



## **MGO One Seven LLC**

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**August 30, 2023**

### **PART 2A - APPENDIX 1 WRAP FEE PROGRAM BROCHURE**

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

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

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

## Item 2 Summary of Material Changes

Form ADV 2 Appendix 1 provides information about a variety of topics relating to an Advisor's business practices and conflicts of interest. In particular, this Brochure discusses wrap fee programs offering by One Seven.

### Material Changes

Material Updates since our previous Annual Updating Amendment of April 1, 2022:

- Item 4, Service, Fees and Compensation
  - Updates were made to the SMARtX platform fees based on the various program options available to clients.
  - MGO One Seven will share in the platform fees for some programs.
  - IARs of MGO One Seven have the opportunity to receive additional individual compensation and benefits either upon joining MGO One Seven or when the opportunity is offered to current IARs who have already joined MGO One Seven. Additional details are provided under "Other Compensation Available to IARs".
- Item 9, Additional Information
  - In March of 2023, MGO One Seven's parent company acquired TCWP, LLC ("TCWP"), a registered investment adviser. TCWP will remain a separate investment adviser for the foreseeable future. Todd Resnick will serve as the Chief Compliance Officer for both MGO One Seven and TCWP. MGO One Seven and TCWP will share employees but for the time being will be treated as separate firms.

At any time, you may view the current Disclosure Brochure on-line at the SEC's Investment Adviser Public Disclosure website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) by searching with our firm name or our CRD# 283087. You may also request a copy of this Wrap Brochure at any time, by contacting us at (216) 865-1700.

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## Item 4 Services, Fees, and Compensation

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

### A. Advisory Services

MGO One Seven LLC ("MGO One Seven" or the "Advisor") provides customized wealth advisory services for its Clients. The MGO One Seven Wrap Fee Program Brochure (the "Wrap Fee Program" or "Program") is an investment advisory program sponsored by MGO One Seven, whereby MGO One Seven includes commissions ("securities transaction fees") with its investment advisory fees to provide Clients with a single overall fee. Prior to becoming a client under the Program, you will be required to enter into a separate written agreement with us that sets forth the terms and conditions of the engagement and describes the scope of the services to be provided, and the fees to be paid.

The MGO One Seven Wrap Fee Program Brochure is provided solely as a disclosure when MGO One Seven includes securities transaction fees as part of its overall investment advisory fee (as detailed in Item 5 of the Disclosure Brochure) and shall always be provided in connection with the Disclosure Brochure.

Clients may be offered a fee structure that includes, as a single fee, the securities transaction costs for trading in Client accounts along with the investment advisory fees earned by MGO One Seven. The securities regulations often refer to such a structure as a "Wrap Fee Program." While traditional Wrap Fee Programs are often rigid, pre-packaged investment programs, MGO One Seven customizes its investment strategies individually for its Clients. The purpose of this Wrap Fee Program Brochure is to provide additional disclosure relating the combination of securities transaction fees with investment advisory fees. This Wrap Fee Program Brochure will reference back to the MGO One Seven Disclosure Brochure in which this Wrap Fee Program Brochure is an Appendix.

In most cases, MGO One Seven does not charge clients higher advisory fees for their participation in a wrap program than if they chose to participate in a non-wrap program. The difference is whether or not your selected custodian imposes transaction fees (sometimes referred to as "commissions") on the investments in accounts, whether wrap or non-wrap. The days of charging transaction fees by custodians on every investment trade continue to change and most custodians offer zero (or low) commission trades for at least US stocks, ETFs and mutual funds. To move our clients in and out of wrap accounts and require new client agreements simply because a custodian charges or doesn't charge commissions on certain trades would be confusing to clients and increase our expenses to provide the same service. The custodians could suddenly start charging commissions again just as quickly as they stopped charging them a few years ago.

It is important to note that MGO One Seven does not select investments for its clients in wrap accounts based on whether or not the custodian charges MGO One Seven a commission or transaction charge. We select investments that we feel are in the best interest of you, our clients, and that will help you achieve your financial goals. This creates a conflict of interest since we earn more of your advisory fee if we do not pay commissions on the investments we select but again, we take our fiduciary

responsibility seriously and select only what we feel is in your best interest. If you have any questions or concerns about being in a wrap program, you should speak with your financial advisor about moving to a non-wrap account.

#### SMArtX TAMP

We have entered into a contractual relationship with SMArtX Advisory Solutions, LLC ("SMArtX"), which provides us access to the SMArtX Platforms through which SMArtX offers its advisory services. Through the Platforms, we can establish and manage a unified managed account ("UMA"), which is managed by MGO One Seven's IAR, or you may choose one or more models managed by independent third-party managers. SMArtX provides access to investment strategies or models (each a "Model") through the SMArtX Platform. Each Model is provided by either SMArtX, a traditional asset manager, a hedge fund or alternative investment manager, or an index provider (each a "Model Manager"). A Model Manager provides SMArtX with securities and weights and transactional history associated with the Model in order for SMArtX to create and maintain the Model Portfolio. Each Model Manager provides additional content ("Model Manager Content"), including but not limited to commentaries on the Model and the underlying investment strategy, also including general commentaries on the markets and the economy, historical performance, biographical information on relevant members of the Model Manager's team, and descriptions of the investment strategy or strategies utilized in the Model.

We review the information available and direct SMArtX to implement one or more Models in the UMA. When we select a Model for a UMA, we will provide SMArtX with the amount of funds, either in terms of dollars or as a percent of the account's value, in the UMA to be invested in the Model. When we invest in a Model on SMArtX, SMArtX will implement the positions and trading activity of the Model in proportion to the amount of assets invested. The SMArtX platform will rebalance positions inside the sleeves automatically based on the drift parameters to bring the UMA in balance with the selected Model(s). SMArtX does not automatically rebalance the sleeves. We are responsible for determining whether any Model or any combination of Models are appropriate and suitable for the UMA account holder. We consider the financial situation, investment goals and objectives, time horizon, liquidity, and risk tolerance ("Investment Considerations") of the UMA account holder to determine if the select Model(s) are appropriate. We are responsible for reviewing any changes to the Investment Considerations of the UMA account holder and making appropriate changes to the selected Model(s).

We may choose to direct SMArtX to buy or sell individual securities in the UMA directly rather than through a Model. This functionality is called Advisor as a Portfolio Manager ("APM") and allows us to direct a portion of the UMA's assets rather than opening a separate account with a custodian. We may choose to buy or sell stocks, ETFs, or Mutual Funds. Clients may provide us instructions to restrict the purchase or sale of certain securities from the UMA. Clients can provide instructions to harvest taxable gains or losses in the UMA. We may add or decrease leverage for any selected Model, provided that SMArtX will limit the leverage utilized to the UMA's specified account configuration. Certain Models may inherently apply leverage. When a Model invests in a security or other asset that does not fit with a UMA's account configuration, SMArtX will exclude that investment from the UMA. Customizations that are specific to a UMA may cause material performance differences between the selected Model(s) and the UMA.

SMArtX maintains a limited power of attorney to direct trading of each UMA ("Trading Discretion") in order to purchase and sell securities in the UMA's selected custodian. Trading Discretion is either granted to SMArtX through a Sub-Advisory or Co-Advisory Agreement with MGO One Seven ("Advisor Sub-Advisory Agreement"). We may choose to terminate the relationship with SMArtX and revoke Trading Discretion of SMArtX at any time.

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

Please see Item 4 of the Disclosure Brochure for details regarding MGO One Seven's other non-wrap investment management services.

## **B. Program Costs**

Advisory Services provided by MGO One Seven pursuant to a wrap fee structure may cost the Client more or less than purchasing these types of investment management services separately. When MGO One Seven absorbs normal securities transactions fees, MGO One Seven may have a financial incentive to limit the transactions in Client accounts, as each trade will increase costs to MGO One Seven. The costs of the Wrap Fee Program vary depending on services to be provided to each Client.

Investment advisory fees are paid quarterly, in advance each calendar quarter, pursuant to the terms of the investment advisory agreement. Investment advisory fees are based on the market value of assets under management at the end of the prior calendar quarter. Investment advisory fees range from 0.00%\* to 2.00% annually or a flat fee up to \$100,000 per year. Fees depend on the size and complexity of the Client relationship and the services to be provided. Relationships with multiple objectives, specific reporting requirements, portfolio restrictions, inclusion of securities transaction fees and other complexities may be charged a higher fee.

The investment advisory fee in the first quarter of service is prorated from the inception date of the account(s) to the end of the first quarter. Fees are negotiable at the sole discretion of the Advisor. The Client's fees will take into consideration the aggregate assets under management with the Advisor. All securities held in accounts managed by MGO One Seven are independently valued by the designated Custodian. MGO One Seven does not have the authority or responsibility to value portfolio securities.

MGO One Seven provides this Wrap Fee Program Brochure as MGO One Seven pays typical securities transactions costs associated with MGO One Seven investment strategies. Clients should read this Wrap Fee Program Brochure in connection with MGO One Seven's Disclosure Brochure.

## **C. Fees**

The MGO One Seven Wrap Fee Program includes typical securities trading costs incurred in connection with the discretionary investment management services provided by MGO One Seven. Securities transaction fees for Client-directed trades may be charged to the Client. Clients engaging MGO One Seven under this Wrap Fee Program will typically pay a higher overall investment advisory fee, but will not be responsible for securities transaction fees for their accounts. Clients should discuss the expected level of trading in the Client's account(s) to determine whether to engage MGO One Seven under this Wrap Fee Program or pay for securities transaction fees separately. Fees are negotiable at the sole discretion of MGO One Seven.

Clients may also incur certain fees or charges imposed by third parties, which are not included as part of the Wrap Fee. Such other fees, which may include wire transfer fees, small account fees and other fees charged by the Custodian are not included in MGO One Seven's Wrap Fee. MGO One Seven does not receive any portion of such fees.

In addition, all fees paid to MGO One Seven for investment advisory services are separate and distinct from the expenses charged by mutual funds and exchange-traded funds to their shareholders, if applicable. These fees and expenses are described in each fund's prospectus. These fees and expenses are generally be used to pay management fees for the funds, other fund expenses, account administration (e.g., custody, brokerage and account reporting), and a possible distribution fee as a shareholder in a fund. Please see Item 5.C. of the Disclosure Brochure.

#### SMArtX Fees

Clients utilizing SMArtX pay a fee to SMArtX ("Client Fee"). SMArtX will pay, in cases where clients utilize Model Managers, a portion of the Client Fee to the selected Model Manager(s). MGO One Seven will use SMArtX to bill our fee for clients on the SMArtX platform. Each Client should also review SMArtX's Disclosure Brochure for a more detailed description of SMArtX's Fee.

When using the SMArtX platform, client's pay a SMArtX platform fee based on the program selected. These include:

- Accounts outsourced to other money managers will pay a platform fee not to exceed 0.15%. These accounts will also pay a Model Fee as outlined below.
- Accounts using MGO One Seven models for management of the account will pay a platform fee of 0.25%. This includes the Model Fee (payable to MGO One Seven) and the platform fee.
- Accounts managed by the IAR that do not use the MGO One Seven models will pay a platform fee not to exceed 0.10%.

These fees are negotiable at the discretion of MGO One Seven. Depending on the program selected, MGO One Seven will receive a share of the platform fee you pay, which could be as high as 0.15%. Typically MGO One Seven shares in the platform fees charged for accounts using MGO One Seven models and the platform fees charged for accounts managed by an IAR of MGO One Seven.

Model Managers other than MGO One Seven may have a different model fee. The Platform Fee is calculated on the net account value of the assets held in the UMA. The Platform Fee will be set forth in either the Client IMA or the Adviser Sub-Advisory Agreement.

The Model Fee is calculated on the net value of the assets held in the UMA attributable to a particular Model ("Net Model Sleeve Value"). The Model Fee will vary from Model to Model based on the Model Manager and the type of the Model. Model Fees are negotiable by Advisors and Model Managers in conjunction with SMArtX.

Clients should review the SMArtX disclosure brochure for additional details about the SMArtX fees and how they are calculated.

Clients utilizing SMArtX pay a fee to SMArtX ("Client Fee"). In cases where clients utilizes one or more Model Managers, SMArtX pays a portion of the Client Fee to the selected Model Managers. MGO One Seven will use SMArtX to bill our fee for clients on the SMArtX platform.

#### Additional Fees Not Included in Your Wrap Fee

MGO One Seven will not have possession of Managed Assets. To participate in the Managed Programs, the Managed Assets must be maintained in an account under the Client's name with a Custodian designated for the particular Wrap Program.

The Custodial account will be governed by a separate agreement (each a "Custodial Agreement") between the Client and each Custodian, and Client will be solely responsible for negotiating the terms of such agreement. The Custodial account will bear all fees and expenses of its Custodian and of



transactions for such account, according to Client's agreement with the Custodian, all of which will be separate from and in addition to the Advisory Fees, Adviser Platform Fees, and Sponsor Program Fees payable pursuant to the Advisory Agreement or Wrap Program Agreement.

Clients must pay the cost of services provided by the Custodian for: (1) arranging for the receipt and delivery of securities that are purchased, sold, borrowed or loaned for the Custodial account; (2) making and receiving payments with respect to Custodial account transactions and securities; (3) maintaining custody of Custodial account securities; and (4) maintaining custody of cash, receiving dividends, and processing exchanges, distributions, and rights accruing to the Custodial account. The specific fees and terms of each Custodian's services are described in the Client's separate Custodial Agreement(s). Please refer to Item 9, under the Compensation from Custodians' subsection for additional information.

Additional fees not typically included in your wrap fee can include:

- Brokerage commissions
- Stock loan fees
- Interest charges
- Exchange fees
- SEC fees
- Early redemption fees and penalties
- Deferred sales charges
- Transfer fees, including wire fees and electronic fund processing fees
- Taxes
- Markups or markdowns on securities transactions
- Processing fees and other fees charged by custodians
- Step out or trade-away fees (see Item 9 for additional details)
- Other additional fees charged by the custodian

#### **D. Compensation**

MGO One Seven is the sponsor and a possible portfolio manager of this Wrap Fee Program. As such, MGO One Seven receives investment advisory and portfolio management fees paid by Clients for investment advisory services covered under this Wrap Fee Program. A portion of MGO One Seven's fees will be shared with your IAR. If other Model Managers are selected by clients, MGO One Seven serves as the sponsor of the wrap program and the Client Fee is shared with MGO One Seven and the Model Manager. A portion of the Client Fee received by MGO One Seven is also shared with your IAR.

#### *Fee Calculations*

SMArtX uses an average daily balance calculation in order to calculate the Platform Fee, Model Fee, and typically the Advisor Fee\*. SMArtX will sum the daily Net Account Values or the Net Model Sleeve Values over the specified period of time ("Measurement Period"). The sum is subsequently divided by the number of days in the Measurement Period to get the average daily balance ("Average Daily Balance"). The Average Daily Balance is multiplied by the appropriate fee which is adjusted for the number of trading days in the Measurement Period and the number of trading days in the calendar year. SMArtX uses the New York Stock Exchange's schedule to determine trading days.

#### *Fee Processing*

SMArtX typically calculates fees on a monthly basis in arrears. SMArtX sends an invoice to the UMA's custodian. Each custodian will typically debit the UMA directly and remit payment to SMArtX automatically. If the relationship with SMArtX is terminated by the Client or the Advisor and the Client



Fees were paid in advance, SMArtX will use its standard method of calculating Client Fees to calculate the overpaid portion of the Client Fee. SMArtX will calculate and process the refund to the Client based on the direction of the Client's Advisor.

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

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

### **Assets Under Management**

As of December 31, 2022, we provide continuous management services for \$2,429,831,166 in client assets. \$2,013,199,125 in assets are managed on a discretionary basis while \$416,632,041 in assets are managed on a non-discretionary basis. Of these assets, \$669,307,239 are included in our Wrap Program. MGO One Seven serves as the sponsor and portfolio manager for the Wrap Program.

## **Item 5 Account Requirements and Types of Clients**

MGO One Seven offers investment advisory services to individuals, high net worth individuals, trusts, estates, businesses, retirement plans and other types of investors.

In general, we do not require a minimum dollar amount to open and maintain an advisory account; however, we have the right to terminate your account if it falls below a minimum size, and we determine in our sole opinion, it is too small to manage effectively. We may also combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts to meet the stated minimum.

## **Item 6 Portfolio Manager Selection and Evaluation**

### **A. Portfolio Manager Selection**

MGO One Seven serves as the sponsor and possibly the portfolio manager for the MGO One Seven Wrap Fee Program. IARs of MGO One Seven sometimes serve as the portfolio manager for the client's wrap program and in other cases, independent third-party managers are selected through the SMArtX platform.

MGO One Seven reviews our portfolio manager performance but it is not reviewed by an independent third-party review.

### **B. Investment Adviser Representatives as Portfolio Manager**

MGO One Seven personnel or Investment Adviser Representatives (IARs) have the option of serving as portfolio manager for services offered to their clients under this Wrap Fee Program. MGO One Seven does not act as portfolio manager for any other third-party wrap fee programs.

Not every IAR has the same experience when managing investment portfolios, and you should carefully consider this when choosing the Wrap Program. Your IAR's Form ADV Part 2B Supplemental Brochure provides additional background on your IAR's experience. MGO One Seven and your IAR rely on the information you provide to us, and it is important that you keep your information current.

You have an ongoing obligation to notify your IAR if there are any changes to your financial situation or the information provided, including information relevant to your investment objectives or risk tolerance.

All information disclosed in this Wrap Brochure is applicable to your IAR when serving as portfolio manager.

### **C. Supervised Persons as Portfolio Manager**

MGO One Seven Supervised Persons (*i.e.*, certain employees of MGO One Seven) may serve as portfolio managers for the MGO One Seven Wrap Fee Program described in this Wrap Fee Program Brochure. Please refer to the Items 4 and 8 of the Disclosure Brochure for details on the services provided by MGO One Seven.

For additional information related to the background of MGO One Seven supervised persons and investment adviser representatives, please see Items 9 and 11 of the Disclosure Brochure. Items 8 and 17 of the Disclosure Brochure provide information on *Methods of Analysis*, *Investment Strategies* and *Risk of Loss* as well as *Voting Client Securities*.

#### Performance-Based Fees

MGO One Seven does not charge performance-based fees for its investment advisory services. The fees charged by MGO One Seven are as described in Item 5 – Fees and Compensation above and are not based upon the capital appreciation of the funds or securities held by any Client. MGO One Seven does not manage proprietary investment funds or limited partnerships (for example, a mutual fund or a hedge fund) and has no financial incentive to recommend particular investment options to its Clients.

#### Methods of Analysis

MGO One Seven primarily employs the fundamental research method in developing investment strategies for its Clients. Research and analysis from MGO One Seven is derived from numerous sources, including financial media companies, third-party research materials, Internet sources, and review of company activities, including annual reports, prospectuses, press releases and research prepared by others.

As noted above, MGO One Seven generally employs a long-term investment strategy for its Clients, as consistent with their financial goals. MGO One Seven will typically hold all or a portion of a security for more than a year, but may hold for shorter periods for the purpose of rebalancing a portfolio or meeting the cash needs of Clients. MGO One Seven may also buy and sell positions that are more short-term in nature, depending on the goals of the Client and/or the fundamentals of the security, sector or asset class. Please see Item 8 of the Disclosure Brochure for additional details on our research methods.

#### Risk of Loss

Investing in securities involves certain investment risks. Securities do fluctuate in value and can lose value. Clients should be prepared to bear the potential risk of loss. MGO One Seven will assist Clients in determining an appropriate strategy based on their tolerance for risk and other factors noted above. However, there is no guarantee that a Client will meet their investment goals. Please see Item 8.B of the Disclosure Brochure.

#### Voting Client Securities

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

## Item 7 Client Information Provided to Portfolio Managers

MGO One Seven is required to describe the type and frequency of the information it communicates to external managers that may be involved in managing its Clients' investment portfolios. MGO One Seven provides only the information required by the external manager (i.e., Model Manager) to manage clients' accounts and updates to that information, if applicable.

## Item 8 Client Contact with Portfolio Managers

There is no restriction on the Client's ability to contact MGO One Seven.

Without restriction, you should contact our firm or your advisory representative directly with any questions regarding your Program account. You should contact your advisory representative with respect to changes in your investment objectives, risk tolerance, or requested restrictions placed on the management of your Program assets.

## Item 9 Additional Information

### A. Disciplinary Information and Other Financial Industry Activities and Affiliations

#### Disciplinary Information

There are no legal, regulatory or disciplinary events involving MGO One Seven. MGO One Seven and its Supervised Persons value the trust you place in us. As we advise all Clients, we encourage you to perform the requisite due diligence on any advisor or service provider with whom you engage. Our backgrounds are on the Investment Adviser Public Disclosure website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

You may search with our firm name or our CRD#

**283087.**

### Other Financial Activities and Affiliations

Other Investment Adviser Affiliations - Certain investment adviser representatives ("IARs") of MGO One Seven also conduct business under the names of:

- Britton Financial Group, Inc.
- Callahan Financial
- Carey Dittoe Wealth Management
- Chen Wealth Services, LLC
- ClientFirst Financial Strategies, Inc.
- Community Financial Advisors Inc.
- Everglades Parkland Advisors, Inc.
- Hope Financial Group, LLC
- Ironclad Wealth Management, LLC
- JP Investments, LLC • JRP Capital
- JTM Williams Capital Management
- Lake House Private Wealth Management, Inc
- Life Transitions Planning, LLC
- MB Wealth Management Group, LLC (also referred to as "MB Group" and "Mawby Brigeman Wealth Management Group")
- MGO Investment Advisors, Inc. (also referred to as "MGO")
- One Seven
- Pondera Wealth

- Park City Wealth Advisors
- Pillar Wealth Group, LLC
- Romero Wealth Management
- Rosehaven Family Office
- S3 Retirement Planning
- Steadfast Wealth Strategies
- Structure Wealth Management, LLC
- Studemont Group of One Seven
- Stone Creek Advisors, LLC
- The Fulshear Wealth Management Group
- WealthCreate Financial

**Broker-Dealer Affiliations** - Certain IARs of MGO One Seven are also registered representatives of Fortune Financial Services, Inc. ("FFS"), MGO Securities Corp. ("MGO"), or International Assets Advisory, LLC ("IAA"). In their capacity as registered representatives, these persons receive commission-based compensation in connection with the purchase and sale of securities, including 12b-1 fees for the sale of investment company products. Compensation earned by these persons in their capacities as registered representatives is separate and in addition to our advisory fees. This practice presents a conflict of interest because persons providing investment advice on behalf of our firm who are registered representatives have an incentive to effect securities transactions for the purpose of generating commissions rather than solely based on your needs. You are under no obligation, contractually or otherwise, to purchase securities products through persons affiliated with our firm.

Under supervision by FFS, MGO Securities or IAA, these parties have access to certain confidential information of the Client, including, but not limited to financial information, investment objectives, transactions and holdings information. Please see our Privacy Policy, which is included with this Disclosure Brochure. MGO Securities is also under common control with MGO One Seven. Certain owners of MGO One Seven are also owners of MGO Securities.

**Affiliated Investment Adviser**

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

**Insurance Recommendations** - Commissions will be received from the sale of insurance products. All commissions are paid to MGO Inc. for former IARs of MGOIA. Insurance products utilized are based on the client objectives determined during initial and subsequent client meetings. MGO Inc. will receive insurance commissions from legacy holdings when a client retains MGO One Seven. IARs of the former entity We Are One Seven, LLC are typically paid their insurance commissions directly; the commissions do not flow through MGO One Seven or one of our affiliates. Advisory fees will not be charged on insurance products for which commissions are received, except in some legacy situations. Clients are under no obligation to implement any recommendations made by MGO One Seven or any of its Advisory Persons.

**Everglades Global Opportunities Fund LP, Everglades Digital Assets Fund LP and OA Digital Fund LP** - MGO One Seven's IAR, Mr. Kenneth Arnold, also serves as a portfolio manager and principal officer of private investment funds called the Everglades Global Opportunities Fund LP, Everglades Digital Assets Fund LP and OA Digital Fund LP (the "Funds"). IARs of MGO One Seven may recommend that Clients and prospective clients of MGO One Seven invest in the Funds. Clients and prospective clients that are offered to invest in the Funds shall be provided with the Funds' private

placement memorandum and related documents that provide a full description of the investment approach, business practices, fees and risks associated with an investment in the Funds. Clients are not obligated to invest in the Funds. To mitigate the conflict of interest associated with this outside activity, no additional ongoing investment advisory fees are charged on assets that are invested in the Funds.

## **B. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading, Review of Accounts, Client Referrals and Other Compensation and Financial Information**

### **Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

#### *Code of Ethics*

MGO One Seven has implemented a Code of Ethics that defines our fiduciary commitment to each Client. This Code of Ethics applies to all Supervised Persons associated with MGO One Seven (our "Supervised Persons"). The Code of Ethics was developed to provide general ethical guidelines and specific instructions regarding our duties to you, our Client. MGO One Seven and its Supervised Persons owe a duty of loyalty, fairness and good faith towards each Client. It is the obligation of MGO One Seven Supervised Persons to adhere not only to the specific provisions of the Code, but also to the general principles that guide the Code. The Code of Ethics covers a range of topics that address employee ethics and conflicts of interest. To request a copy of our complete Code of Ethics, please contact us at (216) 865-1700. A copy will be provided to you at no charge.

#### *Personal Trading and Conflicts of Interest*

MGO One Seven allows our Supervised Persons to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients. Owning the same securities, we recommend (purchase or sell) to you presents a conflict of interest that, as fiduciaries, we must disclose to you and mitigate through policies and procedures. As noted above, we have adopted a Code of Ethics, which addresses insider trading (material non-public information controls) and personal securities reporting procedures. We have also adopted written policies and procedures to detect the misuse of material, non-public information. We may have an interest or position in certain securities, which may also be recommended to you. At no time, will MGO One Seven or any Supervised Person of MGO One Seven, transact in any security to the detriment of any Client. Please see *Everglades Global Opportunity Fund* above for additional details.

### **Review of Accounts**

Securities in Client accounts are monitored on a regular and continuous basis by Advisory Persons of MGO One Seven. Formal reviews are the responsibility of the Investment Adviser Representative assigned to the Client and are conducted at least annually or more or less frequently depending on the needs of the Client. The CCO or his delegate will conduct periodic testing to ensure that reviews have been conducted and are properly documented.

The Client is encouraged to notify MGO One Seven if changes occur in his/her personal financial situation that might adversely affect his/her investment plan. Additional reviews may be triggered by material market, economic or political events.

### **Client Referrals and Other Compensation**

As noted throughout this Disclosure Brochure, Advisory Persons may also be registered representatives and/or licensed insurance professionals. For information on the conflicts of interest this presents and how we address these conflicts, please refer to other disclosures throughout this Wrap Brochure.



## **Other Compensation Available to IARs**

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

### ***Economic and Non-Economic Benefits from Custodians***

MGO One Seven will recommend one of three entities to serve as the qualified custodian for clients' advisory accounts. These are TD Ameritrade, Inc. ("TD Ameritrade"), member FINRA/SIPC; Raymond James & Associates, Inc. ("Raymond James"), member New York Stock Exchange/SIPC; and Charles Schwab & Co., Inc. ("Schwab"), member FINRA/SIPC.

### **TD Ameritrade Institutional Program**

Our firm participates in the TD Ameritrade Institutional program. TD Ameritrade Institutional is a division of TD Ameritrade, Inc. ("TD Ameritrade") member FINRA/SIPC. TD Ameritrade is an independent and unaffiliated SEC-registered broker-dealer. TD Ameritrade offers services to independent investment Advisors which include custody of securities, trade execution, clearance and settlement of transactions. We receive economic and non-economic benefits from TD Ameritrade through our participation in their institutional program.

Assets for Program accounts are held at TD Ameritrade as custodian. TD Ameritrade also acts as executing broker/dealer for transactions placed in Program accounts, and provides other administrative services as described throughout this Brochure. To compare the cost of the wrap fee program with non-wrap fee portfolio management services, you should consider the frequency of trading activity associated with our investment strategies and the brokerage commissions charged by TD Ameritrade and the advisory fees charged by investment advisers.

In providing the contracted services, we are not required to verify any information we receive from you or from your other professionals (e.g., attorney, accountant, etc.) and we are expressly authorized to rely on the information you provide. Furthermore, unless you indicate to the contrary, we shall assume that there are no restrictions on our services, other than to manage your account in accordance with your designated investment objectives, risk tolerance, and time horizon. It is your responsibility to promptly notify us if there are any changes in your financial situation, investment objectives, risk tolerance, or time horizon for the purpose of reviewing, evaluating, revising our previous recommendations or services.

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

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



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

### **Schwab Advisor Services**

Schwab Advisor Services serves independent investment advisory firms like us. They provide us and our clients with access to its institutional brokerage platform – trading, custody, reporting and related services – many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients' accounts while others help us manage and grow our business. Schwab's support services are generally available on an unsolicited basis (we don't have to request them) and at no charge to us.

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

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

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

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

*Services that Generally Benefit Only Us.* Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include: educational conferences and events; technology, compliance, legal, and business consulting; publications and conferences on practice management and business succession; access to employee benefits providers, human capital consultants and insurance providers; and a discount of up to \$4,250 on PortfolioCenter® Reporting Software.

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

## **Client Referrals**

### *TD Ameritrade Advisor Direct*

From time to time, MGO One Seven receives client referrals from TD Ameritrade through its participation in TD Ameritrade AdvisorDirect. In addition to meeting the minimum eligibility criteria for participation in AdvisorDirect, MGO One Seven was selected to participate in AdvisorDirect based on the amount and profitability to TD Ameritrade of the assets in, and trades placed for, client accounts maintained with TD Ameritrade. TD Ameritrade is a discount broker-dealer independent of and unaffiliated with MGO One Seven and there is no employee or agency relationship between them. TD Ameritrade has established AdvisorDirect as a means of referring its brokerage customers and other investors seeking fee-based personal investment management services or financial planning services to independent investment advisors. TD Ameritrade does not supervise MGO One Seven and has no responsibility for our management of client portfolios or our other advice or services.

We pay TD Ameritrade an on-going fee for each successful client referral. For referrals the Solicitation Fee is an annualized fee based on the amount of referred client assets that does not exceed 25% of 1%, unless such client assets are subject to a Special Services Addendum. In the case of a Special Services Addendum, the Solicitation Fee is an annualized fee based on the amount of referred client assets that does not exceed 10% of 1%. We will also pay TD Ameritrade the Solicitation Fee on any assets received by us from any of a referred client's family members, including a spouse, child or any other immediate family member who resides with the referred client and hired by us on the recommendation of such referred client. We will not charge clients referred through AdvisorDirect any fees or costs higher than its standard fee schedule offered to its clients or otherwise pass Solicitation Fees paid to TD Ameritrade to its clients. For information regarding additional or other fees paid directly or indirectly to TD Ameritrade, please refer to the TD Ameritrade AdvisorDirect Disclosure and Acknowledgement Form.

MGO One Seven's participation in AdvisorDirect raises conflicts of interest. TD Ameritrade will most likely refer clients through AdvisorDirect to investment advisors that encourage their clients to custody their assets at TD Ameritrade and whose client accounts are profitable to TD Ameritrade. Consequently, in order to obtain client referrals from TD Ameritrade, we have an incentive to recommend to clients that the assets under management by us be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade. In addition, MGO One Seven has agreed not to solicit clients referred to it through AdvisorDirect to transfer their accounts from TD Ameritrade or to establish brokerage or custody accounts at other custodians, except when its fiduciary duties require doing so. MGO One Seven's participation in AdvisorDirect does not diminish its duty to seek best execution of trades for client accounts.

## **Step Out or Trade-Away Trades**

In most cases, SMARtX will route trades directly to the client's custodian for UMA trades. Occasionally, in order to obtain best execution, SMARtX will route orders to a different broker-dealer than the UMA's custodian for execution. These are called "step out trades" or referred to as "traded-away". In these situations, the selected broker-dealer will often specialize in executing certain types of orders, such as executing large orders for thinly traded securities. Step out trades may include additional commission costs or fees, including markups and markdowns, that could be avoided if the trades were done by the client's custodian. These additional charges are paid by the client and are not included in the wrap fee.

## **Financial Information**

Neither MGO One Seven, nor its management, have adverse financial situations that would reasonably impair the ability of MGO One Seven to meet all obligations to its Clients. MGO One Seven is not required to deliver a balance sheet along with this Disclosure Brochure, as MGO One Seven does not collect fees of \$1,200 or more for services to be performed six months or more in advance.

### **IRA Rollover Recommendations**

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

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

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