



IARD/CRD Number: 175009
SEC File Number: 801-81008

3600 American Boulevard W, Suite 750
Minneapolis, MN 55431

Telephone: 952-831-0039
Email: info@simplicitysolutions.com
Web Address: www.simplicitysolutions.com

August 31, 2023

This brochure provides information about the qualifications and business practices of Simplicity Solutions, LLC (“**Simplicity Solutions**”, the “**Adviser**” or the “**Firm**”). The Firm is registered as an investment adviser with the United States Securities and Exchange Commission (the “**SEC**”). If you have any questions about the contents of this brochure, please contact us at 201-987-7184 or jared.margolies@simplicitygroup.com.

Clients should be aware that the term *Registered Investment Adviser* does not imply any certain level of skill or training. The information in this brochure has not been approved or verified by the SEC or by any state securities authority. Additional information about Simplicity Solutions is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2: Material Changes

Pursuant to current SEC rules and regulations, Simplicity Solutions is required to provide a summary of any material changes to its Clients within 120 days of the close of our business' fiscal year. The Firm may also provide you with other interim disclosures about material changes as necessary. These summaries or a full brochure will be provided free of charge if requested. Simplicity Solutions' Disclosure Brochure can also be found on its website www.simplicitysolutions.com.

The last updating amendment was filed March 31, 2023, and since that time the following material changes have been made:

Item 4: Advisory Business and Item 7: Types of Accounts

We have updated these items to reflect that we no longer offer or manage direct investment advisory services or accounts.

Item 10: Other Financial Industry Activities and Affiliations

We have updated this item with information about our new affiliates.

Item 3: Table of Contents

Section	Page
Item 1: Cover Page	1
Item 2: Material Changes.....	2
Item 3: Table of Contents	3
Item 4: Advisory Business	4
Item 5: Fees and Compensation.....	7
Item 6: Performance-Based Fees and Side-By-Side Management.....	10
Item 7: Types of Clients	10
Item 8: Methods of Analysis, Investment Strategies and Risk of Loss	11
Item 9: Disciplinary Information	14
Item 10: Other Financial Industry Activities and Affiliations.....	14
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	15
Item 12: Brokerage Practices.....	16
Item 13: Review of Accounts.....	18
Item 14: Client Referrals and Other Compensation	18
Item 15: Custody.....	19
Item 16: Investment Discretion	19
Item 17: Voting Client Securities	19
Item 18: Financial Information.....	20

Item 4: Advisory Business

COMPANY HISTORY

Simplicity Solutions status as a Registered Investment Adviser was granted by the SEC as of February 27, 2015. The predecessor entity to Simplicity Solutions, Sawtooth Solutions, LLC., was registered with the SEC as an investment adviser since 2009. Simplicity Solutions is owned by Simplicity Financial Marketing Holdings, Inc.

Simplicity Solutions provides investment advisory services, portfolio management and back-office services. However, the Firm does not offer tax, accounting, regulatory, or legal advisory services. You should seek outside counsel for these services.

SIMPLICITY SOLUTIONS' MANAGED ACCOUNT PROGRAM

The Firm's focus is on the provision of a Turnkey Asset Management Program ("**TAMP**") to independent third-party investment advisers, broker/dealers, insurance companies, banks, and trust companies (individually, an "**Adviser**" and collectively, the "**Advisers**"). The investment management and investment advisory services provided by Simplicity Solutions as described herein are primarily offered through its Managed Account Program (the "**Program**" or "**TAMP**"). Through the Program, Simplicity Solutions provides Advisers with access to the model portfolios of a wide variety of third-party investment managers (the "**Model Managers**") selected by Simplicity Solutions as well as access to supporting operational services.

Each model portfolio is designed to meet a particular investment goal. Under a written agreement between the Model Manager and Simplicity Solutions (the "**Model Manager Agreement**"), the Model Manager constructs a model portfolio based on an asset allocation risk profile and selects the underlying investments for each portfolio that is based upon a particular investment strategy and/or philosophy. The Model Manager will provide the buy and sell recommendations to Simplicity Solutions for the Model Portfolios.

Simplicity Solutions provides ongoing due diligence and review of the Model Managers available through its Program. Simplicity Solutions may at any time hire or terminate a Model Manager at its complete discretion. In the event a Model Manager is terminated or departs from Simplicity Solutions' Program, in coordination with the Client's Adviser, an appropriate replacement may be recommended for a Client's account. Simplicity Solutions cannot guarantee the availability of a particular model portfolio or particular Model Manager.

Simplicity Solutions' model portfolio offerings are not limited to any specific product or service offered by a broker-dealer or insurance company and will generally include advice regarding exchange-listed securities, like stocks and ETFs, foreign issuers, corporate debt securities (other than commercial paper), certificates of deposit, municipal securities, mutual funds, United States governmental securities, option contracts on securities and the model portfolios of a variety of Model Managers. Based on the individual needs and circumstances of the Client, the Client's Adviser will determine the allocation of assets in the Client's account among the various investment options and model portfolios available, as deemed appropriate.

Simplicity Solutions will provide advice regarding specific investments for a Program account, and will manage or effect purchases, sales, or other transactions for an account. In addition, Simplicity Solutions will have the authority and discretion to manage the account in the event a Model Manager ceases to act as manager for the account, in which event Simplicity Solutions will manage account investments not allocated to an existing Model Manager until a new Model Manager is retained or manage account investments in their entirety in the event no new Model Manager is recommended. In managing the account assets, Simplicity Solutions is specifically permitted to retain all or part of the existing investments or to liquidate such investments, at Simplicity Solutions' discretion. However, the decision regarding the selection of investment options, including model portfolios, to be held in a Client's account is made by the Client's Adviser based, in part, on Simplicity

Solutions' evaluation of the investment styles, strategies, risks, and potential benefits of each investment option and each Model Manager. At or before entering into the Investment Management Agreement, the Client's Adviser will be available to discuss the Model Manager's Disclosure Documents and answer any questions the Client may have regarding the Program and the Model Managers. Because the Model Managers may change from time to time, Clients and prospective Clients should consult directly with their Adviser to discuss the currently available selection of Model Managers. Certain Model Managers may not be available to all Clients.

Simplicity Solutions also provides an overlay management service for the model portfolios selected by an Adviser for a Client's account, which includes executing instructed trades and rebalancing the account at the Adviser's request or as necessary to conform to the recommended asset allocation for the model portfolio as directed by the Model Manager.

The suitability of a transaction for the Client is assessed and determined as of the date the transaction was executed for the Client's account by the Client's Adviser. All transactions effected for the Client's account will be deemed to be suitable based on and in reliance on the Client's Adviser's assessment of the Client's financial situation, investment objectives, risk tolerance, and investment time horizon, unless written notice to the contrary is received by the Simplicity Solutions team within 10 business days following the Client's receipt of the custodian's statement reflecting such transactions. Although the Client's Adviser maintains discretion over the Client's account, Simplicity Solutions maintains discretion for timing of transactions as well as the holdings of model portfolios when a specific security may not be available or advantageous to a Client.

SUB-ADVISORY AND OPERATIONAL SERVICES

Simplicity Solutions also provides sub-advisory and operational services to Clients through sub-advisory relationships with other third-party Advisers. In these arrangements, an Adviser executes a Sub-advisory Agreement or an Operations Service Agreement (collectively "**Service Agreements**") with Simplicity Solutions, in which Simplicity Solutions agrees to provide the Adviser with investment management, investment advisory and/or operational services on behalf of such Adviser's Clients. As per the terms of the Service Agreements, the Client will enter into a written agreement with the Adviser pursuant to which the Client will authorize the Adviser to utilize the services of a third-party sub-advisor such as Simplicity Solutions. When servicing a Client's account in coordination with a third-party Adviser, the Service Agreements will specify those services to be provided by Simplicity Solutions internally versus those services to be provided by the third-party Adviser as well as any fees to be charged and collected for the specified services. In general, Simplicity Solutions provides these services through Simplicity Solutions' Managed Account Program as described in this Disclosure Brochure.

As described above, these subadvised clients will enter into an advisory agreement directly with the third-party Adviser, and we will have no direct client relationship with the Adviser's Clients. The third-party Adviser is responsible for providing Clients with a copy of the Firm's brochure and establishing the fee that Clients pay, which will be specified in the signed advisory agreement. The Firm receives a portion of the total advisory fees for its advisory services, as agreed upon in the Service Agreement we have with the third-party Adviser. An investment advisor representative affiliated with the third-party Adviser will assist Clients in selecting from the Firm's managed portfolio and specialty solution offerings that align with the Client's investment objectives, risk tolerance, and time horizon. This investment advisor representative will also provide Clients with initial and ongoing information and education concerning the investments selected. As a subadvisor, the Firm generally maintains discretionary authority to determine the timing of transactions as well as the holdings of model portfolios when a specific security may not be advantageous to a Client. The third party Adviser should meet with Clients periodically to discuss these allocation changes and, at all times, maintains discretion in the selection of Client's investments or model portfolios.

TAX OVERLAY SERVICES

Simplicity Solutions offers optional Tax Loss Harvesting Services and Tax Transition Services (collectively "**Tax Overlay Services**") to assist in mitigating the impact of taxes on certain Client accounts. The primary source of taxes in Client

portfolios is from realized short-term capital gains. Simplicity Solutions' Tax Loss Harvesting Service seeks to minimize or, if possible, eliminate realization of short-term capital gains. When rebalancing Client accounts, Simplicity Solutions weighs the tax impact of transactions against the risk of not complying with the Model Manager's sell recommendations. If selling a security based on a Model Manager's recommended model portfolio change will result in a substantial short-term capital gain, Simplicity Solutions will typically seek to offset that gain with existing realized short-term losses, harvest new short-term losses, or potentially defer the sale of the security until it either reaches long-term capital gains status or until an offsetting short-term capital loss can be harvested. Simplicity Solutions maintains discretion for this service in the selection of investments, timing, and execution of transactions.

Simplicity Solutions may provide Tax Transition Services to minimize the impact of taxes on certain Client accounts as an existing Client portfolio is transitioned into the Program. Simplicity Solutions offers customizable solutions to manage potential realization of large, unrealized capital gains that may be embedded in a Client's portfolio in addition to customizable strategies that provide for tax-efficient diversification of Client portfolios with asset concentration.

SOCIALLY RESPONSIBLE INVESTING SERVICE

Simplicity Solutions offers an optional Socially Responsible Investing ("SRI") screening service designed for Clients who wish to integrate Environmental, Social and Governance factors into their investments. SRI overlay screens can be applied to an existing account and has the ability to be customized to exclude investments within certain segments. This service is subject to a client account minimum of \$250,000. Simplicity Solutions maintains discretion for this service in the selection of investments, timing and execution of transactions.

INDEX REPLICATION SERVICE

Simplicity Solutions offers a replicated index solution, which can give Clients direct, index-like exposure through recommendation of a sub-set of securities that are representative of a particular index with similar risk characteristics. This service is subject to a client account minimum of \$250,000. Simplicity Solutions maintains discretion for this service in the selection of investments, timing and execution of transactions.

DATA AGGREGATION

Simplicity Solutions offers optional Data Aggregation Services which enables Clients to monitor accounts that are not managed by Simplicity Solutions. Using Data Aggregation Services, Clients can examine their holdings, allocation of assets and portfolio performance across the full spectrum of a specific Client's in-house and held away accounts. Through use of a data aggregation system, Simplicity Solutions has the ability to generate performance reporting which is calculated according to industry standards and can be applied to each account or combination of several related accounts on a household or family level.

SOFTWARE TOOLS

Simplicity Solutions provides a customizable asset management software program through a web-enabled platform ("Platform") primarily to other Advisers, who in turn, provide the Platform to their investment adviser representatives. Simplicity Solutions may also license the Platform to certain Advisers. The Platform is typically customized and may be private labeled in the name of the applicable Adviser. Advisers can provide the Platform to investment advisor representatives, who can use the Platform to manage the accounts of their respective Clients, which typically includes individuals and their related trusts or estates. The Platform provides Advisers the ability to offer their Clients a separate accounts program, various asset allocation programs and account reporting services. Simplicity Solutions also allows Advisers to combine these programs to suit the needs of their Clients.

BACK-OFFICE PROCESSING/BILLING SERVICES

Simplicity Solutions provides back-office functions on behalf of Advisers including daily account reconciliation and asset transfers. Simplicity Solutions uses electronic data feeds from trading/clearing/custodial firms to streamline the account reconciliation process. Simplicity Solutions uses billing software to automate billing for Advisers, which can accommodate a billing structure to include house-holding of accounts to capture scaling rates, several layers of combined accounts and assets, flat fee billing, credits, advance or arrear billing, daily weighted average billing and event triggered billing.

ASSETS UNDER MANAGEMENT

As of August 24, 2023, Simplicity Solutions was providing investment advisory and/or portfolio management services for \$3,230,914,733 on a discretionary basis and \$68,218,244 on a nondiscretionary basis.

Item 5: Fees and Compensation

SIMPLICITY SOLUTIONS' MANAGED ACCOUNT PROGRAM SERVICE FEES

For use of the Program, Adviser's Clients will pay a platform fee (each, a **"Platform Fee"**) from which Simplicity Solutions is paid for its services and technology. The amount of the Platform Fee assessed by Simplicity Solutions varies based upon the services an Adviser has selected and will be outlined in the Service Agreement between Simplicity Solutions and the Adviser and ranges from one to fifty basis points. Platform Fees are calculated on a per account basis. Pursuant to the terms of the Client's investment advisory agreement with its Adviser, Clients generally authorize the Custodian to deduct the Platform Fee, Model Manager Fee and other fees directly from the Client's account. Occasionally, Clients request that an invoice for the Firm's services be submitted to the Client, in which case the Client will pay the Firm directly. The Platform Fee includes investment management services comprised of Client profiling assistance, asset allocation assistance, research and evaluation of Model Managers, ongoing monitoring of Model Managers and account performance, Model Manager hiring and termination, fee billing, account rebalancing, account reporting, software, and other operational and administrative services. The Platform Fee does not include Model Manager Fees, custodial transaction fees or the Adviser's management fee, all of which may be separately assessed against a Client's account. It is the Advisor's responsibility to clearly communicate with its Clients, all fees being charged for servicing the Client's account.

In addition, certain investment products, such as mutual funds, Exchange Traded Funds (**"ETFs"**) and alternative investments charge their own fees for investing the pool of assets in the respective investment vehicles, which fees are in addition to the Platform Fee. These additional investment product-related fees will be disclosed in the product's prospectus or related disclosure document. Simplicity Solutions charges a minimum annual per account fee of \$100 which may be lowered or waived under certain circumstances.

MODEL MANAGER FEES

As described above, the Platform Fee does not include the fees for the Model Manager's services (**"Model Manager Fee"**). The Model Manager Fee is separate and distinct from the Platform Fee, custodial/brokerage fees as well as the Adviser's Investment Management Fee. Model Manager Fees vary based on the manager selected as well as the strategy implemented in the model selected by the Adviser or Client, and is calculated based on the account assets invested in the model. The Model Manager Fee typically ranges from zero to one hundred basis points. As part of its services, Simplicity Solutions will calculate and may collect all fees on behalf of the Adviser and the Model Manager, including the Model Manager Fee. Simplicity Solutions will forward the fees to the appropriate parties along with supporting documentation related to the calculation of such fees.

Certain Model Managers may pursue an investment strategy that utilizes underlying mutual funds or exchange traded funds advised by the Model Manager or its affiliates. In such a situation, the Model Manager may receive fees from this proprietary fund for serving as the investment advisor. These fees are in addition to the management fees the Model Managers receive

through Simplicity Solutions for the ongoing management of the Model Portfolios available through Simplicity Solutions' Program. The Adviser is responsible for informing Clients of the conflict of interest created by such arrangement.

An Adviser may wish to develop a proprietary model portfolio for use with their Clients. In this situation, the Adviser will not be permitted to collect both an advisory fee and a model manager fee for those Client accounts utilizing the Adviser's proprietary model portfolios. Simplicity Solutions does not perform due diligence on the proprietary model portfolios of an Adviser and only facilitates trading of the proprietary model portfolio as directed by the Adviser.

OTHER FEE DISCLOSURES

Certain fees are not included in the Platform Fee or the Model Manager Fee. The Platform Fee and Model Manager Fee do not include any fees charged by Advisers to their individual Clients for the Adviser's performance of investment advisory services. For a description of such Adviser fees, the Client should separately refer to the Adviser's disclosure documentation or Form ADV Part 2A. In addition, the Platform Fee and Model Manager Fee do not include brokerage, clearing and custodial fees for Client's assets held in the Program. Clients are responsible for the payment of all such third-party fees. These third-party fees are separate and distinct from the fees that the Firm charges and can vary depending upon which custodian a Client utilizes. Clients, through coordination with their Adviser, may utilize transaction-based pricing or asset-based pricing for clearing and custody services. In either case, these fees will be disclosed separately to the Client in the applicable custodian's clearing and custodial paperwork.

Platform Fees and Model Manager Fees charged are calculated as an annual percentage of the assets in the account. Advisers have the option of billing Clients on a monthly, calendar quarter or rolling three-month basis as well as the option to bill in advance or arrears. If the Adviser selects arrears billing, average daily balance is typically utilized to determine the account value for billing purposes. The fee billing arrangement selected by the Adviser will be described in the Service Agreements between Simplicity Solutions and the Adviser and will be disclosed by the Adviser to its Clients. In addition to varying based on the amount of assets under management, Platform Fees and Model Manager Fees may vary based on the particular investment styles and investment options chosen or recommended. Clients may receive comparable services from other sources for fees that are lower or higher than those charged by Simplicity Solutions.

Model Manager Fees are subject to change at any time. It should be noted that a change in the allocation amongst the model portfolios and other assets utilized in the Client's account may change the overall total fee that will be charged to the Client's account. The Platform Fee portion of the Client's fee is based upon the initial allocation of assets in the Client's account and will be communicated to the Adviser upon implementation of the Initial Investment Strategy Allocation Form. This form must be delivered to Simplicity Solutions for the initial trades to be executed in the Client's account. Thereafter, the Adviser will receive either a monthly or quarterly fee billing statement for the Client's account which the Adviser will communicate to the Client. In the event a change in the allocation causes a change in the Client's overall fee, Simplicity Solutions will provide the Adviser with access to the Model Manager fee schedules through the portfolio allocation and proposal tools which detail the total cost associated with the Client allocation or any change in Client allocation. Delivery of such notice will be made as permitted by the Service Agreements.

Mutual Fund and Exchange-Traded Fund Fees and Expenses. ETFs and mutual funds typically charge their shareholders various transactions and operating expense costs associated with the establishment and operation of the funds. These fees will generally include a management fee, shareholder servicing, other fund expenses, and sometimes a distribution fee. Because of differences in distribution and often lower transaction costs, total operating expense ratios for ETFs have been historically less than those for corresponding mutual funds. These separate fees and expenses are disclosed in each fund's prospectus, which is available from the fund or Simplicity Solutions can provide it to Clients upon request. Consequently, for any type of fund investment, it is important for Clients to understand that the Client is directly and indirectly paying two levels of advisory fees and expenses: Clients pay one layer of fees to the fund and one layer of advisory fees and expenses

to Simplicity Solutions. Generally speaking, most funds may be purchased directly, without using Simplicity Solutions' services or incurring our advisory fees.

Fees are not charged based on performance of any portion of the account. Clients will provide the custodian with such documentation as custodian requests authorizing and directing the custodian to deduct the fees from the account and to pay Simplicity Solutions and the Model Managers their respective shares of the fees upon submission of a fee invoice (which may be electronic) to the custodian. The value of the account and the value of any asset in the account shall be the value reflected on the custodian's statements (or on the custodian's internal system, for valuations other than as of the close of a billing period (monthly or quarterly)). Money market accounts and bank accounts, if any, shall be valued as of the valuation date.

Client may make additions to or withdrawals from their account at any time. Assets deposited into the account after the beginning of a billing period shall be charged a prorated fee based upon the number of days remaining in the quarter, and such prorated fee shall be payable upon deposit of such assets. Client may withdraw account assets upon notice to Simplicity Solutions, subject to usual and customary securities settlement procedures. No fee adjustments shall be made for partial withdrawals or for account appreciation or depreciation within a billing period. A prorated refund of fees charged shall be made if the account is closed within a billing period.

The Simplicity Solutions billing system allows for flat fees, tiered fees, billing in advanced or arrears, bill calculation on end of period or average daily balances, the ability to bill on contributions or refund fees for withdrawals, to bill at the account or household level and for the direct debit of fees from Client accounts. The billing system also allows for monthly or quarterly billing, including quarterly billing on calendar quarters or rolling three-month periods.

TAX OVERLAY SERVICE FEES

In the event, an Adviser's Client chooses to have Simplicity Solutions provide Tax Overlay Services, the fee payable to be applied to the applicable sleeve(s) of the Client's account(s) may range from 0.10% to 0.15% per annum, subject to a minimum annual fee of \$250 per sleeve. This fee is in addition to any applicable Platform Fee and/or Model Manager Fee described above as well as any other additional services that a Client or the Client's Adviser may select.

SOCIALLY RESPONSIBLE INVESTING SERVICE FEES

In the event an Adviser's Client chooses to have Simplicity Solutions provide Socially Responsible Investing Services, the fee payable to be applied to the applicable sleeve(s) of the Client's account(s) will be 0.10% to 0.15% per annum. This fee is in addition to any applicable Platform Fee and/or Model Manager Fee described above as well as any other additional services that a Client or Client's Adviser may select.

INDEX REPLICATION SERVICE FEES

In the event an Adviser requests Index Replication Services, the fee payable to be applied to the applicable sleeve(s) of the Client's account(s) may range from 0.10% to 0.15% per annum, depending on the complexity of the index being optimized. This fee is in addition to any applicable Platform Fee and/or Model Manager Fee described above as well as any other additional services that a Client or Client's Adviser may select.

DATA AGGREGATION FEES

Any fees for Data Aggregation Services payable by the Adviser will be as detailed in the Service Agreements.

OTHER DISCLOSURES RELATING TO FEES

The Terms and Conditions for each Agreement and Investment Management Agreement ("IMA") contain termination provisions allowing the IMA to be terminated by either party at any time, for any reason, upon receipt of 30 days' prior written

notice. Upon termination of the IMA, fees paid in advance will be prorated up to and including the date of termination and any unearned portion will be refunded to the Client. Clients are not charged a liquidation fee if securities are to be delivered in-kind. The Client's custodian may charge an account transfer fee, liquidation fee or account closing fee.

The cost of investment advisory services provided through the Program may be more or less than the cost of purchasing similar services separately. Among the factors impacting the relative cost of the program to a particular Client include the size of the account, the type of account (e.g., equity or fixed income focused), the size of the assets devoted to a particular strategy and/or the managers selected.

The Platform Fee and Model Manager Fee does not cover any charges associated with effecting securities transactions in Client accounts. Clients may also be charged for specific account services, such as ACAT transfers, electronic fund and wire transfer charges, and for other optional services elected by Clients through custodians. Accounts may be subject to transaction-based ticket charges assessed by the custodian for the purchase of certain mutual funds. Similarly, the Platform Fee and Program Fee does not cover certain non-brokerage-related fees such as individual retirement account ("IRA") trustee or custodian fees and tax-qualified retirement plan account fees and annual and termination fees for retirement accounts (such as IRAs) through custodians.

HOUSEHOLDING

Clients maintaining multiple accounts with Simplicity Solutions through the Adviser may be permitted to aggregate the balances of their accounts for the purposes of determining the Client's total assets for calculating their annualized fee. Discounts, not generally available to our advisory Clients, may be offered to family members and friends of associated persons of our Firm.

LIMITED NEGOTIABILITY OF ADVISORY FEES

Although Simplicity Solutions has established the aforementioned fee schedule(s), Simplicity Solutions retains the discretion to negotiate alternative fees on a Client-by-Client basis. In addition, there may be other third-party investment advisers and/or programs that could provide similar services to Clients at a lower cost.

ERISA & PROHIBITED TRANSACTIONS

Simplicity Solutions is deemed to be a fiduciary to advisory Clients that are employee benefit plans or individual retirement accounts pursuant to the Employee Retirement Income and Securities Act ("**ERISA**"), and regulations under the Internal Revenue Code of 1986, respectively. As such, the Firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, Simplicity Solutions may only charge fees for investment advice about products for which our Firm and/or our related persons do not receive any commissions or 12b-1 fees, or conversely, investment advice about products for which our Firm and/or our related persons receive commissions or 12b-1 fees, however, only when such fees are used to offset Simplicity Solutions' advisory fees. The Firm will not charge these Clients both an investment advisory fee and a commission or 12b-1 fee for its investment.

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

Simplicity Solutions does not charge performance-based fees or other fees based on a share of capital gains or capital appreciation of Client assets.

Item 7: Types of Clients

Simplicity Solutions provides advisory services to other third-party Advisers, including investment advisers, broker/dealers, insurance companies, banks, and trust companies. As of August 2023, Simplicity Solutions no longer offers direct investment advisory services or accounts except for employees and their family members.

Minimum Account Size. There is no account minimum unless participating in certain services. If participating in the index replication service or the socially responsible index service, the account minimum is 250,000.

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

METHODS OF ANALYSIS

Simplicity Solutions uses one or more of the following methods of analysis in formulating our investment advice and/or managing Client assets:

Fundamental Analysis. The Firm attempts to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell). 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 stock.

Quantitative Analysis. The Firm uses mathematical ratios and other performance appraisal methods in an attempt to obtain more accurate measurements of a model manager's investment acumen, idea generation, consistency of purpose and overall ability to outperform their stated benchmark throughout a full market cycle. Additionally, the Firm performs periodic measurements to assess the authenticity of returns. A risk in using quantitative analysis is that the models used may be based on assumptions that prove to be incorrect.

Asset Allocation Analysis. Rather than focusing primarily on securities selection, the Firm attempts to identify an appropriate ratio of securities, fixed income, and cash suitable to the Client's investment goals and risk tolerance. A risk of asset allocation is that the Client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the Client.

Mutual Fund and/or ETF Analysis. The Firm reviews the experience and track record of the manager of the mutual fund or ETF in attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. The Firm also monitors 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 in the past may not be able to replicate that success in the future. In addition, as the Firm does not control the underlying investments in a fund or ETF, managers of different funds held by the Client may purchase the same security, resulting in overconcentration in a particular security and increasing the risk to the Client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the holding(s) less suitable for the Client's portfolio.

Model Manager Analysis. The Firm examines the experience, expertise, investment philosophies, and past performance of Model Managers in an attempt to determine if that manager has demonstrated an ability to successfully invest over a period of time and in different economic conditions. The Firm monitors the manager's underlying holdings, strategies, concentrations and leverage as part of our overall periodic risk assessment. Additionally, as part of our due-diligence process, the Firm surveys the Model Manager's compliance and business enterprise risks.

A risk of investing with a third-party manager who has been successful in the past is that he/she may not be able to replicate that success in the future. In addition, as the Firm does not control the underlying investments in a third-party manager's portfolio, there is also a risk that a manager may deviate from the stated investment mandate or strategy of the portfolio, making it a less suitable investment for Clients. Moreover, as the Firm does not control the manager's daily business and compliance operations, the Firm may be unaware of the lack of internal controls necessary to prevent business, regulatory or reputational deficiencies.

Risks for All Forms of Analysis. Our securities analysis methods rely on the assumption that the companies whose securities the Firm purchases and sells, the rating agencies that review these securities, and other publicly available sources of information about these securities, are providing accurate and unbiased data. While the Firm is alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

Investing in securities involves a risk of loss that the Client should be prepared to bear.

INVESTMENT STRATEGIES

Investing in securities involves a risk. Seeking to obtain higher rates of return on investments typically entails accepting higher levels of risk. The Firm's investment adviser representatives will work with each of their Clients to identify the balance of risks and rewards that is appropriate and comfortable for each Client. However, it is still each Client's responsibility to ask questions if the Client does not fully understand the risks associated with any investment or investment strategy. Many economic and market variables beyond the Firm's control can affect the performance of a Client's investments and the Firm cannot assure that each Client's investments will be profitable or that no losses will occur in the Client's investment portfolio.

Past performance is one consideration with respect to any investment, but it is not a predictor of future performance. The Firm's investment adviser representatives will discuss with each of their Clients the investment risks of the recommended securities to determine the investment objectives that will guide each Client's portfolio selection.

Long-term purchases. The Firm purchases securities with the idea of holding them in the Client's account for a year or longer. Typically, the Firm employs this strategy when we believe the securities to be currently undervalued and/or the Firm wants exposure to a particular asset class over time, regardless of the current projection for this class. A risk in a long-term purchase strategy is that by holding the security for this length of time, the Firm may not take advantage of short-term gains that could be profitable to a Client. Moreover, if the Firm's predictions are incorrect, a security may decline sharply in value before the Firm makes the decision to sell.

Short-term purchases. When utilizing this strategy, the Firm purchases securities with the idea of selling them within a relatively short time period (typically a year or less). The Firm does this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase. A short-term purchase strategy poses risks should the anticipated price swing not materialize. The Firm is then left with the option of having a long-term investment in a security that was designed to be a short-term purchase, or potentially taking a loss. In addition, this strategy involves more frequent trading than does a longer-term strategy and may result in increased brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains.

Option writing. The Firm may use options as an investment strategy. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or bond, is a security. An option is also a derivative, because it derives its value from an underlying asset.

Exchange Traded Fund (ETF) - ETFs are registered investment companies that derive their value from a basket of securities such as stocks, bonds, commodities or indices, and are traded on market exchanges. ETFs are usually traded on a secondary market at a market price that may be higher or lower than its net asset value and may lack liquidity under severe market conditions. There may be brokerage commissions associated with buying and selling ETF shares. ETFs are generally passively managed vehicles which are designed to seek the investment results that correspond to the price and yield of an index. However, certain ETFs are actively managed and do not just seek to passively track an index; instead, they seek to achieve a specified investment objective using an active investment strategy. Sometimes referred to as “tracking error,” expenses and other factors may affect the performance of an ETF so that the ETF’s performance does not exactly match the performance of its respective underlying indexes. The value of an ETF will fluctuate with the value of its underlying securities. Equity-based ETFs have a similar risk profile to that of equities, while fixed income-based ETFs have a risk profile that is similar to bonds.

Exchange-Traded Note (ETN) - ETNs are issued as senior, unsecured, unsubordinated debt obligations of an underlying bank or other financial institution. They are linked to the performance of an index, underlying security, or commodity. Similar to ETFs, ETNs trade on a market exchange. However, unlike ETFs, ETNs carry credit risk related to the issuer’s ability to pay back the note. This means that the market value of ETNs can be adversely affected by downgrades in the creditworthiness of the underlying issuing financial institution. In the extreme case that the issuer of the ETN goes bankrupt, Clients may lose their entire investment. In contrast, if an ETF were to suffer bankruptcy or close, the Client would usually receive cash for the market value of the basket of securities or, in the case of larger positions, the Client may request to take a distribution of the underlying securities. While the performance of ETNs is linked to the performance of an underlying index, security, or commodity, the Client does not own any underlying assets.

Open-End Mutual Fund - An open-end fund is a registered investment company that does not have restrictions on the number of shares the fund can issue. Generally, open-end funds are actively managed, meaning that the portfolio manager buys and sells securities with the goal of outperforming the fund’s stated benchmark. These funds may have significant tracking error or active risk, which is the risk of fund returns deviating from the benchmark returns. Open-end fund shares are bought and sold on demand at their net asset value (NAV), which is based on the value of the fund’s underlying securities and is calculated at the end of the trading day. When a large number of shares are redeemed, the fund may sell some of its investments to pay the investor. This may lead to liquidity risk which is caused by a lack of readily available cash to properly handle shareholder transactions.

Closed-End Mutual Fund – A closed-end fund is a registered investment company that typically makes one public offering of a fixed number of shares. Thereafter, shares are traded on a secondary market. As a result, the secondary market price may be higher or lower than the closed-end fund’s net asset value (NAV). If these shares trade at a price above their NAV, they are said to be trading at a premium. Conversely, if they are trading at a price below their NAV, they are said to be trading at a discount. These securities frequently trade at a discount from net asset value, which can create a risk of loss for those purchasing shares in, or shortly after, an initial public offering. Further, the portfolio managers may use leverage which can magnify losses.

Real Estate Investment Trust (REIT) - A Real Estate Investment Trust (REIT) is a company or investment trust that retains diverse portfolios of real estate assets. Typically, these portfolios are sector-specific and include real estate investments related to residential, commercial, healthcare, office, and industrial property options. The risks involved with investing in REITs include the potential for excessive fees, lack of liquidity, lack of share value transparency, distributions that may come from the principal investment, and conflicts of interest related to REITs not having employees and paying external managers high transaction fees/bonuses. It is important for each Client to review all offering materials and discuss these products in order to have a strong understanding of exactly what the Client is agreeing to in order to avoid these risks.

Item 9: Disciplinary Information

As a registered investment adviser, Simplicity Solutions is required to disclose any legal or disciplinary events that are material to a Client's or prospective Client's evaluation of our advisory business or the integrity of our management. Simplicity Solutions and its personnel have no reportable disciplinary events to disclose.

Item 10: Other Financial Industry Activities and Affiliations

Firm Affiliates

Due to common ownership, Simplicity Solutions is affiliated with: (i) Simplicity Wealth LLC, a registered investment adviser with the SEC, (ii) Life Pro Asset Management, a registered investment adviser with the SEC, (iii) Simplicity Financial Investments Services Inc., a broker-dealer registered with FINRA, (iv) Leaders Group, Inc., a broker-dealer registered with FINRA, (v) TLG Advisors, Inc., a registered investment adviser with the SEC, and (iv) various insurance marketing organizations that are wholly-owned by the Firm's direct parent, Simplicity Financial Marketing Holdings Inc. In some cases, the Firm's representatives also represent its affiliates or third parties as insurance agents, broker-dealer representatives and/or investment adviser representatives. Some of the Firm's representatives and other employees also sell insurance products, hold licenses as insurance agents of its affiliates, and represent one or more unaffiliated insurance product providers. The activities conducted by the Firm's employees as insurance agents, broker-dealer representatives and investment adviser representatives of its affiliates create certain conflicts of interest.

When the Firm's employees act in an insurance capacity as a licensed insurance agent, this relationship creates a conflict of interest because we will occasionally recommend insurance products to Clients for which a commission or other compensation is paid to such employees, when a more appropriate or less expensive product is available from an unaffiliated third party. This conflict is addressed by analyzing if the insurance product is consistent with the Client's investment objectives and financial situation without consideration of the compensation that will be earned by the employee. In addition, Clients are in no way required to act upon such recommendations.

Certain Clients use the services of the Firm's broker-dealer affiliates. In those cases, our representatives who are registered representatives of the affiliated broker-dealers will recommend securities or other products and will receive customary commissions or other compensation if such products are purchased through the affiliated broker-dealer. This relationship creates a conflict of interest because such representatives have an incentive to make recommendations for a product based on the compensation received rather than on a Client's needs.

Consistent with Simplicity Solutions' fiduciary duty, the Firm engages in the following steps to address these potential conflicts of interest:

- We ensure disclosure to clients includes the existence of all material conflicts of interest and additional advice that they are not obligated to purchase recommended investment products from our employees or affiliated companies;
- We require that our employees seek prior approval of any outside employment activity so that we may ensure that any conflicts of interests in such activities are properly addressed;
- We periodically monitor these outside employment activities to verify that any conflicts of interest continue to be properly addressed by our Firm; and
- We educate our employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to clients when serving in a sales capacity to clients

Shared Services of Simplicity Solutions and Simplicity Wealth

One of Simplicity Solutions' Clients includes its affiliated investment adviser, Simplicity Wealth, LLC. Simplicity Wealth and Simplicity Solutions have shared service departments, including but not limited to the Operations Team and the Trading

Team. In lieu of charging fees and billing their affiliates, the employees are Supervised Persons under both entities. In addition, Simplicity Financial Marketing Holdings, the direct parent for Simplicity Solutions and Simplicity Wealth, is responsible for compensating the employees of both Simplicity Solutions and Simplicity Wealth. Consequently, employees of Simplicity Solutions or Simplicity Wealth recommending services to the other entity will affect the profitability of their common parent, Simplicity Financial Marketing Holdings, but will not directly benefit the employee for making such recommendations. Simplicity Solutions provides sub-advisory services to Simplicity Wealth.

Employees, Officers, and Board Members

Some employees of the Firm are also employees of various affiliates of the Firm. The Firm's Chief Compliance Officer, Jared Margolies, is also the Chief Compliance Officer of Simplicity Financial Investment Services, and supports its advisory affiliate Simplicity Wealth's compliance team. The Firm's Chief Investment Officer, Tom Rozman also serves as Chief Investment Officer of Simplicity Wealth. In such capacity, there is no conflict from performing duties as he receives no compensation or benefit related to recommendations. The Firm's President, Erin McCann, the Firm's Chief Financial Officer and Treasurer, Mitchell Leidner, the Firm's Chief Executive Officer, Bruce Donaldson, and board member Sean Wickersham also serve as officers or board members for the affiliates of the Firm. In such capacities these individuals are not engaged in or otherwise involved in any sales activities directly involving clients.

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

As required by law, Simplicity Solutions has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance, with applicable federal securities laws, and establishes policies and procedures to handle potential conflicts of interest that arise from providing advisory services to our Clients. Our Code of Ethics recognizes that Simplicity Solutions is a fiduciary and acts as a reminder to our employees that we owe a duty of loyalty, fairness and good faith towards our Clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the Firm's access persons. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Simplicity Solutions' Code of Ethics further includes the Firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory Clients and prospective Clients. You may request a copy by email sent to Jared Margolies, Chief Compliance Officer, at jared.margolies@simplicitygroup.com; or by calling Compliance at 612-271-8808.

From time to time, employees of Simplicity Solutions may buy or sell securities for themselves that they also recommend to Advisers through model portfolios. This may provide an opportunity for representatives of Solutions to buy or sell the same securities before or after trading the same securities in models resulting in profiting off the transaction execution. Such transactions may create a conflict of interest. Simplicity Solutions will never engage in trading that operates to the Adviser's Clients' disadvantage if employees of Simplicity Solutions buy or sell securities at or around the same time as clients. With the exception of the traders, Solutions' employees are not aware of the totality of orders for any day or when model portfolios rebalance. The voluminous amount of orders are significant enough to help mitigate the conflict itself as multiple transactions execute simultaneously in which the timing of each trade would make it virtually impossible for an individual employee to benefit from buying and selling securities for themselves that are also recommended to Advisers. Additionally, Simplicity Solutions will always document any transactions that could be construed as conflicts of interest and will never engage in

trading that operates to the Client's disadvantage when similar securities are being bought or sold. Moreover, the Firm's employee accounts are only allowed to transact in model portfolios.

Item 12: Brokerage Practices

Custodian Selection

When you engage us directly for our portfolio management services, we generally require that you establish an account at TD Ameritrade Institutional, National Financial Services LLC/Fidelity Brokerage Services LLC, Charles Schwab and Sun Trust to use their custody, brokerage, and clearing services. These custodians are qualified to hold your assets and offer services to independent investment advisers, which include custody of securities, trade execution, and clearance and settlement of transactions. We ask that you give us a written direction in our advisory agreement to use one of our custodial partners as the custodian for your account(s). Additionally, while we may recommend a custodian to you, you will make the final selection and open your account with them by entering into a separate account agreement directly with them. We do not open the account for you, although we may assist you with the paperwork in doing so. Even though your account is maintained with them, we will have discretion to use them or other brokers to execute trades for your account as described below.

When we act as a subadvisor for a third party investment adviser, the custodian and broker selection is determined by the third party investment adviser. Generally, in subadvised accounts that we manage, the third party investment advisor will use the custody and brokerage services of TD Ameritrade Institutional, National Financial Services LLC/Fidelity Brokerage Services LLC, Charles Schwab, and SunTrust.

Factors used for Custodians

We have a duty to obtain best execution for client transactions, which means we must execute transactions in such a manner that your total costs or proceeds in each transaction are most favorable under the circumstances. In selecting the custodian to execute securities transactions, we consider the full range of services offered by the custodian, including, but not limited to:

- Combination of transaction execution and asset custody services (generally without a separate fee for custody);
- Capability to execute, clear, and settle trades (buy and sell securities for your account);
- Ability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.);
- Breadth of available investment products (stocks, bonds, mutual funds, ETFs, etc.);
- Quality of services, including additional reports that include gains and losses (both realized and unrealized);
- Competitiveness of the price of services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices. We believe the brokerage services from our custodial partners are competitive with comparable firms for comparable services;
- Reputation, financial strength, and stability; and
- Prior service to us and our other clients.

BEST EXECUTION

Most Clients will choose and enter into a separate contractual relationship with a custodian for the assets they deposit into the Program. The Firm maintains written policies and procedures to evaluate the execution performance of a custodian. These policies are modeled after the guidelines articulated by the SEC. Specifically, we believe that best execution is largely a qualitative concept. Simplicity Solutions evaluates a custodian based on a variety of factors which may include: (i) the broker-dealer's capital depth and market access; (ii) Simplicity Solutions' knowledge of negotiated commission rates and spreads currently made available; (iii) the nature and character of the markets for the security to be purchased or sold, (iv) the desired timing of the transaction; (v) the execution, clearance and settlement capabilities of the broker/dealer selected, or; (vi) the reasonableness of the commission or its equivalent (such as a mark-up or mark-down) for the specific transaction.

Occasionally, in order to obtain best execution and minimize market impact, certain thinly traded securities, illiquid or ETF trades, for example, can be 'stepped-out' in order to gain best execution and minimize market impact. In some instances, stepped-out trades are executed by the other firm without any additional markup or markdown, but in other instances, the executing firm may impose a markup or markdown on the trade. If trades are placed with a firm that imposes a markup or markdown, the Client may incur trading cost in addition to the transaction fees or annual asset-based pricing fees imposed by the Client's custodian. On an annualized basis, the number of step-outs conducted by Simplicity Solutions approximates less than .1% of total order flow.

Clients may not necessarily choose the custodian with the lowest commission or commission equivalent (such as a mark-up or mark-down) for a specific transaction, but instead may select a custodian that provides specialized services, which justify the payment of higher commissions (or their equivalent) than those customarily paid for transactions requiring routine services.

BLOCK TRADING

As a part of our efforts to obtain best execution, Simplicity Solutions will perform block trades where possible and when advantageous to Clients. The blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple Client accounts, so long as transaction costs are shared equally and on a pro-rated basis between all accounts included in any such block. Block trading may allow us to execute equity trades in a timelier, more equitable manner, at an average share price. Simplicity Solutions will typically aggregate trades among Clients whose accounts can be traded at a given broker, and generally will rotate or vary the order of brokers through which it places trades for Clients on any particular day. In all instances in which the Firm engages in block trading, consistent with our fiduciary duty, we equitably allocate investment opportunities and trades among all participating client accounts.

SOFT DOLLAR ARRANGEMENTS

Clients can choose and enter into a separate contractual relationship with a custodian from a list of recommended custodians for the assets they deposit into the Program. Currently, Simplicity Solutions has relationships with multiple custodians that provide brokerage, clearing and custody services to Clients in the Program. Some Advisers may limit their Clients to a subset of these broker/custodians. Those Advisers may be affiliated with one or more of these brokers/custodians and may require their Clients to contract with that broker/custodian. If an Adviser requires a Client to utilize the services of an affiliated broker/custodian, the Adviser may benefit.

For our Client accounts maintained with a custodian, the custodians generally do not charge separately for custody services but are compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through the custodian or that settle into the custodial accounts. Custodians may also make available to our Firm other products and services that benefit Simplicity Solutions but may not directly benefit our Clients' accounts. Many of these products and services may be used to service all or some substantial number of our Client Accounts, including accounts not maintained at that particular custodian.

The Firm does not enter into formal soft dollar arrangements. However, from time to time and to the extent permitted under applicable law, we will use investment products that provide us with unsolicited research and other investment or market-related information that assists us in performing our investment decision-making responsibilities on behalf of Clients. The Firm does not select particular investment products to receive such research and other investment or market-related information. Custodian's products and services that assist us in managing and administering Clients' accounts include software and other technology that provide access to Client account data (such as trade confirmations and account statements); facilitate trade execution and allocate aggregated trade orders for multiple Client accounts; provide research, pricing and other market data; facilitate payment of our fees from Clients' accounts; and assist with back-office functions, recordkeeping and Client reporting. Custodians may also offer other services intended to help us manage and further develop our business enterprise. These services may include: compliance, legal and business consulting; publications and

conferences on practice management and business succession; and access to employee benefits providers, human capital consultants and insurance providers. The Firm's relationship with brokerage firms that provide such services to us at no cost benefits us because we do not have to produce or purchase these services separately. Therefore, the receipt of such services can influence, or be perceived as influencing, our decision to allocate brokerage business to those firms to execute client transactions based on our interest in continuing to receive such services that benefits our business rather than based on the interests of our Clients receiving the most favorable execution of client transactions.

While this is a potential conflict of interest, we believe that this is mitigated by the following:

- The Client will make the final selection when choosing the Custodian.
- All of the services received are provided by Custodians on an unsolicited basis.
- Custodians do not pay us any compensation or give us referrals in exchange for recommending their services to Clients.
- The services provided are not tied to a specific level of brokerage activity or commissions achieved.
- In all cases, Clients will be provided with a copy of all applicable firm brochures which describe the applicable brokerage practices of the Custodian.

TRADE ERROR CORRECTION POLICY

Although Simplicity Solutions takes reasonable steps to avoid trade errors, occasionally errors do occur. Simplicity Solutions seeks to identify trade errors and work with the Client's Adviser and/or custodian to correct the error affecting any Client account as quickly as possible, in order to put the Client in the position they would have been in had the error not occurred. Trade errors may be corrected by either the purchase or sale of a security as originally intended, or in the form of monetary reimbursement to the applicable Client account. All losses to a Client account resulting from an error will be reimbursed to the Client's account immediately after the corrections are made while market gains that result from the correction of such error, if identified prior to settlement, will be moved to the error account of the Client's Adviser or Simplicity Solutions. If the error is identified on or after settlement, the gain will be moved to the custodian and contributed to a charity selected by the custodian.

Item 13: Review of Accounts

Reviews.

While the Model Managers selected within individual Program accounts are monitored on an ongoing basis, these accounts are reviewed by the Adviser on a quarterly basis. Accounts are reviewed in the context of the stated manager return and the dispersion of actual Client account returns. The Firm may perform more frequent reviews of accounts when there are material changes in variables such as the market, political or economic environment. Clients are referred to the Manager Disclosure Documents for information regarding the account review policies of the Model Managers.

Reviewers. Client Program accounts are reviewed by members of Simplicity Solutions' senior management. Clients are referred to the Manager Disclosure Documents for information regarding the individuals who review accounts on behalf of the Model Managers.

Reports. In addition to the monthly statements and confirmations of transactions Clients receive from their custodian, Simplicity Solutions will make available quarterly reports summarizing account performance, balances, and holdings on our web-based Client portal.

Item 14: Client Referrals and Other Compensation

In the past, Simplicity Solutions entered into a referral arrangement with a third-party whereby the Referrer referred prospective Advisers to Simplicity Solutions, and in return, if the prospective Advisor entered into a Service Agreement with

Simplicity Solutions and had Clients who participated in the Program, Simplicity Solutions paid the third-party a referral fee based on the value of the Program accounts for Clients of the referred Advisor. The referral arrangement was terminated, but Simplicity Solutions continues to make referral payments to the Referrer under the termination terms of the contract for Advisers referred while the referral arrangement was in effect. While the fee may be paid from the Platform Fee, the Platform Fee has not been increased to cover the fee paid to the Referrer and Clients are not affected by the fee.

Simplicity Solutions may in the future utilize third-party services and marketing content to attract Advisers and other investment advisory firms to its platform. Simplicity Solutions is aware of the special considerations promulgated pursuant to Rule 206(4)-1 under the Investment Advisers Act of 1940, and any comparable state regulations. Should any person engage in solicitation activities with a Client or prospective Client, then Simplicity Solutions will conform to the requirements applicable under the applicable rules.

Item 15: Custody

We previously disclosed in the **Item 5: Fees and Compensation** that our Firm directly debits advisory fees from Client accounts. Pursuant to the Investment Advisers Act of 1940, the Firm is deemed to have limited custody of client funds because we have the authority and ability to debit our fees directly from the accounts of those Clients receiving our services. Custody is defined as any legal or actual ability by the firm to withdraw client funds or securities. However, the authority to debit our fees directly from Client accounts is the only form of custody that we will maintain.

However, under current exemptions, Simplicity Solutions is not required to comply with surprise audit requirements of the Custody Rule. All assets of client accounts are required to be held at a third-party qualified custodian. Neither the Firm nor any of its affiliates are a qualified custodian. The designated qualified custodian holds all client account assets and will provide each Client an account statement not less than quarterly showing all account activity, including the amounts disbursed from the account to Simplicity Solutions. In addition, Simplicity Solutions will provide each Adviser and each custodian a bill showing the amount of the fee and the way in which it was calculated. Because the custodian does not calculate the amount of the fee to be deducted, it is important for Clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe there may be an error in their statement.

In addition to the periodic statements that Clients receive directly from their custodians, we also make available quarterly reports on our web-based portal. We urge Clients to carefully compare the information provided on these statements to ensure that all account transactions, holdings and values are correct and current.

Item 16: Investment Discretion

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

Our discretionary authority includes the ability to determine the security to buy or sell and/or determine the amount of the security to buy or sell without contacting the Client. Clients give us discretionary authority when they sign a discretionary agreement with our Firm and may limit this authority by giving us written instructions. Clients may also change/amend such limitations by once again providing us with written instructions.

Item 17: Voting Client Securities

Proxy Voting. Simplicity Solutions does not vote or accept authority to vote proxies on behalf of Clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in Client accounts. Custodians will forward the proxy voting materials directly to Clients. All questions on these materials should be directed to the issuers of the associated securities.

Class Actions, Bankruptcies & Other Legal Proceedings. Simplicity Solutions does not advise or act on behalf of the Client in legal proceedings involving companies whose securities are held or previously were held in the Client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, Clients may direct Simplicity Solutions to transmit copies of class action notices to the Client or to a third-party. Upon such direction, Simplicity Solutions will make commercially reasonable efforts to forward such notices in a timely manner. We do not offer any consulting assistance regarding proxy issues to Clients.

Item 18: Financial Information

The Firm does not require or solicit payment of fees in excess of \$1,200 per Client, six months or more in advance of services rendered. Therefore, we are not required to provide a balance sheet with this Brochure. The Firm does not have any financial condition that is likely to reasonably impair its ability to meet its contractual commitments to its Clients, and has never been the subject of a bankruptcy petition.