

Firm Brochure

(Part 2A of Form ADV)



Foundations Investment Advisors, LLC

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This brochure provides information about the qualifications and business practices of Foundations Investment Advisors, LLC ("FOUNDATIONS" or the "Firm"). Being registered as a registered investment adviser does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at 480-626-2979 or by email at ernest@fiwealth.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

Additional information about Foundations Investment Advisors, LLC (IARD # 175083) is available on the SEC's website at www.adviserinfo.sec.gov.

August 3, 2023

Item 2: Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure. Each year, we will ensure that you receive a summary of any material changes to this and subsequent brochures no later than thirty days after the changes have been updated. We will further provide you with our most recent brochure at any time at your request, without charge. You may request a copy of our most recent brochure by contacting us at (480) 626-2979 or compliance@fiwealth.com.

Material Changes since the Last Update

Since the most recent update of our Form ADV Part 2A, dated June 1, 2023, FOUNDATIONS has made the following material changes to this Brochure as summarized below and found in more detail under the following items:

Item 4: Advisory Business:

- Updating the Types of Services offered by the Firm as of August 3, 2023.
- Updating the Firm's Assets Under Management as of August 3, 2023.

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

- Updating information on the Firm's Security Specific Material Risks as of August 3, 2023.

Item 10: Other Financial Industry Activities and Affiliations

- Updating information on the Firm's activities as of August 3, 2023.

Item 17: Voting Client Securities

- Updating information on the Firm's Voting Policies and Procedures as of August 3, 2023.

Full Brochure Available

This Firm Brochure being delivered is the complete brochure for the Firm.

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Item 4: Advisory Business

Firm Description

Foundations Investment Advisors, LLC, (“FOUNDATIONS” or “Advisor”) is a registered investment adviser based in Phoenix, Arizona. The firm was formed as a limited liability company under the laws of the State of Arizona. Founded in 2015, FOUNDATIONS provides investment advisory services through a network of affiliated offices that provide advisory services under local “doing business as” or “dba” names. A complete list of approved affiliated dba names can be found in the information filed by FOUNDATIONS, IARD# 175083, on its Form ADV Item 1 B on the SEC’s website at www.adviserinfo.sec.gov.

Investment advisory services may include, but are not limited to, determination of financial objectives, identification of financial problems, cash flow management, tax planning, insurance review, investment management, education funding, retirement planning, and estate planning. Our investment advice is tailored to work with our clients’ financial goals, investment objectives and risk tolerances.

The investment advisory services of FOUNDATIONS are provided to you through an appropriately licensed and qualified individual who is an investment adviser representative of FOUNDATIONS (referred to as your “Investment Adviser Representative” or “IAR” throughout this brochure). Your IAR may either be an employee of FOUNDATIONS or an independent contractor.

IARs are free to negotiate the fees to be charged for the services provided within the parameters set by FOUNDATIONS, as disclosed in **Item 5 – Fees and Compensation** of this brochure. It is possible that different IARs may charge different fees for providing the same service to clients. The specific level of services you will receive and the fees you will be charged will be specified in your investment advisory agreement.

As used in this brochure, the words, “we,” “our,” and “us” refer to FOUNDATIONS and the words “you,” “your,” and “client” refer to you as either a client or prospective client of our firm. In addition, you may see the term “Associated Person” throughout this brochure. As used in this brochure, our Associated Persons are our firm’s officers, employees and all individuals providing investment advice on behalf of our firm.

Foundations Investment Advisors, LLC’s principal owner is Bryon Rice.

In January 2022, Jarrod Florence, President of Magellan Financial and Insurance Services, became President of FOUNDATIONS. Magellan Financial and Insurance Services and FOUNDATIONS are under common ownership and control by Bryon Rice. Please refer to **Item 10 – Other Financial Industry Activities and Affiliations** of this brochure for additional information.

Types of Advisory Services

Asset Management Services

FOUNDATIONS provides investment advisory and portfolio management services on a continuing basis, which may include the review of client investment objectives and goals, recommending asset allocation strategies of managed assets among investment products such as cash, stocks, ETF's, mutual funds, bonds, and annuities. Although we generally provide advice only on the products previously listed, we reserve the right to offer advice on any investment product that may be suitable for each client's specific circumstances, needs, goals, objectives and risk tolerance. It is not our typical investment strategy to attempt to time the market, but we may increase cash holdings as deemed appropriate based on your risk tolerance and our expectations of market behavior. We may modify our investment strategy to accommodate special situations such as low basis stock, stock options, legacy holdings, inheritances, closely held businesses, collectibles, or special tax situations. Our investment advice is tailored to meet our clients' unique needs, investment objectives and risk tolerance.

During your initial meeting with your advisor, you're asked to complete a confidential client profile to help us understand your risk tolerance and long-term financial goals. A specific asset allocation strategy and suitability profile is crafted to focus on your specific goals and objectives. The confidential client profile defines your risk tolerance and investment objectives. Your information should be updated regularly, but at a minimum every 2 years.

You must appoint our firm as your investment advisor of record on specified accounts (collectively, the "Account"). The Account consists only of separate account(s) held by qualified custodian(s) under your name. The qualified custodians maintain physical custody of all funds and securities of the Account, and you retain all rights of ownership (e.g., right to withdraw securities or cash, exercise or delegate proxy voting and receive transaction confirmations) of the Account.

FOUNDATIONS provides discretionary and non-discretionary investment advisory services to its clients through various managed account programs. With discretionary authority, we make all decisions to buy, sell or hold securities, cash or other investments in the managed account in our sole discretion without consulting with you before implementing any transactions. You must provide us with written authorization to exercise this discretionary authority. Discretionary authority is limited. We do not have access to your funds and/or securities with the exception of having advisory fees deducted from your account and paid to us by the account custodian. Any fee deduction is done pursuant to your prior written authorization provided to the account custodian. You have the ability to place reasonable restrictions on the types of investments that may be purchased in an account. You may also place reasonable limitations on the discretionary power granted to us so long as the limitations are specifically set forth or

included as an attachment to the client agreement. However, FOUNDATIONS retains the right to decline to enter into a management agreement with any client whose investment restrictions are contrary to the firm's investment strategies. *(Please see **Item 16 - Investment Discretion** for additional information concerning discretionary authority.)*

As more fully described in **Item 5 - Fees and Compensation** below, the annual fee is assessed on a monthly or quarterly schedule, in arrears, and calculated based upon the client's average daily balance calculated by the Custodian for the period, either monthly or quarterly.

Before we assess any fees or provide formal advice, we will provide you with an Investment Advisory Agreement ("Agreement") for your review, understanding and signature. The Agreement includes the terms and conditions under which your assets will be managed. Your execution of the Agreement authorizes our firm to determine the specific securities, and the amount of securities to be purchased or sold for your account without your approval prior to each transaction. The Agreement will remain in effect between you and us until terminated by either party in writing according to the terms contained in the Agreement. In the event a conflict exists between the Agreement and our Form ADV, the Form ADV shall prevail.

The Agreement will include schedules of the investment accounts you wish us to manage, the specific fees we propose to charge and how we propose to bill and collect those fees. Agreements may not be assigned without written client consent.

Advisory accounts will be held primarily by TD Ameritrade Institutional, Fidelity Investments, Charles Schwab & Co., Inc., or other qualified custodians as approved by FOUNDATIONS (each individually, a "Custodian"). The client must designate FOUNDATIONS as its Investment Adviser on their accounts. The client's qualified Custodian will maintain actual custody of all client funds and securities.

Custodians are also broker/dealers, and they may have different account fees, execution charges and capacities. Custodial services are based on several factors, which may include, but are not limited to: cost, expected level of asset safety, client confidentiality, communication and reporting requirements.

In certain circumstances the account Custodian can offer the option of charging execution fees based upon the level of assets maintained in the managed account (asset-based pricing) versus implementing a fee for each transaction executed. If asset-based pricing is provided as an option, we will conduct a cost/benefit analysis to determine which pricing method would be in the long-term best interest of our clients. Whether transaction-based pricing or asset-based pricing is in the best interest of an individual client may vary over the span of a client relationship in response to possible service provider contractual changes and/or overall market condition adjustments to our pricing structure.

Important Disclosure(s) Regarding Fee Based Asset Management Accounts

When making the determination of whether one of the advisory programs available

through FOUNDATIONS is appropriate for your needs, you should bear in mind that fee-based accounts, when compared with commission-based accounts, often result in lower costs during periods when trading activity is heavier, such as the year an account is established. However, during periods when trading activity is lower, the fee-based account arrangements may result in a higher annual cost for transactions. Nevertheless, any trade execution charges, and independent manager fees are absorbed within the advisory fee that clients pay to FOUNDATIONS. In addition, the independent brokers and custodians we expect to utilize make a wide variety of investments available that do not incur any trading costs at all. Thus, depending on a number of factors, the total cost for transactions under a fee account versus a commission account can vary significantly. Factors which affect the total cost include account size, amount of turnover, type and quantities of securities purchased or sold, commission rates and your tax situation. It should also be noted that lower fees for comparable service may be available from other sources. You should discuss the advantages and disadvantages of fee-based and commission-based accounts with your IAR. The differences in the types of accounts available to clients creates a conflict of interest in that it incentivizes FOUNDATIONS to trade in the account less frequently and to select securities that are subject to waived or reduced transaction charges. FOUNDATIONS manages this conflict by strict adherence to our Code of Ethics and our fiduciary duty to always act in the best interest of our clients. When we are providing investment advice to accounts that are subject to ERISA regulations (or corresponding provisions of Internal Revenue Code (IRC) Section 4975), we are fiduciaries within the meaning of Title I of ERISA and the IRC which govern retirement accounts. This may create a conflict of interest, so we are subject to a special rule that requires us to act in your best interests.

Sub-Advisory Investment Management Services for Advisers

FOUNDATIONS offers investment sub-advisory services to unaffiliated registered investment advisers (“RIA’s”). Unaffiliated RIAs may choose to engage FOUNDATIONS for investment management of some or all of their clients' assets. FOUNDATIONS shall have day-to-day responsibility for the active discretionary management of the allocated assets through a limited power of attorney from the unaffiliated advisor's client. The unaffiliated adviser RIA shall continue to render investment advisory services to the client relative to the ongoing monitoring and review of account performance, asset allocation and client investment objectives. The unaffiliated RIA’s may receive compensation for referring clients to FOUNDATIONS under a written sub-advisory or solicitation agreement, as required by applicable regulations.

Use of Unaffiliated Investment Advisory Firms as Sub-Advisers

At its discretion, FOUNDATIONS may utilize unaffiliated investment advisory firms as sub- advisers to assist us with the development and recommendation of appropriate investment options for your Account. In such cases the Agreement will designate both FOUNDATIONS and the unaffiliated sub-adviser as managers of the Account and the Client will receive required disclosures about both firms.

Educational Seminars/Workshops

FOUNDATIONS occasionally provides seminars/workshops in areas such as financial planning, retirement planning, estate planning, college planning and charitable planning or other relevant financial topics. Seminars/workshops are always offered on an impersonal basis and do not focus on the individual needs of participants. No fees are charged for seminars.

Funds

FOUNDATIONS serves as the sub-adviser to the Foundations Dynamic ETF Series (the “Funds”), which consists of four exchange-traded funds registered under the Investment Company Act of 1940, as amended (“IC Act”) (“ETFs”).

FOUNDATIONS is responsible for trading portfolio securities and other investment instruments on behalf of the Funds, including selecting broker-dealers to execute purchase and sale transactions or in connection with any rebalancing or reconstitution of a Fund’s underlying investment index. Transactions are subject to the supervision of the Funds’ primary adviser, management company, and/or board of directors (or trustees), as applicable.

Funds may trade various combinations of any asset class or investment vehicle, including global equities, fixed income, ETFs, mutual funds, money market funds, private funds, commodities, futures, and liquid alternatives, as permitted by an underlying benchmark, index, active investment strategy, or the offering document of the Fund. Each Fund’s offering documents set forth their respective investment strategies, guidelines, and restrictions. Prospective investors should review these documents carefully before making any investment in the Funds.

Unless otherwise noted herein, this brochure will focus its discussion on the services FOUNDATIONS provides to separately managed accounts (“SMAs”).

Client Tailored Services and Client Imposed Restrictions

The goals, objectives, risk tolerance and client-imposed restrictions for each client are documented in our client files. Investment strategies are created that seek to reflect the stated unique needs and investment objectives of the client. Clients may impose reasonable restrictions on investing in certain securities or types of securities with written notification. However, FOUNDATIONS retains the right to decline to enter into a management agreement with any client whose investment restrictions are contrary to the firm’s investment strategies.

Client Assets Under Management

As of August 3, 2023, FOUNDATIONS had the following Assets Under Management ("AUM"):

Discretionary:	\$ 4,473,869,913.71
Non-Discretionary:	\$ 37,771,804.83
Total AUM:	\$ 4,511,641,718.54

Item 5: Fees and Compensation

Method of Compensation and Fee Schedule

The total annual advisory fees charged to the client are based on a percentage of AUM as follows:

Assets Under Management	Maximum Annual Advisory Fee *
\$0 - \$5,000,000	2.00%
Over \$5,000,000	1.00%

- *A \$150 annual minimum management fee will be assessed on all accounts with values below \$5,000. For account values of less than \$5,000, this may equate to be more than the maximum stated 2% as stated in this Form ADV and the Agreement.
- The fee schedule may not be the actual fee charged, but the maximum fee charged. Sub-Adviser fees are included in the fee schedule above.
- All accounts will also be assessed a \$50 annual administrative and technology fee (ATF) at the end of the January billing cycle. This \$50 fee also applies to non-discretionary and/or non-managed accounts.

FOUNDATIONS, in its discretion, may negotiate fees based upon individual account criteria such as anticipated future assets, client's unique circumstances, and additional services performed. Our fees may be higher or lower than fees charged by other financial professionals offering similar services. FOUNDATIONS reserves the right to modify its fee schedule in the future by providing you with 30 days advance notice of any modification.

Fees are collected and charged either: (1) monthly in arrears or (2) quarterly in arrears. Fees for any partial period (month or quarter) will be prorated based upon the number of calendar days in the period (month or quarter) that the advisory agreement is in effect.

Monthly or Quarterly Billing Cycle. Fees are based on the average daily value of the assets of the period (month or quarter) just ended. The fee is calculated as follows: The Custodian will calculate the average daily value of the AUM of the period (month or quarter) just ended and will multiply that amount by the respective fraction of the annual advisory fee (i.e., 1/12 for monthly or 1/4 for quarterly.)

We directly debit your account(s) for the payment of our advisory and ATF fees. This ability to deduct our advisory fees from your accounts causes our firm to exercise limited custody over your funds or securities for regulatory purposes. We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a bank, broker-dealer, or other independent, qualified custodian. Clients may also elect to have advisory fees billed directly. You will receive account statements from the independent, qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will reflect the credits and debits to your account, including the amount of our advisory fees deducted from your account(s) each billing period. You should carefully review account statements for accuracy. Clients are

urged to compare the account statements received directly from the custodian to any performance report statements prepared by any Sub-Adviser.

Discounts, not generally available to our advisory clients, may be offered to family members and associated persons of our firm.

The minimum account value is \$5,000 for investment advisory services.

Client Payment of Fees

With written authorization, the independent, qualified Custodian holding your funds and securities will automatically deduct our fee from your account. These fees will be deducted monthly or quarterly in arrears, as applicable. The authorization and method of payment will be documented in the Agreement.

Financial Planning

Financial planning services are charged through an hourly arrangement as agreed upon between the client and Investment Advisor Representative.

Financial Planning fees are negotiable and vary depending upon the complexity of the client situation and services to be provided. Hourly fees range from \$100-\$500 per hour. Similar financial planning services may be available elsewhere for a lower cost to the client.

Fixed fees may be charged for asset management or financial planning services. If asset management services are charged fixed fees, the fees will never be greater than the fees stated in the above fee schedule. Fixed fees typically range from \$100 - \$5,000 depending on the type of service, complexity and duration of the service provided.

Clients may be invoiced monthly for all time spent by FOUNDATIONS as agreed upon by client or upon completion of the services if more than a month. Clients who wish to terminate the planning process prior to completion may do so with written notice. Upon receipt of written notification, any earned fee will immediately become due and payable.

Additional Client Fees Charged

In addition to advisory and ATF fees paid to FOUNDATIONS as explained above, clients may pay custodial service, account maintenance, transaction, and other fees associated with maintaining the account. These fees vary by broker and/or custodian. Clients should ask FOUNDATIONS for details on transaction fees or other custodial fees specific to their account, as these fees are not included in the annual advisory fee. FOUNDATIONS does not share in any portion of a custodian's transaction or custodian fees.

Additionally, mutual fund companies impose internal fees and expenses on clients. Clients may pay their proportionate share of the funds' distribution, internal management, investment advisory and administrative fees. These fees are in addition to the costs associated with the investment advisory services, ATF and custodian fees as described above. Such fees are not shared with FOUNDATIONS and are compensation to the fund manager. Complete details of such internal expenses are specified and disclosed

in each mutual fund company's prospectus. Clients are strongly advised to review the prospectus(es) prior to investing in such securities.

Mutual funds purchased or sold in broker-dealer accounts may generate transaction fees that would not exist if the purchase or sale were made directly with the mutual fund company. Mutual funds held in broker-dealer accounts also charge management fees. These mutual fund management fees may be more or less than the mutual fund management fees charged if the client held the mutual fund directly with the mutual fund company.

Clients may purchase shares of mutual funds directly from the mutual fund issuer, its principal underwriter, or a distributor without purchasing the services of FOUNDATIONS or paying the advisory fee on such shares (but subject to any applicable sales charges). Certain mutual funds are offered to the public without a sales charge. In the case of mutual funds offered with a sales charge, the prevailing sales charge (as described in the mutual fund prospectus) may be more or less than the applicable advisory fee. However, clients would not receive FOUNDATIONS' assistance in developing an investment strategy, selecting securities, monitoring performance of the account, and making changes as necessary.

Please refer to ***Item 12 - Brokerage Practices*** of this brochure for additional information.

Prepayment of Client Fees

FOUNDATIONS does not require prepayment of more than \$1,200 in fees per client, six months or more in advance.

External Compensation for the Sale of Securities to Clients

FOUNDATIONS does not receive any external compensation for the sale of securities to clients, nor do any of the Investment Adviser Representatives of FOUNDATIONS.

Advice Related to Rollover of an Employer-Sponsored Plan

As a normal extension of financial advice, we provide education or recommendations related to the rollover of an employer-sponsored retirement plan. A plan participant leaving employment has several options. Each choice offers advantages and disadvantages, depending on desired investment options and services, fees and expenses, withdrawal options, required minimum distributions, tax treatment, and the investor's unique financial needs and retirement plans. The complexity of these choices may lead an investor to seek assistance from us.

An Associated Person who recommends an investor roll over plan assets into an Individual Retirement Account ("IRA") may earn an asset-based fee as a result, but no compensation if assets are retained in the plan. Thus, we have an economic incentive to encourage an investor to roll plan assets into an IRA. In most cases, fees and expenses will increase to the investor as a

result because the above-described fees will apply to assets rolled over to an IRA and outlined ongoing services will be extended to these assets.

We are fiduciaries under the Investment Advisers Act of 1940 and when we provide investment advice to you regarding your retirement plan account or individual retirement account, we are also fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. We have to act in your best interests and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests.

Item 6: Performance-Based Fees

Sharing of Capital Gains

Fees are not based on a share of the capital gains or capital appreciation of managed assets.

FOUNDATIONS does not use a performance-based fee structure because of the potential conflict of interest. Performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client.

Item 7: Types of Clients

Description

We offer investment advisory services to a wide variety of clients including, but not limited to, individuals including those with high net worth, pension and profit-sharing plans, including plan participants, trusts, estates, 401(k) sponsor plans and Individual Retirement Accounts (IRA, SEP, ROTH IRA,) charitable organizations, corporations and other business entities, including sole proprietorships.

Account Minimums

The minimum account value is \$5,000.

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

Methods of Analysis and Investment Strategies

Security analysis methods used by FOUNDATIONS may include fundamental analysis, technical analysis, and cyclical analysis. Investing in securities involves risk of loss that clients should be prepared to bear.

Fundamental analysis involves evaluating a stock using real data such as company revenues, earnings, return on equity, and profits margins to determine underlying value and potential growth. Technical analysis involves evaluating securities based on past prices and volume. Cyclical analysis involves analyzing the cycles of the market.

Fundamental analysis may involve interest rate risk, market risk, business risk, and financial risk. Risks involved in technical analysis are inflation risk, reinvestment risk, and market risk. Cyclical analysis involves inflation risk, market risk, and currency risk. Other strategies may include long-term purchases, short-term purchases and trading.

The main sources of information may include financial newspapers and magazines, inspection of corporate activities, research materials prepared by others, corporate rating services, timing services, annual reports, prospectuses and filings with the SEC, and company press releases.

Investment Strategy and Method of Analysis Material Risks

The investment strategy for a specific client is based upon the objectives stated by the client during consultations and documented in the Agreement. The client may change these objectives at any time. Each client's Agreement contains information related to the client's risk tolerance and any investment restrictions. Any other documentation as required by FOUNDATIONS that documents the client's objectives and their desired investment strategy will be retained as part of the client's file.

Security Specific Material Risks

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

- *Interest-rate Risk:* Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- *Market Risk:* The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.

- *Inflation Risk:* When any type of inflation is present, a dollar today will buy more than a dollar next year, because purchasing power is eroding at the rate of inflation.
- *Currency Risk:* Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- *Reinvestment Risk:* This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., interest rate). This primarily relates to fixed income securities.
- *ETF and Mutual Fund Risk:* When investing in an ETF or mutual fund, you will bear additional expenses based on your pro rata share of the ETF's or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds. You will also incur brokerage costs when purchasing ETFs.
- *Equity (stock) Risk:* Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. If you held common stock, or common stock equivalents, of any given issuer, you would generally be exposed to greater risk than if you held preferred stocks and debt obligations of the issuer.
- *Company Risk:* When investing in stock positions, there is always a certain level of company or industry specific risk that is inherent in each investment. This is also referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that the company will perform poorly or have its value reduced based on factors specific to the company or its industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- *Fixed Income Risk:* When investing in bonds, there is the risk that the issuer will default on the bond and be unable to make payments. Further, individuals who depend on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk.
- *Liquidity Risk:* Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.

- *Financial Risk:* Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.
- *Management Risk:* Your investment with our firm varies with the success and failure of our investment strategies, research, analysis and determination of portfolio securities. If our investment strategies do not produce the expected returns, the value of the investment will decrease.
- *Concentrated Position Risk:* Certain Associated Persons may recommend that clients concentrate account assets in an industry or economic sector. In addition to the potential concentration of accounts in one or more sectors, certain accounts may, or may be advised to, hold concentrated positions in specific securities. Therefore, at times, an account may, or may be advised to, hold a relatively small number of securities positions, each representing a relatively large portion of assets in the account. As a result, the account will be subject to greater volatility than a more sector diversified portfolio. Investments in issuers within an industry or economic sector that experiences adverse economic, business, political conditions or other concerns will impact the value of such a portfolio more than if the portfolio's investments were not so concentrated. A change in the value of a single investment within the portfolio will affect the overall value of the portfolio and will cause greater losses than it would in a portfolio that holds more diversified investments.

Our strategies and investments may have unique and significant tax implications. Regardless of your account size or other factors, we strongly recommend that you continuously consult with a tax professional prior to and throughout the investing of your assets.

Investing in securities involves risk of loss that clients should be prepared to bear. Although we manage your portfolio with strategies and in a manner consistent with your risk tolerances, there can be no guarantee that our efforts will be successful. You should be prepared to bear the risk of loss.

All investments involve the risk of loss, including (among other things) loss of principal, a reduction in earnings (including interest, dividends, and other distributions), and the loss of future earnings. These risks include the risks stated above. Regardless of the methods of analysis or strategies suggested for your particular investment goals, you should carefully consider these risks, as the client should be able to bear all risks.

Item 9: Disciplinary Information

Criminal or Civil Actions

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

Administrative Enforcement Proceedings

The firm and its management have not been involved in any administrative enforcement proceedings.

Self-Regulatory Organization Enforcement Proceedings

The firm and its management have not been involved in any Self-Regulatory Organization enforcement proceedings related to past or present investment clients.

Item 10: Other Financial Industry Activities and Affiliations

Broker-Dealer or Representative Registration

FOUNDATIONS is under common ownership with 180 Degree Capital BD, LLC d/b/a Dynamic Capital Investments ("Dynamic Capital") through Bryon Rice's ownership of both FOUNDATIONS and 180 Degree Holding Company, LLC, the holding company of Dynamic Capital.

Dynamic Capital is an affiliated registered broker dealer, and member of the Financial Industry Regulatory Authority (FINRA). Certain FOUNDATIONS IARs are both investment adviser representatives with FOUNDATIONS and registered representatives of Dynamic Capital and therefore can act in both an advisory and brokerage capacity.

In their separate capacity as a registered representative of our affiliated broker dealer, your IAR may receive additional compensation, such as commissions and/or trail fees for providing brokerage related services to you. This presents a conflict of interest, as it gives the IAR an incentive to recommend products and services based on compensation, rather than your needs. We address these conflicts in several ways, including disclosing those conflicts in this Brochure and in our Investment Advisory Agreement.

Additionally, FOUNDATIONS does not require its IARs to encourage clients to implement investment advice through Dynamic Capital. Clients of FOUNDATIONS are under no obligation to utilize brokerage products and/or services offered through Dynamic Capital and are free to implement investment advice through any FOUNDATIONS approved institution. This conflict is also addressed by FOUNDATIONS' adoption of its Code of Ethics, which requires that all FOUNDATIONS' IARs place Client interests ahead of their own. While FOUNDATIONS and our IARs endeavor to put the interest of our Clients first, you should also be aware that the receipt of additional compensation creates a conflict of interest that could affect the judgment of these individuals when making recommendations.

Futures or Commodity Registration

Neither FOUNDATIONS nor its employees are registered or have an application pending to register as a futures commission merchant, commodity pool operator, or a commodity trading advisor.

FOUNDATIONS filed a notice of claim for exemption pursuant to the U.S. Commodity Futures Trading Commission ("CFTC"), Regulation 4.14(a)(8) with respect to its investment management services rendered to certain types of clients, including the Funds. The exemption is based on, among other things, FOUNDATIONS' status as an investment adviser registered under the Investment Advisers Act of 1940, and such Funds meeting the criteria of CFTC Rule 4.5.

Material Relationships Maintained by this Advisory Business and Conflicts of Interest

We are an independent registered investment adviser and only provide investment advisory services. We are not engaged in any other business activities and offer no other services except those described in this Disclosure Brochure. However, while we do not sell products or services other than investment advice, our representatives may sell other products or provide services outside of their role as investment adviser representatives with us.

Conflicts of Interest

Under federal and state law, when providing advisory services, FOUNDATIONS is a fiduciary and must fully disclose all material facts relating to the advisory relationship. As a fiduciary, the firm seeks to avoid conflicts of interest or, at a minimum, make full disclosure to provide sufficiently specific facts for clients to understand and appreciate the risk associated with a conflict of interest.

Insurance Products

Some of our investment adviser representatives are also licensed as insurance agents either independently or through Magellan Financial & Insurance Services, Inc. ("Magellan"), an affiliated independent marketing organization and insurance general agency under common control with FOUNDATIONS. In addition to our services, your investment adviser representative may offer you insurance products in their separate capacity as an insurance agent. Client portfolios are initially reviewed to determine the degree of market exposure compared to their risk profile and income needs. We may recommend that a portion of a client's total portfolio may benefit from an insurance product that has features not available with a securities portfolio. Insurance products are only recommended to clients where we believe, after careful review, that the product is in each client's best interest; insurance products are therefore not recommended to all clients. Your financial professional and/or Magellan will earn commission-based compensation for the sale of insurance products. The fees charged for the sale of insurance products are separate from our advisory fees. They do not offset regular advisory fees and are typically paid up-front, immediately upon the

sale of the insurance product. Such fees are paid by the insurance product issuer or sponsor and do not reduce your investment amount. FOUNDATIONS will not charge an advisory fee on any insurance products.

This practice represents a conflict of interest because investment adviser representatives providing investment advice on behalf of FOUNDATIONS who are insurance agents, as well as management persons of Magellan, have an incentive to recommend insurance products to clients for the purpose of generating commissions and revenues rather than solely based on client needs. Common ownership also represents a conflict of interest. There is an inherent interest in recommending insurance products through Magellan rather than a potentially less expensive competing insurance company.

Money Managers and Product Sponsors

Investment adviser representatives will, on occasion, have an opportunity to attend a training event or participate in a due diligence visit where the money manager or product sponsor will cover the associated travel expenses such as airfare, hotel and meals. Training opportunities are often held at luxury resorts where amenities such as golf, spas and entertainment are provided. Such accommodations represent a conflict of interest that can influence the evaluation of the money manager or product sponsor based on factors other than the quality of services.

Additional Compensation

Investment adviser representatives of FOUNDATIONS can receive an economic benefit for providing advisory services from sources other than the client. Economic benefits include sales awards and gifts, an occasional meal, as well as entertainment such as a concert, show or sporting event. Such compensation is not directly related to the advice or services provided to a particular client, but it does create a conflict of interest that can influence the selection of services based on the compensation received.

Service Agreement

FOUNDATIONS has a Service Agreement with Orion Advisor Services to provide trading, billing, data aggregation, reporting and operations solutions, as well as other advisor solutions, and our custodians, TD Ameritrade Institutional, Fidelity Investments, Schwab Advisor Services, SEI Investments Management Corporation and other qualified custodians as approved by FOUNDATIONS. This agreement allows Orion to perform certain trading, operational, data aggregation and other administrative duties with these custodians on our behalf.

Affiliation with Magellan Financial & Insurance Services Inc.

Magellan Financial & Insurance Services Inc. ("Magellan") and FOUNDATIONS are under common ownership of Bryon Rice. Magellan provides coaching, consulting, training and insurance contracting services to financial advisers. Magellan's focus is on client service

and new business growth solutions. Magellan is not a registered investment adviser or broker-dealer. Magellan offers services to individuals that work within the financial services industry. Magellan has an insurance agency through which FOUNDATIONS advisers offer life insurance, annuities and other insurance products.

Magellan may sponsor FOUNDATIONS events (i.e., workshops, seminars, etc.) and FOUNDATIONS may market our advisory services and investments at Magellan events. Magellan may provide referrals to FOUNDATIONS and may refer FOUNDATIONS' platforms, investment strategies and products to financial professionals using Magellan's services. FOUNDATIONS may compensate Magellan for these non-client referral activities.

In January 2020, Jarrod Florence became the President of Magellan after 13 years as that firm's Senior Vice President, Sales. Mr. Florence now serves concurrently as the President of both FOUNDATIONS and Magellan.

Dually Registered Investment Adviser Representatives

As noted above, some Foundations IARs may also be dually registered with Foundations' affiliated broker dealer, Dynamic Capital. Please see the section entitled "Broker Dealer or Registered Representative Registration" for additional information regarding the conflicts of interest that may exist due to their dually registered status.

Recommendations or Selections of Other Investment Advisors and Conflicts of Interest

FOUNDATIONS, in providing the services agreed upon with the client, may retain an investment adviser registered under applicable securities laws, as a Sub-Adviser to manage all or a portion of the managed assets in the client's account (hereafter, the "Sub-Adviser.") If this occurs, FOUNDATIONS will be responsible for the continuing supervision of the client's account, and the actions of the Sub-Adviser in connection with the client's account and the managed assets. FOUNDATIONS will also be responsible for the payment of any advisory fee or other charges of the Sub-Adviser with respect to the managed assets unless or except as specifically authorized in advance by the client. FOUNDATIONS agrees that upon proper notice by the client, FOUNDATIONS will refrain from the appointment of, or terminate as permitted under applicable contracts, any Sub-Adviser appointed pursuant to this authority.

We have a conflict of interest when we utilize third-party Sub-Advisers that have agreed to share a portion of their advisory fee with us and have met the conditions of our due diligence review. There may be other third-party Sub-Advisers that may be suitable for you which may be more or less costly. No guarantees can be made that your financial goals or objectives will be achieved. Further, no guarantees of performance can be offered. This conflict of interest is primarily mitigated by our ongoing due diligence of our third-party Sub-Advisers and our limits on advisory compensation to the schedule set forth in ***Item 5 – Fees and Compensation***.

FOUNDATIONS' majority owner, Bryon Rice, has a minority ownership interest in, and

may receive compensation from Cabana LLC, d/b/a Cabana Asset Management (CRD#: 151418) (“Cabana”), a sub-adviser to FOUNDATIONS, and Cabana Black, a privately offered fund managed by Cabana, for the sales and distribution of one or more of Cabana’s private securities offerings or ETF’s sub-advised by Cabana. This presents a conflict of interest regarding FOUNDATION’s selection of Cabana as one of its third-party sub-advisers. This conflict is mitigated by both FOUNDATIONS and Cabana being subject to a Code of Ethics that requires all associated persons to place the interests of clients first. In addition, FOUNDATIONS utilizes an Investment Committee (“IC”) to review and recommend sub-advisers for the platform. The IC members are also subject to FOUNDATIONS Code of Ethics and are required to use objective criteria when evaluating third-party service providers.

Affiliation with Alpha 1 Tax and Wealth Management, LLC

Bryon Rice is the co-owner and CEO of Alpha 1 Tax and Wealth Management, LLC dba Alpha 1 Tax and Wealth Management (“ALPHA 1”). ALPHA 1 is a limited liability company formed in the State of Colorado in April of 2018. ALPHA 1 is a licensed insurance agency and its associated persons, including Mr. Rice are licensed insurance agents.

ALPHA 1 is affiliated with Magellan through common ownership and control. As noted above, Magellan is also an insurance agency. Magellan, ALPHA 1, its associated persons, including Mr. Rice, receive commission-based compensation for effecting transactions in insurance products they may recommend. Clients of FOUNDATIONS, Magellan or ALPHA 1 are under no obligation to purchase insurance products through any of these entities or persons affiliated with any of these entities.

As noted in Item 4, Bryon Rice is the principal owner of FOUNDATIONS. ALPHA 1 is also affiliated with FOUNDATIONS through common ownership and control. Certain FOUNDATIONS IARs may market their investment advisory services through the ALPHA 1 d/b/a.

Mr. Rice may receive economic benefit as a result of his roles and ownership interests in FOUNDATIONS, Magellan and ALPHA 1.

Affiliation with Foundations Legal, LLC

FOUNDATIONS is under common control with Foundations Legal, LLC (“Foundations Legal”) through Ernest J. C’DeBaca, FOUNDATIONS’ COO, CLO & CCO, who is the sole owner of Foundations Legal. Foundations Legal is a professional services company providing legal services related to wealth management and estate planning. Foundations Legal is not a registered investment adviser or broker-dealer. Foundations Legal is focused on providing trust and estate services to retail clients and may receive client referrals from certain FOUNDATIONS IARs. Foundations Legal also shares office space and certain employees with FOUNDATIONS. This presents a conflict of interest, as the two entities are under common control. This conflict is addressed by FOUNDATIONS’ adoption

of its Code of Ethics, which requires that all FOUNDATIONS Associated Persons place the interest of clients ahead of their own. Clients of FOUNDATIONS are also free to choose their legal professionals for trust and estate planning services and are under no obligation to utilize the services offered through any related entities or persons associated with FOUNDATIONS.

Affiliation with Anfield Capital Management

David Young, FOUNDATIONS's outsourced Chief Investment Officer ("CIO"), is an IAR registered with, and the Founder and Chief Executive Officer of Anfield Capital Management, LLC CRD #165211 ("Anfield") an unaffiliated registered investment adviser. Mr. Young also serves on FOUNDATIONS' Investment Committee ("IC"). His various roles at both FOUNDATIONS and Anfield presents a conflict of interest regarding FOUNDATIONS' selection of Anfield as one of its third-party sub-advisers. This conflict is mitigated by both FOUNDATIONS and Anfield being subject to their respective a Code of Ethics that requires all associated persons to place the interests of clients first. This conflict of interest is further mitigated as the members of FOUNDATIONS' IC collectively determine the 3rd party sub-advisers offered on FOUNDATIONS' platform. Further information regarding Mr. Young and Anfield is available at the SEC's website at adviserinfo.sec.gov.

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

Code of Ethics Description

The employees of FOUNDATIONS have committed to a Code of Ethics ("Code"). The purpose of our Code is to set forth guidelines and standards of conduct expected of our Associated Persons and addresses potential conflicts that may arise. The Code defines acceptable behavior for our Associated Persons and reflects our goal to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith and fair dealing with you. All of our Associated Persons are expected to understand and strictly follow these guidelines.

Our Code of Ethics also requires that our Associated Persons submit reports of their personal account holdings and transactions to a qualified representative of our firm who will review these reports on a periodic basis. Persons associated with our firm are also required to report any violations of the Code. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non- public information about you or your account holdings by persons associated with our firm.

Our firm or persons associated with our firm may buy or sell securities or hold a position identical to clients. It is our policy that no Associated Person will put his/her interests before a client's interest. Associated Persons may not trade ahead of any client and cannot trade for a better price than the price a client would obtain. It is the Associated Person's responsibility to know which securities we are trading. Associated Persons are required to consult with the Compliance Department to determine whether a security is an acceptable purchase or sale.

We prohibit all Associated Persons from trading on non-public information and from sharing such information. Associated Persons may not invest in an initial public offering (IPO) for their own accounts or those of related household members. Associated Persons are required to obtain approval from the Compliance Department prior to investing in a private placement or other limited offerings. We do not allow "short-swing" trading or market timing. Short-Swing trading, better known as the Short-Swing Profit rule, requires company insiders to return any profits made from the purchase and sale of company stock if both transactions occur within a six-month period. A company insider, as determined by the rule, is any officer, director or holder of more than 10% of the company's membership interests.

Every Associated Person who has access to client accounts must submit a report of all personal securities holdings at the time of affiliation with us and annually thereafter. Such reports must contain current information (not older than 45 days). Holding reports must contain the following information:

- The title and type of security;
- The security symbol or CUSIP number;

- The number of shares and the principal amount of each reportable security;
- The name of any broker, dealer, or bank with which the Associated Person maintains an account;
- The date the report was submitted.

The Code applies to “access” persons. “Access” persons are Associated Persons of the firm including persons who have access to non-public information regarding any client’s purchase or sale of securities, or non-public information regarding the portfolio holdings of any reportable fund, who are involved in making securities recommendations to clients, or who have access to such recommendations that are non-public.

The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest

FOUNDATIONS does not maintain a firm proprietary trading account and does not have a material financial interest in any securities being recommended and therefore no conflicts of interest exist.

Item 12: Brokerage Practices

Factors Used to Select Broker-Dealers for Client Transactions

FOUNDATIONS primarily recommends Fidelity Investments (“Fidelity”), Pershing Advisor Services, LLC (“Pershing”), Schwab Advisor Services, SEI Investments Management Corporation and TD Ameritrade Institutional as Custodians. TD Ameritrade Institutional is a division of TD Ameritrade, Inc., member SIPC (“TD Ameritrade”). Schwab Advisor Services is a division of Charles Schwab & Co., Inc. (“Schwab”), a registered broker-dealer, member SIPC. SEI Investments Management Corporation (“SIMC”) is a subsidiary of SEI Investments Company (“SEI”). Fidelity, Pershing, Schwab, SEI and TD Ameritrade are each an unaffiliated SEC-registered broker-dealer and FINRA member. Each Custodian offers services to independent investment advisors which include custody of securities, trade execution, clearance and settlement of transactions.

Directed Brokerage

FOUNDATIONS does not accept directed brokerage arrangements. Clients participating in our asset management programs are required to use one of our approved Custodians.

Best Execution

Investment advisers who manage or supervise client portfolios on a discretionary basis have a fiduciary obligation of best execution. The Custodian maintains custody of all funds and securities. We believe that the Custodian selected by FOUNDATIONS will provide quality execution services for you at competitive prices. Price is not the sole factor we consider in evaluating best execution. We also consider the quality of the brokerage services provided by the Custodian, including the value of research provided, the firm’s

reputation, execution capabilities, commission rates, reporting capabilities, and responsiveness to our clients and our firm. In recognition of the value of research services and additional brokerage products and services each Custodian provides, you may pay higher commissions and/or trading costs than those that may be available elsewhere.

FOUNDATIONS participates in the institutional advisor program (the “Program”) offered by TD Ameritrade. FOUNDATIONS receives some benefits from TD Ameritrade through its participation in the Program. (Please see the disclosure under **Item 14 – Client Referrals and Other Compensation** below.)

FOUNDATIONS may also recommend/require that clients establish brokerage accounts with Schwab to maintain custody of clients’ assets and to effect trades for their accounts. The final decision to custody assets with Schwab is at the discretion of the Advisor’s clients, including those accounts under ERISA or IRA rules and regulations, in which case the client is acting as either the plan sponsor or IRA accountholder. FOUNDATIONS is independently owned and operated and not affiliated with Schwab. Schwab provides FOUNDATIONS with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor’s clients’ assets are maintained in accounts at Schwab Advisor Services. Schwab’s services include brokerage services that are related to the execution of securities transactions, custody, research, including that in the form of advice, analyses and reports, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For FOUNDATIONS client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions or other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Schwab also makes available to FOUNDATIONS other products and services that benefit FOUNDATIONS but may not benefit its clients’ accounts. (Please see the disclosure under **Item 14 – Client Referrals and Other Compensation** below.)

Research and Other Soft Dollar Benefits

FOUNDATIONS recommends our Custodians based on the proven integrity and financial responsibility of these firms, best execution of orders at reasonable commission rates, and quality of client service. We are independently owned and operated and do not receive fees or commissions from any custodian or broker- dealer, although FOUNDATIONS may receive additional benefits from our Custodians such as electronic delivery of client information, electronic trading platforms, institutional trading support, proprietary and/or third party research, continuing education, practice management advice, and other services provided by custodians for the benefit of investment advisory clients. (Please see the disclosure under Item 14 below.)

The receipt of additional benefits may give us an incentive to require that you maintain

your account with our Custodians based on our interest in receiving these services rather than your interest in receiving the best value and the most favorable execution of your transactions. This is a conflict of interest. We believe, however, that our selection of custodians and brokers is in the best interests of our clients. Our belief is primarily supported by the scope and quality of services our Custodians provide to our clients and not services that benefit only us. Additionally, these benefits are offered to all investment advisers that use our Custodians for brokerage and execution services and not just our firm.

To mitigate the existence of this conflict, we remain aware of current charges levied by custodians, and we conduct, at minimum on an annual basis, a best execution review considering the full range and quality of our Custodians' services, including execution quality, commission rate, the value of research provided, financial strength and responsiveness to our requests for trade data and other information. Our obligation is not necessarily to get the lowest price but to obtain the best qualitative execution. FOUNDATIONS may receive similar benefits and services from other custodians with which it has a contractual relationship.

Aggregating Securities Transactions for Client Accounts

When FOUNDATIONS buys or sells the same security for two or more clients (including our personal accounts), we may place concurrent orders to be executed together as a single "block" in order to facilitate orderly and efficient execution. Each client account will be charged or credited with the average price per unit. We receive no additional compensation or remuneration of any kind because we aggregate client transactions, and no client is favored over any other client.

Trade Errors

Even with our best efforts and controls, trade errors may happen. All trade errors will be brought to the attention of the Portfolio Manager and the CCO immediately upon discovery. We will work to formulate the best resolution for the client. In the event of a trade error, errors will be corrected before the current day market close (if possible) and no later than next market close date and with the intent to make the client whole. Ideally, when possible, trade errors will be moved from the client's account to either our trade error account with the broker/dealer that executed the trade or that broker/dealer's trade error account, depending upon which party is responsible for the error. In cases in which we are responsible for the error, all losses will be paid by us, and all gains will be retained by the custodian. In cases in which the broker/dealer is responsible for the error, we will follow the procedures of the broker/dealer with respect to any gains or losses in the trade error account. Please be advised that any trade errors that result from inaccurate instructions provided by the client remain the financial responsibility of the client.

Item 13: Review of Accounts

Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved

Account reviews are performed at least annually by the Investment Adviser Representative assigned to the account. Account reviews are performed more frequently when market conditions dictate.

Review of Client Accounts on Non-Periodic Basis

Other conditions that may trigger a review of clients' accounts are changes in the tax laws, new investment information, and changes in a client's own situation.

Content of Client Provided Reports and Frequency

Clients receive account statements no less than quarterly for managed accounts from the Custodian. Account reports may be issued by FOUNDATIONS. Clients receive confirmations of each transaction in their account from the Custodian and an additional statement during any month in which a transaction occurs.

Item 14: Client Referrals and Other Compensation

Economic benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest

As disclosed under Item 12 above, FOUNDATIONS participates in TD Ameritrade's institutional customer program and Advisor may recommend TD Ameritrade to Clients for custody and brokerage services. There is no direct link between FOUNDATIONS' participation in the program and the investment advice it gives to its Clients, although FOUNDATIONS receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate Client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving FOUNDATIONS participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to Client accounts); the ability to have advisory fees deducted directly from Client accounts; access to an electronic communications network for Client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to FOUNDATIONS by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by FOUNDATIONS' related persons. Some of the products and services made available by TD Ameritrade through the program may benefit FOUNDATIONS but may not benefit its Client accounts. These products or services may assist FOUNDATIONS in managing and administering Client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help FOUNDATIONS

manage and further develop its business enterprise. The benefits received by FOUNDATIONS or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, FOUNDATIONS endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by Advisor or its related persons in and of itself creates a potential conflict of interest and may indirectly influence FOUNDATIONS' choice of TD Ameritrade for custody and brokerage services.

As disclosed under Item 12 above, FOUNDATIONS may recommend/require clients to establish brokerage accounts with Schwab. Schwab also makes available to FOUNDATIONS other products and services that benefit FOUNDATIONS but may not benefit its clients' accounts. These benefits may include national, regional or FOUNDATIONS-specific educational events organized and/or sponsored by Schwab Advisor Services. Other potential benefits may include occasional business entertainment of personnel of FOUNDATIONS by Schwab Advisor Services personnel, including meals, invitations to sporting events, including golf tournaments, and other forms of entertainment, some of which may accompany educational opportunities. Other of these products and services assist FOUNDATIONS in managing and administering clients' accounts. These include software and other technology (and related technological training) that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of FOUNDATIONS fees from its clients' accounts, and assist with back-office training and support functions, recordkeeping and client reporting. Many of these services generally may be used to service all or some substantial number of FOUNDATIONS accounts, including accounts not maintained at Schwab Advisor Services. Schwab Advisor Services also makes available to FOUNDATIONS other services intended to help FOUNDATIONS manage and further develop its business enterprise. These services may include professional compliance, legal and business consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, employee benefits providers, human capital consultants, insurance and marketing. In addition, Schwab may make available, arrange and/or pay vendors for these types of services rendered to FOUNDATIONS by independent third parties. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to FOUNDATIONS. While, as a fiduciary, FOUNDATIONS endeavors to act in its clients' best interests, FOUNDATIONS' recommendation/requirement that clients maintain their assets in accounts at Schwab may be based in part on the benefit to FOUNDATIONS of the availability of some of the foregoing products and services and other arrangements and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

Advisory Firm Payments for Client Referrals

FOUNDATIONS may enter into “Promoter” relationships. Promoters refer prospective clients to FOUNDATIONS. FOUNDATIONS pays a referral fee to the referring party typically based on a portion of the management fees charged by FOUNDATIONS and memorialized in a written agreement. In all cases, FOUNDATIONS will comply with the solicitation rule established by the SEC and state regulators, as applicable. If a referred prospective client enters into an investment advisory agreement with FOUNDATIONS, a referral fee is paid to the referring party. The referral relationship will not result in clients being charged any fees over and above the normal advisory fees charged for the advisory services provided. FOUNDATIONS will pay the referring party their share of the total fee. The Agreement between Foundations and a promoter requires that they be appropriately registered under federal and state securities laws where applicable and not subject to statutory disqualification. Clients receive all related agreements and disclosures prior to or at the time of entering into an Investment Advisory Agreement with FOUNDATIONS.

Item 15: Custody

Account Statements

We directly debit your account(s) for the payment of our advisory and ATF fees. This ability to deduct our advisory fees from your accounts causes our firm to exercise limited custody over your funds or securities. We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a bank, broker-dealer, or other independent, qualified custodian. You will receive account statements from the independent, qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory and ATF fees deducted from your account(s) each billing period. You should carefully review account statements for accuracy. Clients are urged to compare the account statements received directly from their custodians to any performance report statements prepared by FOUNDATIONS.

Standing Letters of Authorization

Some clients may execute limited powers of attorney or other standing letters of authorization that permit FOUNDATIONS to transfer money from their account with the client's independent qualified Custodian to third parties. This authorization to direct the Custodian may be deemed to cause our firm to exercise limited custody over your funds or securities and for regulatory reporting purposes, we are required to keep track of the number of clients and accounts for which we may have this ability. We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a bank, broker-dealer, or other independent, qualified custodian. You will receive account statements from the independent, qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate any transfers that may have taken place within your account(s) each billing period. You should carefully review account statements for accuracy.

Item 16: Investment Discretion

Discretionary Authority for Trading

The Agreement grants us the authority to decide what securities are bought or sold in your account(s) and the authority to implement those decisions without being required to obtain your approval.

You have the right to place reasonable restrictions on your accounts. You may also place reasonable limitations on the discretionary power granted to us so long as the limitations are specifically set forth or included as an attachment to the client agreement. However, FOUNDATIONS retains the right to decline to enter into a management agreement with any client whose investment restrictions are contrary to the firm's investment strategies. Please refer to ***Item 4 – Advisory Business*** of this Brochure for more information.

Item 17: Voting Client Securities

Proxy Votes

FOUNDATIONS does not currently vote proxies for any clients. Except in the event that a client authorizes FOUNDATIONS and/or Portfolio Managers to vote proxies, the fund's Adviser maintains exclusive responsibility for directing the manner in which proxies solicited by issuers of securities beneficially owned by the funds shall be voted. FOUNDATIONS may vote corporate actions, and the making of all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining securities held in client account(s). Where FOUNDATIONS is authorized to vote proxies by the funds, we may utilize the services of an independent third party that specializes in evaluating corporate governance matters and making voting recommendations. In this event, FOUNDATIONS will require due diligence from the third-party provider for documentation purposes. Typically, we vote in accordance with the recommendations made by the independent third party. Where a proxy proposal raises a material conflict between FOUNDATIONS' interests and the interests of the clients, FOUNDATIONS will seek to resolve the conflict consistent with its fiduciary duty to its clients.

Item 18: Financial Information

Balance Sheet

A balance sheet is not required to be provided because FOUNDATIONS does not serve as a Custodian for client funds or securities and FOUNDATIONS does not require prepayment of fees of more than \$1,200 per client and six months or more in advance.

Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients

FOUNDATIONS is not subject to a financial condition that is reasonably likely to impair our ability to meet contractual commitments to our clients.

Bankruptcy Petitions during the Past Ten Years

FOUNDATIONS has not been the subject of a bankruptcy petition at any time.

Miscellaneous

Class Action Suits

A class action is a procedural device used in litigation to determine the rights of and remedies, if any, for large numbers of people whose cases involve common questions of law and/or fact. Class action suits frequently arise against companies that publicly issue securities, including securities recommended by investment advisers to clients.

With respect to class action suits and claims, you (or your agent) will have the responsibility for class actions or bankruptcies, involving securities purchased for or held in your account. We do not provide such services and are not obligated to forward copies of class action notices we may receive to you or your agents.

Consent to Electronic Delivery

FOUNDATIONS supports the execution and delivery of electronic records as much as possible and pursuant to applicable law. We believe that doing so will provide a faster and more reliable vehicle for document retention, delivery of disclosure documents (including this brochure), and customer service. Therefore, we have begun to seek consent from our clients, institutional relationships, and vendors for electronic delivery.

Confidentiality and Privacy Notice

FOUNDATIONS views protecting its customers' private information as a top priority and, pursuant to the requirements of the Gramm-Leach-Bliley Act, the firm has instituted policies and procedures to ensure that customer information is kept private and secure.

FOUNDATIONS does not disclose any nonpublic personal information about its customers or former customers to any nonaffiliated third parties. In the course of servicing a client account, FOUNDATIONS may share some information with its service providers, such as sub-advisers, transfer agents, custodians, broker-dealers, accountants, lawyers and affiliated third parties in order to provide services to clients.

FOUNDATIONS restricts internal access to nonpublic personal information about its clients to those employees who need to know that information to provide products or services to the client. FOUNDATIONS maintains physical and procedural safeguards that comply with state and federal standards to guard a client's nonpublic personal information and ensure its integrity and confidentiality. As emphasized above, it has always been and will always be the firm's policy never to sell information about current or former customers or their accounts to anyone. It is also the firm's policy not to share information unless required to process a transaction, at the request of the client, or as required by law.

The form of FOUNDATIONS' privacy policy notice is as follows and is provided to each of FOUNDATIONS' clients prior to, or contemporaneously with, the execution of the Advisory Agreement:

Foundations Investment Advisors, LLC Privacy Policy

Investment Advisers are required by law to inform their clients of their policies regarding privacy of client information. We are bound by professional standards of confidentiality that are even more stringent than those required by law. This notice is being provided to you in accordance with the Securities and Exchange Commission's rule regarding the privacy of consumer financial information ("Regulation S-P"). Please take the time to read and understand the privacy policies and procedures that we have implemented to safeguard your nonpublic personal information.

INFORMATION WE COLLECT

Foundations Investment Advisors, LLC (FOUNDATIONS) must collect certain personally identifiable financial information about its customers to provide financial services and products. The personally identifiable financial information that we gather during the normal course of doing business with you may include:

- information we receive from you on applications or other forms;
- information about your transactions with us, our affiliates, or others;
- information we receive from a consumer reporting agency.

INFORMATION WE DISCLOSE

We do not disclose any nonpublic personal information about our customers or former customers to anyone, except as permitted or required by law, or as necessary to provide services to you. In accordance with Section 248.13 of Regulation S-P, we may disclose all of the information we collect, as described above, to certain non-affiliated third parties such as our attorneys, accountants, auditors, to certain affiliated third parties in order to provide services or products to you, and to persons or entities that are assessing our compliance with industry standards. We enter into contractual agreements with all non-affiliated third parties that prohibit such third parties from disclosing or using the information other than to carry out the purposes for which we disclose the information.

CONFIDENTIALITY AND SECURITY

We restrict access to nonpublic personal information about you to those Employees who need to know that information to provide financial products or services to you. We maintain physical, electronic, and procedural safeguards that comply with federal standards to guard your nonpublic personal information.

ACCURACY

FOUNDATIONS strives to maintain accurate personal information in our client files at all times. However, as personal situations, facts and data change over time; we encourage our clients to provide feedback and updated information to help us meet our goals.