will also typically incur additional fees and expenses imposed by independent and unaffiliated third-parties, which can include qualified custodian fees, mutual fund or exchange traded fund fees and expenses, mark-ups and mark-downs, spreads paid to market makers, wire transfer fees, check-writing fees, early-redemption charges, certain deferred sales charges on previously-purchased mutual funds, margin fees, charges or interest, IRA and qualified retirement plan fees, and other fees and taxes on brokerage accounts and securities transactions. These additional charges are separate and apart from the fees charged by Adviser.*
- D.** *If Adviser or client terminates the investment management and/or financial planning agreement before the end of a billing period, Adviser's pro rata fees earned through the effective date of the termination will be billed to the client (or waived at Adviser's sole discretion).*



- E.** Neither Adviser nor any of its supervised persons accepts compensation for the sale of securities or other investment products.





PERFORMANCE-BASED FEES & SIDE-BY-SIDE MANAGEMENT

Neither Adviser nor any of its supervised persons accepts performance-based fees (fees based on a share of capital gains or capital appreciation of the assets of a client).





TYPES OF CLIENTS

Adviser generally provides its services to individuals, high-net-worth individuals, and trusts.
Adviser does not require any minimum amount of assets to open or maintain an account.





METHODS OF ANALYSIS, INVESTMENT STRATEGIES & RISK OF LOSS

- A.** The investment strategies used by Adviser when formulating investment advice and managing assets include the implementation of strategic asset allocation. Investing in securities involves risk of loss that clients should be prepared to bear. Past performance does not guarantee future returns.
- B.** Like any investment strategy, the implementation of strategic asset allocation involves material risks. Such material risks are described in further detail below:
- i.** Investing for the long term means that a client's account will be exposed to short-term fluctuations in the market and the behavioral impulse to make trading decisions based on such short-term market fluctuations. Adviser does not condone short-term trading in an attempt to "time" the market, and instead coaches clients to remain committed to their financial goals. However, investing for the long term can expose clients to risks borne out of changes to interest rates, inflation, general economic conditions, market cycles, geopolitical shifts, and regulatory changes.
- C.** Investing in mutual funds does not guarantee a return on investment, and shareholders of a mutual fund may lose the principal that they've invested into a particular mutual fund. Mutual funds invest into underlying securities that comprise the mutual fund, and as such clients are exposed to the risks arising from such underlying securities. Mutual funds charge internal expenses to their shareholders (which can include management fees, administration fees, shareholder servicing fees, sales loads, redemption fees, and other fund fees and expenses, e.g.), and such internal expenses subtract from its potential for market appreciation. Shares of mutual funds may only be traded at their stated net asset value ("NAV"), calculated at the end of each day upon the market's close.
- Investing in ETFs bears similar risks and incurs similar costs to investing in mutual funds as described above. However, shares of an ETF may be traded like stocks on the open market and are not redeemable at an NAV. As such, the value of an ETF may fluctuate throughout the day and investors will be subject to the cost associated with the bid-ask spread (the difference between the price a buyer is willing to pay (bid) for an ETF and the seller's offering (asking) price).
- Clients are encouraged to carefully read the prospectus of any mutual fund or ETF to be purchased for investment to obtain a full understanding of its respective risks and costs.
- D.** There can be no assurance that an Independent Adviser will timely or accurately fulfill asset allocation decisions, or that its recommended Model Portfolios will achieve their intended investment objectives. Additionally, certain Independent Advisers are dependent on the skills and service of a limited number of investment professionals. In the event such investment professionals terminate their relationship with an Independent Adviser (whether voluntarily or involuntarily), it could jeopardize the Independent Adviser's ability to meet its contractual commitment to Adviser and carry out its advisory and administrative services.





DISCIPLINARY INFORMATION

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





OTHER FINANCIAL INDUSTRY ACTIVITIES & AFFILIATIONS

- A.** Neither Adviser nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.
- B.** Neither Adviser nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.
- C.** Neither Adviser nor any of its management persons have any relationship or arrangement with any of the related persons listed below that is material to its advisory business or to clients:
- i.** broker-dealer, municipal securities dealer, or government securities dealer or broker
 - ii.** investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund)
 - iii.** other investment adviser or financial planner
 - iv.** futures commission merchant, commodity pool operator, or commodity trading advisor
 - v.** banking or thrift institution
 - vi.** accountant or accounting firm
 - vii.** lawyer or law firm
 - viii.** insurance company or agency
 - ix.** pension consultant
 - x.** real estate broker or dealer
 - xi.** sponsor or syndicator of limited partnerships
- D.** For substantially all of its investment management clients, Adviser will recommend or retain the services of an Independent Adviser (as of the date of this brochure, SEM). Adviser does not receive any compensation directly from such Independent Advisers for the utilization of their sub-advisory services, but they do offer services that are intended to directly benefit Adviser, clients, or both. Such services include model portfolio creation and management, client billing, performance reporting, delivering market commentary, and custodial interfacing.

From time to time, SEM will purchase from Adviser certain client relationships pursuant to an arm's-length asset purchase agreement. Such client relationship transitions typically occur when a particular client is no longer the right fit for Adviser, but can continue to benefit by being directly served by SEM. Because SEM compensates Adviser in consideration of such client relationship purchases, this creates a conflict of interest.

The availability of such services from an Independent Adviser creates a conflict of interest, as does the compensation paid by SEM to Adviser in consideration of such client relationship purchases, to the extent Adviser may be motivated to retain one Independent Adviser or SEM as opposed to an alternative Independent Adviser (or one at all). Adviser addresses this conflict of interest by performing appropriate due diligence on each Independent Adviser to confirm its services are in the best interests of clients, periodically evaluating alternatives, and evaluating the merit of each Independent Adviser without consideration for the benefits received by Adviser.



CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS & PERSONAL TRADING

- A. Adviser has adopted a code of ethics that will be provided to any client or prospective client upon request. Adviser's code of ethics describes the standards of business conduct that Adviser requires of its supervised persons, which is reflective of Adviser's fiduciary obligations to act in the best interests of its clients. The code of ethics also includes sections related to compliance with securities laws, reporting of personal securities transactions and holdings, reporting of violations of the code of ethics to Adviser's Chief Compliance Officer, pre-approval of certain investments by access persons, and the distribution of the code of ethics and any amendments to all supervised persons followed by a written acknowledgement of their receipt.
- B. Neither Adviser nor any of its related persons recommends to clients, or buys or sells for client accounts, securities in which Adviser or any of its related persons has a material financial interest.
- C. From time to time, Adviser or its related persons will invest in the same securities (or related securities such as warrants, options or futures) that Adviser or a related person recommends to clients. This has the potential to create a conflict of interest because it affords Adviser or its related persons the opportunity to profit from the investment recommendations made to clients. Adviser's policies and procedures and code of ethics address this conflict of interest by prohibiting such trading by Adviser or its related persons if it would be to the detriment of any client and by monitoring for compliance through the reporting and review of personal securities transactions. In all instances Adviser will act in the best interests of its clients.
- D. From time to time, Adviser or its related persons will buy or sell securities for client accounts at or about the same time that Adviser or a related person buys or sells the same securities for its own (or the related person's own) account. This has the potential to create a conflict of interest because it affords Adviser or its related persons the opportunity to trade either before or after the trade is made in client accounts, and profit as a result. Adviser's policies and procedures and code of ethics address this conflict of interest by prohibiting such trading by Adviser or its related persons if it would be to the detriment of any client and by monitoring for compliance through the reporting and review of personal securities transactions. In all instances Adviser will act in the best interests of its clients.



BROKERAGE PRACTICES

- A.** Adviser considers several factors when recommending a custodial broker-dealer for client transactions and determining the reasonableness of such custodial broker-dealer's compensation. Such factors include the custodial broker-dealer's industry reputation and financial stability, service quality and responsiveness, execution price, speed and accuracy, reporting abilities, and general expertise. Assessing these factors as a whole allows Adviser to fulfill its duty to seek best execution for its clients' securities transactions. However, Adviser does not guarantee that the custodial broker-dealer recommended for client transactions will necessarily provide the best possible price, as price is not the sole factor considered when seeking best execution. After considering the factors above, Adviser recommends Nationwide Life Insurance Company ("Nationwide") as the custodial broker-dealer for fee-based annuity accounts, and Axos Clearing LLC ("Axos") as the custodial broker-dealer for all other client accounts.
- i.** Adviser does not receive research and other soft dollar benefits in connection with client securities transactions, which are known as "soft dollar benefits". However, Axos and Nationwide do provide certain products and services that are intended to directly benefit Adviser, clients, or both. With respect to Axos, such products and services include (a) an online platform through which Adviser can monitor and review client accounts, (b) access to proprietary technology that allows for order entry (including order entry on an aggregated or "block" basis, (c) duplicate statements for client accounts and confirmations for client transactions, (d) fee deduction directly from client accounts, (e) access to mutual funds with no transaction fees, (f) invitations to Axos's educational conferences, (g) practice management consulting (or discounts for the provision of such services by third-party vendors), and (h) occasional business meals and entertainment. With respect to Nationwide, such products and services include (x) an online platform through which Adviser can monitor and review client accounts, (y) duplicate client statements, and (z) fee deduction directly from client accounts. The receipt of these products and services creates a conflict of interest to the extent it causes Adviser to recommend Axos as opposed to a comparable broker-dealer. Adviser addresses this conflict of interest by fully disclosing it in this brochure, evaluating Axos based on the value and quality of its services as realized by clients, and by periodically evaluating alternative broker-dealers to recommend.
 - ii.** Adviser does not consider, in selecting or recommending a custodial broker-dealer, whether Adviser or a related person receives client referrals from such custodial broker-dealer or third-party.
 - iii.** Adviser does not routinely recommend, request, or require that a client direct Adviser to execute transactions through a specified custodial broker-dealer.
- B.** Adviser retains the ability to aggregate the purchase and sale of securities for clients' accounts with the goal of seeking more efficient execution and more consistent results across accounts. Aggregated trading instructions will not be placed if it would result in increased administrative and other costs, custodial burdens, or other disadvantages. If client trades are aggregated by Adviser, such aggregation will be done so as to not to disadvantage any client and to treat all clients as fairly and equally as possible.



REVIEW OF ACCOUNTS

- A. The Senior Financial Planners of Adviser (Michael Mason, Kenneth Mason, John Mason, Thomas Blackburn, and Benjamin Raikes) monitor client accounts and the Model Portfolios on an ongoing basis, and typically reviews client accounts on an at least an annual basis. Such reviews are designed to ensure that the client is still on track to achieve his or her financial goals, and that the investments remain appropriate given the client's risk tolerance, investment objectives, major life events, and other factors. Clients are encouraged to proactively reach out to Adviser to discuss any changes to their personal or financial situation.
- B. Other factors that may trigger a review include, but are not limited to, material developments in market conditions, material geopolitical events, and changes to a client's personal or financial situation (the birth of a child, preparing for a home purchase, plans to attend higher education, a job transition, impending retirement, death or disability among family members, etc.).
- C. Axos and Nationwide will send account statements and reports directly to clients no less frequently than quarterly. Such statements and reports will be mailed to clients at their address of record or delivered electronically, depending on the client's election. If agreed to by Adviser and client, Adviser or a third-party report provider will also send clients reports to assist them in understanding their account positions and performance, as well as the progress toward achieving financial goals.





CLIENT REFERRALS & OTHER COMPENSATION

- A. Besides clients themselves, nobody provides an economic benefit to Adviser for providing investment advice or other advisory services to clients. However, as described above in Item 12, Axos and Nationwide provide certain products and services that are intended to directly benefit Adviser, clients, or both.
- B. Neither Adviser nor a related person directly or indirectly compensates a person who is not Adviser's supervised person for client referrals.





CUSTODY

For clients that do not have their fees deducted directly from their account(s) and have not provided Adviser with any standing letters of authorization to distribute funds from their account(s), Adviser will not have any custody of client funds or securities. For clients that have their fees deducted directly from their account(s) or that have provided Adviser with discretion as to amount and timing of disbursements pursuant to a standing letter of authorization to disburse funds from their account(s), Adviser will typically be deemed to have limited custody over such clients' funds or securities pursuant to the SEC's custody rule and subsequent guidance thereto. At no time will Adviser accept full custody of client funds or securities in the capacity of a custodial broker-dealer, and at all times client accounts will be held by a third-party qualified custodian as described in Item 12, above.

If a client receives account statements from both the custodial broker-dealer and Adviser or a third-party report provider, client is urged to compare such account statements and advise Adviser of any discrepancies between them.





INVESTMENT DISCRETION

For certain clients and accounts, Adviser accepts discretionary authority to manage securities accounts on behalf of clients only pursuant the mutual written agreement of Adviser and the client through a power-of-attorney, which is typically contained in the advisory agreement signed by Adviser and the client. Clients may place reasonable limitations on this discretionary authority so long as it is contained in a written agreement and/or power-of-attorney.





VOTING CLIENT SECURITIES

- A. Adviser does not have and will not accept authority to vote client securities.
- B. Clients will receive their proxies or other solicitations directly from their custodial broker-dealer or a transfer agent, as applicable, and should direct any inquiries regarding such proxies or other solicitations directly to the sender.





FINANCIAL INFORMATION

- A. Adviser does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.
- B. Adviser does not have discretionary authority or custody of client funds or securities, require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.

