

Item 1: Cover Sheet

**FORM ADV PART 2A
INFORMATIONAL BROCHURE**

TRIBRIDGE WEALTH MANAGEMENT LLC

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This brochure provides information about the qualifications and business practices of TriBridge Wealth Management LLC. If you have any questions about the contents of this brochure, please contact us at (240)422-8799. 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. TriBridge Wealth Management LLC is a registered investment adviser. Registration does not imply any certain level of skill or training.

Additional information about TriBridge Wealth Management LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Statement of Material Changes

We are required to state, in this Item 2, any material changes to this Form ADV Part 2A. There are no material changes to report at this time since this is the initial brochure for the firm.

Item 3: Table of Contents

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INFORMATIONAL BROCHURE

TRIBRIDGE WEALTH MANAGEMENT LLC

Item 4: Advisory Business

TriBridge Wealth Management LLC (also “TriBridge”, “we”, or “the Firm”) is owned by the principals of the firm; John Morris, Heath Hykes, Paul Younkins, and Richard Dane Rianhard. The firm provides financial planning, investment management and retirement plan consulting services.

Financial Planning Services

TriBridge provides financial planning services to clients, pursuant to a written financial planning agreement. The financial planning process begins with gathering information about the client’s current financial situation as well as identifying the client’s goals and objectives. TriBridge utilizes a factfinder and checklist to gather the necessary information about the client’s current financial situation and to evaluate the complexity of the plan. TriBridge works with client through a series of meeting to help identify the goals and objectives of the client in various aspects of their financial planning needs including, but not limited to, cash flow, retirement planning, investment planning, education savings and estate planning. The financial planning process results in the delivery of a formal financial plan to client and a discussion of the implementation of the recommendations made by TriBridge.

TriBridge may also refer Clients to an accountant, attorney, or other specialists, as appropriate for advice on specific needs.

The client is under no obligation to engage the services of TriBridge and its affiliated companies to implement any portion of the financial plan. If the client decides to use TriBridge and its affiliated companies to implement a part or all of the financial plan, a separate agreement will be entered into between the client and the respective entity.

Investment Management Services

Asset management services will generally be provided on a discretionary basis. When TriBridge is engaged to provide asset management services on a discretionary basis, it will monitor client accounts to ensure that they are meeting asset allocation requirements. As a client, if any changes are needed to your investments, we will make those changes. These changes may involve selling a security or group of investments and buying others or keeping the proceeds in cash. You may at any time place restrictions on the types of investments we may use on your behalf, or on the allocations to each security type. As a client, you will receive written or electronic confirmations from your account custodian after any changes are made to your account. You will also receive statements, at least quarterly, from your account custodian.

Clients engaging TriBridge on a discretionary basis will be asked to execute a Limited Power of Attorney (granting TriBridge the discretionary authority over the client accounts) as well as an Investment Advisory Agreement that outlines the responsibilities of both the client and TriBridge.

In limited circumstances, and as a courtesy to some clients, TriBridge may provide asset management services on a non-discretionary basis. When a client engages us to provide investment management services on a non-discretionary basis, we monitor the accounts in the same way as for discretionary

services. The difference is that changes to your account will not be made until we have confirmed with you (either verbally or in writing) that our proposed change is acceptable to you.

Third Party Manager Programs

TriBridge offers clients Third Party Manager programs. These programs are provided through Brinker Capital, Morningstar and BNY Mellon (collectively "Third Party Manager"). Each of the Third Party Managers is a registered investment adviser that offers investment advisory and investment management programs under which TriBridge provides investment advisory and administrative services. For all the programs described, TriBridge does not maintain custody of the individual funds or other assets owned by each client.

The Third-Party Manager programs are offered under an agreement with the Third Party Manager and TriBridge. TriBridge performs the due diligence for each third part manager and selects the third part manager that fits with the clients objectives.

Retirement Plan Consulting

TriBridge offers fee based qualified retirement plan services that provide non-discretionary and discretionary Investment Fiduciary Services to Sponsors and Trustees of qualified retirement plans. TriBridge will assist you in establishing a menu of mutual funds and / or models to offer to participating employees of the qualified retirement plan. Employees will self-direct the investments of their accounts within the plan.

As an ERISA 3(21) Investment Advisor, services are designed to allow the Sponsor to retain full discretionary authority or control over assets of the Plan. We will solely be making recommendations to the Sponsor. TriBridge will recommend investments to the plan sponsor, monitor the plan's investments, suggest replacements as appropriate, develop and monitor risk-based models comprised solely from the plan's investment menu, provide investment advice with respect to the selection of a Qualified Default Investment Alternative ("QDIA"), and provide participant education. TriBridge will provide guidance to the plan sponsor in meeting its fiduciary responsibilities, including development of an investment policy statement. The Sponsor retains decision making authority and may accept or reject any recommendations.

As an ERISA 3(38) Investment Manager, services are designed to allow the plan fiduciary to delegate responsibility for managing, acquiring and disposing of Plan assets that meet the requirements of the Employee Retirement Income Security Act of 1974 ("ERISA"). If appointed as an ERISA 3(38) Investment Manager, TriBridge would have full discretionary authority to select, monitor, and remove the investment options offered in a qualified retirement plan.

In either case, whether we are engaged as a 3(21) Investment Advisor or 3(38) Investment Manager, we will perform investment services through our investment advisor representatives ("IARs"), and will charge a fee for services rendered, as described in this Form ADV and the Agreement.

TriBridge may also provide Retirement Plan Consulting services that are designed to allow our IARs to assist the Sponsor in meeting their fiduciary duties to administer the plan in the best interests of plan participants and their beneficiaries. TriBridge does not custody plan assets as non-affiliated firms provide custodial services to the accounts.

Assets Under Management

As of the date of this brochure, TriBridge is a newly formed business, and as such, TriBridge does not yet have any clients or assets under management.

Item 5: Fees and Compensation

A. Fees Charged

All investment management clients will be required to execute an Investment Advisory Agreement that will describe the type of management services to be provided and the fees, among other items.

Investment Management Services

Generally, fees vary from 0% to 2.00% per annum of the market value of a client's assets managed by TriBridge, which may include some or all assets, and those assets may be held with any custodian or held separately without the services of any custodian such as would be the case with certain private investments, rental properties and real estate. The fee range stated is a guide. Fees are negotiable, and may be higher or lower than this range, based on the nature of the account. Factors affecting fee percentages include the size of the account, complexity of asset structures, and other factors.

All clients, but especially those with smaller accounts, should be advised they may receive similar services from other professionals for higher or lower overall costs.

Financial Planning Services

Financial planning are charged on a fixed fee basis and vary from \$2,000 to \$5,000. The fee range stated is a guide and are negotiated based on the nature and complexity of the plan. Fees may be higher or lower than this range, based on the nature of the engagement. Fees are negotiable and will depend on the anticipated complexity of the services to be provided. Clients are not obligated to engage TriBridge for a financial plan in order to utilize the investment management services.

Retirement Plan Services

Generally, retirement plan fees vary from 0% to 2.00% per annum of the market value of a client's assets managed by TriBridge. The fee range stated is a guide. Fees are negotiable, and may be higher or lower than this range, based on the nature of the account. Factors affecting fee percentages include the size of the account, complexity of asset structures, and other factors.

B. Fee Payment

Investment Management Services

Investment advisory fees will be debited directly from each client's account. The advisory fee is paid quarterly, in advance, and the value used for the fee calculation is the gross value as of the last market day of the previous quarter. This means that if your annual fee is 1.00%, then each month we will multiply the value of your account by 1.00% then divide by 12 to calculate our fee. To the extent there is cash or private placements in your account, it will be included in the value for the purpose of calculating fees only if the cash is part of an investment strategy. Once the calculation is made, we will instruct your account custodian to deduct the fee from your account and remit it to TriBridge. TriBridge relies upon the pricing and valuation of investments provided by the custodian for billing purposes.

TriBridge's fee is exclusive of, and in addition to, any applicable securities transaction and custody fees, and other related costs and expenses described in Item 5.C below, which may be incurred by the Client. However, TriBridge will not receive any portion of these commissions, fees, and costs.

TriBridge does not typically recommend that clients trade on margin or otherwise attempt to increase performance through leverage. However, to the extent a client does trade on margin, the value of the margin is used to determine the amount of fees payable to TriBridge. This presents a conflict of interest, as TriBridge will have an incentive to recommend margin, as trading on margin has the potential to increase, even temporarily, the value of the assets which in turn increases the amount of fees due to TriBridge. As stated above, margin is not typically recommended, as the risks are significant. Please see Item 8 for a discussion of risk factors, including trading on margin.

Financial Planning Services

Financial planning fees will be due and payable in full upon execution of the financial planning agreement. If a client chooses to engage TriBridge for investment management services, the initial financial planning fee and ongoing annual financial planning services fees may be incorporated into the investment management fee; however, clients are not obligated to have a financial plan completed in order to utilize the investment management services of TriBridge.

Retirement Plan Services

Retirement Plan Sponsors pay fees directly or have the fees deducted from plan assets as directed by the agreement between the Plan Sponsors and TriBridge.

C. Other Fees

There are a number of other fees that can be associated with holding and investing in securities. TriBridge will be responsible for fees including transaction fees for the purchase or sale of a mutual fund or Exchange Traded Fund, or commissions for the purchase or sale of a stock. Expenses of a fund will not be included in management fees, as they are deducted from the value of the shares by the mutual fund manager. For complete discussion of expenses related to each mutual fund, you should read a copy of the prospectus issued by that fund. TriBridge can provide or direct you to a copy of the prospectus for any fund that it recommends to you.

Fees incurred by the use of third party managers is in addition to the investment management fee charged by TriBridge.

Please make sure to read Item 12 of this informational brochure, where we discuss broker-dealer and custodial issues.

D. Pro-rata Fees

If you become a client during a quarter, you will pay the management fee only for the portion of the quarter during which you are a client. If you terminate our relationship during a quarter, you will be refunded the portion of the prepaid management fee for the remainder of the quarter. Once your notice of termination is received, we will refund the unearned fees to you in whatever way you direct (check or wire back to your account). TriBridge will cease to perform services, including processing trades and distributions, upon termination. Assets not transferred from terminated accounts within 30 (thirty) days of termination may be “de-linked,” meaning they will no longer be visible to TriBridge and will become an account with the custodian.

E. Compensation for the Sale of Securities

TriBridge does not buy or sell securities to earn commissions and does not receive any compensation for securities transactions in any Client account other than the investment advisory fees noted above. Certain Investment Adviser Representatives (“IAR”) of TriBridge are also Registered Representatives of MML Investors Services, which is a broker-dealer registered with the SEC, FINRA, and the various states. In that capacity the IAR receive compensation individually for effecting securities transactions

which may be for clients of the firm or others.

IARs are also licensed as independent insurance professionals. As an independent insurance professional, an IAR may earn commission-based compensation for selling insurance products, including insurance products they sell to Clients. Insurance commissions earned by IARs are separate and in addition to our advisory fees. This practice presents a conflict of interest as the IAR providing investment advice on behalf of TriBridge who is also an insurance agent has an incentive to recommend insurance products to Clients for the purpose of generating commissions rather than solely based on the Client's needs. Clients are under no obligation, contractually or otherwise, to purchase insurance products through any IAR affiliated with TriBridge. Please see Item 10 below.

Item 6: Performance-Based Fees

TriBridge does not charge performance based fees.

Item 7: Types of Clients

Clients may include individuals, trusts, foundations, endowments, closely held businesses and corporations. TriBridge does not require any account minimum.

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

It is important for you to know and remember that all investments carry risks. **Investing in securities involves risk of loss that clients should be prepared to bear.**

Methods of Analysis and Investment Strategies

Each client's portfolio will be invested according to that client's investment objectives. TriBridge determines these objectives by interviewing the client and/or asking the client to put these objectives in writing. Once we understand your objectives for each account, we will develop a set of asset allocation guidelines. An asset allocation strategy is a percentage-based allocation to different investment types. For example, a client may have an asset allocation strategy that calls for 40-60% of the portfolio to be invested in equity securities, with 20% of that allocated to international equities and the remaining balance in fixed income. Another client may have an asset allocation of 50-60% in fixed income securities and the remainder equities. The percentages in each type that we recommend are based on the typical behavior of that security type, current market conditions, your current financial situation, your financial goals, and the timeline to get you to those goals. Because we develop an investment strategy based on your personal situation and financial goals, your asset allocation guidelines may be similar to or different from another client's.

TriBridge will periodically recommend securities transactions in your portfolio to meet the guidelines of the asset allocation strategy. It is important to remember that because market conditions can vary greatly, your asset allocation guidelines are not necessarily strict rules. Rather, we review accounts individually, and may deviate from the guidelines as we believe necessary.

The specific securities we recommend for your account will depend on market conditions and our research at the time. Generally, we recommend a mix of alternative assets, mutual funds, index funds, exchange traded funds, stocks, bonds and options. Specific funds are chosen based on how well their investment objectives fit into the plan and allocation recommended by TriBridge. TriBridge reviews a fund's risk parameters, past performance, peer rankings, fees, expenses, and any other aspect it deems relevant to that particular fund. We base our conclusions on predominantly publicly available research,

such as regulatory filings, press releases, competitor analyses, and in some cases research we receive from our custodian or other market analyses. We may also use technical analysis, which means that we will review the past behaviors of the security and the markets in which it trades for signals as to what might happen in the future.

Third Party Managers

We may recommend that certain portions of a client's portfolio be managed by independent third-party managers or recommend direct investment with independent third-party managers, typically when those managers demonstrate knowledge and experience in a particular investment strategy. No assets will be allocated to third party managers for non-discretionary accounts without the prior permission of the client. Permission for such allocations will be obtained for each allocation.

TriBridge will obtain appropriate due diligence on all independent third-party managers, making reasonable inquiries into their performance calculations, policies and procedures, code of ethics policies and other operational and compliance matters to account for performance and risk management. We examine the experience, investment philosophies and past performance of independent third-party investment managers in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We monitor the manager's underlying holdings, strategies, concentration and leverage as part of our overall periodic risk assessment. Additionally, as part of our due-diligence process, we survey the manager's compliance and business enterprise risks.

Based on a client's individual circumstances and needs, we will determine which selected money manager's portfolio management style is appropriate for that client. Factors considered in making this determination include account size, risk tolerance and the investment philosophy of the selected money manager. We encourage clients to review each third-party manager's disclosure document regarding the particular characteristics of any program and managers selected by us.

We will regularly and continuously monitor the performance of the selected money managers. If we determine that a particular selected money manager is not providing sufficient management services to the client, or are not managing the client's portfolio in a manner consistent with the client's investment objectives, we will remove the client's assets from that selected money manager and place the client's assets with another money manager at our discretion and without prior consent from the client, unless the client's account is managed by us on a non-discretionary basis. Permission for non-discretionary accounts will be obtained before placing the client's assets with another money manager.

Risks Associated with Our Approach and Investing in General

There are always risks to investing. Clients should be aware that all investments carry various types of risk including the potential loss of principal that clients should be prepared to bear. It is impossible to name all possible types of risks. Among the risks are the following:

- **Political Risk:** Most investments have a global component, even domestic stocks. Political events anywhere in the world may have unforeseen consequences to markets around the world.
- **General Market Risk:** Markets can, as a whole, go up or down on various news releases or for no understandable reason at all. This sometimes means that the price of specific securities could go up or down without real reason and may take some time to recover any lost value. Adding new securities may not help to minimize this risk since all securities may be affected by market fluctuations.

- **Currency Risk:** When investing in another country using another currency, the changes in the value of the currency can change the value of your security value in your portfolio.
- **Regulatory Risk:** Changes in laws and regulations from any government can change the value of a given company and its accompanying securities. Certain industries are more susceptible to government regulation. Changes in zoning, tax structure or laws impact the return on these investments.
- **Tax Risk Related to Short Term Trading:** Clients should note that TriBridge may engage in short-term trading transactions. These transactions may result in short term gains or losses for federal and state tax purposes, which may be taxed at a higher rate than long term strategies. TriBridge endeavors to invest client assets in a tax efficient manner, but all clients are advised to consult with their tax professionals regarding the transactions in client accounts.
- **Purchasing Power Risk:** Purchasing power risk is the risk that your investment's value will decline as the price of goods rises (inflation). The investment's value itself does not decline, but its relative value does, which is the same thing. Inflation can happen for a variety of complex reasons, including a growing economy and a rising money supply.
- **Business Risk:** This can be thought of as certainty or uncertainty of income. Management comes under business risk. For example, cyclical companies (like automobile companies) may have more business risk because of the less steady income stream. On the other hand, fast food chains may tend to have steadier income streams and therefore, less business risk.
- **Financial Risk:** The amount of debt or leverage determines the financial risk of a company.
- **Default Risk:** This risk pertains to the ability of a company to service their debt. Ratings provided by several rating services help to identify those companies with more risk. Obligations of the U.S. government are said to be free of default risk but do carry some remote risk of default as do all sovereign debt issuances.
- **Liquidity Risk:** Many investments can be exited virtually on demand if the seller is willing to accept a lower execution price for exiting the investment quickly. However, some investments, notably private placements, investments in small companies, and private transactions may not be liquidated easily, and in some cases, not upon request at all. Even contractual terms that appear to guarantee a certain ability to liquidate an investment are frequently subject to conditions limiting the effectiveness of such provisions. Accordingly, clients should communicate with TriBridge their needs for liquidity to ensure their needs match the investments chosen by TriBridge.
- **Margin Risk:** TriBridge may utilize margin on a limited basis for clients with higher risk tolerances. "Margin" is a tool used to maximize returns on a given investment by using securities in a client account as collateral for a loan from the custodian to the client. The proceeds of that loan are then used to buy more securities. In a positive result, the additional securities provide additional return on the same initial investment. In a negative result, the additional securities provide additional losses. Margin therefore carries a higher degree of risk than investing without margin. Any client account that will use margin will do so in accordance with Regulation T. Borrowing on margin requires a minimum level of collateral which is periodically (each day) measured by the custodian. Extreme market fluctuations may cause collateral values to fall below those amounts required by the custodian, which would trigger a liquidation of some or all securities, possibly at a time when market values are depressed resulting in unanticipated losses. TriBridge may utilize margin on a limited basis for clients with higher risk tolerances.
- **Risks Specific to Sub-advisors and Other Managers:** If we invest some of your assets with another advisor, including a private placement, there are additional risks. These include risks that the other manager may not be as qualified as we believe them to be, that the investments they

use may not be as liquid as we would normally use in your portfolio, or that their risk management guidelines may be more liberal than we would normally employ. It is also possible that the information given to TriBridge by the manager or private placement is inaccurate or insufficient for TriBridge to render appropriate investment advice to the client regarding the investment.

- **Short Sales:** “Short sales” are a way to implement a trade in a security TriBridge feels is overvalued. In a “long” trade, the investor is hoping the security increases in price. Thus, in a long trade, the amount of the investor’s potential loss (without margin) is the amount paid for the security. In a short sale, the investor is hoping the security decreases in price. However, unlike a long trade where the price of the security can only go from the purchase price to zero, in a short sale, the price of the security can go infinitely upwards. Thus, in a short sale, the potential for loss is unlimited and unknown, where the potential for loss in a long trade is limited and knowable. TriBridge utilizes short sales only when the client’s risk tolerances permit.
- **Information Risk:** All investment professionals rely on research in order to make conclusions about investment options. This research is usually a mix of both internal (proprietary) and external (provided by third parties) data and analyses. Even an adviser who says they rely solely on proprietary research must still collect data from third parties. This data, or outside research is chosen for its perceived reliability, but there is no guarantee that the data or research will be completely accurate. Failure in data accuracy or research will translate to a compromised ability by the adviser to reach satisfactory investment conclusions.
- **Small Companies:** Some investment opportunities in the marketplace involve smaller issuers. These companies may be starting up or are historically small. While these companies sometimes have potential for outsized returns, they also have the potential for losses because the reasons the company is small are also risks to the company’s future. For example, a company’s management may lack experience, or the company’s capital for growth may be restricted. These small companies also tend to trade less frequently than larger companies, which can add to the risks associated with their securities because the ability to sell them at an appropriate price may be limited as compared to the markets as a whole. Not only do these companies have investment risk, if a client is invested in such small companies and requests immediate or short-term liquidity, these securities may require a significant discount to value in order to be sold in a shorter time frame.
- **Concentration Risk:** While TriBridge selects individual securities, including mutual funds, for client portfolios based on an individualized assessment of each security, this evaluation comes without an overlay of general economic or sector specific issue analysis. This means that a client’s equity portfolio may be concentrated in a specific sector, geography, or sub-sector (among other types of potential concentrations), so that if an unexpected event occurs that affects that specific sector or geography, for example, the client’s equity portfolio may be affected negatively, including significant losses.
- **Transition Risk:** As assets are transitioned from a client’s prior advisers to TriBridge there may be securities and other investments that do not fit within the asset allocation strategy selected for the client. Accordingly, these investments will need to be sold in order to reposition the portfolio into the asset allocation strategy selected by TriBridge. However, this transition process may take some time to accomplish. Some investments may not be unwound for a lengthy period of time for a variety of reasons that may include unwarranted low share prices, restrictions on trading, contractual restrictions on liquidity, or market-related liquidity concerns. In some cases, there may be securities or investments that are never able to be sold. The inability to transition a client’s holdings into recommendations of TriBridge may adversely affect the client’s account values, as TriBridge’ recommendations may not be able to be fully implemented.

- **Restriction Risk:** Clients may at all times place reasonable restrictions on the management of their accounts. However, placing these restrictions may make managing the accounts more difficult, thus lowering the potential for returns.
- **Risks Related to Investment Term & Liquidity:** Securities do not follow a straight line up in value. All securities will have periods of time when the current price of the security is not an accurate measure of its value. If you require us to liquidate your portfolio during one of these periods, you will not realize as much value as you would have had the investment had the opportunity to regain its value. Further, some investments are made with the intention of the investment appreciating over an extended period of time. Liquidating these investments prior to their intended time horizon may result in losses.
- **Excess Cash Balance Risk:** Client accounts may have cash balances in excess of \$250,000, which is the insurance limit of the Federal Deposit Insurance Corporation. For cash balances in excess of that amount, there is an enhanced risk that operation related counterparty risk related to the account custodian could cause losses in the account. We mitigate this risk by carrying cash balances in amounts either subject to protection or as limited as you, the client, directs. You may elect to participate in a “cash sweep” program through your account custodian which automatically moves excess cash from your investment account into a cash account and then invests that cash into cash based investments, such as money market funds. We do not receive compensation of any kind for facilitating your participation in such cash sweep accounts.

Item 9: Disciplinary Information

In 2017, our Chief Compliance Officer, Ashleigh Swayze, signed a Consent Order with the Connecticut Department of Banking and Insurance. The underlying matter involved a client of Ms. Swayze’s that failed to register as an investment adviser representative in Connecticut. The state felt that Ms. Swayze’s firm should have followed this client’s activities and required her to register, despite not being engaged to do so.

Item 10: Other Financial Industry Activities and Affiliations

A. Broker-Dealer

Neither the principal of TriBridge, nor any related persons are registered, or have an application pending to register, as a broker dealer or as an associated person of the foregoing entities. Certain Investment Adviser Representatives (“IAR”) of TriBridge are also Registered Representatives of MML Investors Services, which is a broker-dealer registered with the SEC, FINRA, and the various states. In that capacity the IAR receive compensation individually for effecting securities transactions which may be for clients of the firm or others.

B. Futures Commission Merchant/Commodity Trading Advisor

Neither the principal of TriBridge, nor any related persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

C. Relationship with Related Persons

Certain professionals of TriBridge are separately licensed as independent insurance agents. As such, these professionals may conduct insurance product transactions for TriBridge clients, in their capacity as licensed insurance agents, and will receive customary commissions for these transactions in addition to any compensation received in his capacity as employees of TriBridge. Commissions from the sale

of insurance products will not be used to offset or as a credit against advisory fees. These professionals therefore have incentive to recommend insurance products based on the compensation to be received, rather than on a client's needs. The receipt of additional fees for insurance commissions is therefore a conflict of interest, and clients should be aware of this conflict when considering whether to engage TriBridge or utilize these professionals to implement any insurance recommendations. TriBridge attempts to mitigate this conflict of interest by disclosing the conflict to clients and informing the clients that they are always free to purchase insurance products through other agents that are not affiliated with TriBridge, or to determine not to purchase the insurance product at all. TriBridge also attempts to mitigate the conflict of interest by requiring employees to acknowledge in the firm's Code of Ethics, their individual fiduciary duty to the clients of TriBridge, which requires that employees put the interests of clients ahead of their own.

D. Recommendations of other Advisers for Compensation

TriBridge does not utilize nor select other advisers or third party managers for compensation by those managers. Any third party manager that is recommended is recommended based on its merits and the results of TriBridge's research process.

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

- A. A copy of our Code of Ethics is available upon request. Our Code of Ethics includes discussions of our fiduciary duty to clients, political contributions, gifts, entertainment, and trading guidelines.
- B. Not applicable. TriBridge does not recommend to clients that they invest in any security in which TriBridge, or any principal thereof, has any financial interest.
- C. On occasion, an employee of TriBridge may purchase for his or her own account securities which are also recommended for clients. Our Code of Ethics details rules for employees regarding personal trading and avoiding conflicts of interest related to trading in one's own account. To avoid placing a trade before a client (in the case of a purchase) or after a client (in the case of a sale), all employee trades must be reviewed by the Compliance Officer.
- D. On occasion, an employee of TriBridge may purchase for his or her own account securities which are also recommended for clients at the same time the clients purchase the securities. Our Code of Ethics details rules for employees regarding personal trading and avoiding conflicts of interest related to trading in one's own account.

Item 12: Brokerage Practices

A. Recommendation of Broker-Dealer

TriBridge will utilize Fidelity Brokerage Services, LLC ("Fidelity"), as its custodian, which is a FINRA registered broker-dealer; provided that if the Client is a Retirement Plan (401(k) Plan, Profit Sharing Plan, Cash Balance Plan, etc.), the Adviser will utilize Fidelity, VOYA, Empower, or Vanguard & Ascensus, as its custodian (collectively, the "Retirement Plan Custodians" and together with Fidelity, the "Custodians").

TriBridge has chosen these Custodians based on criteria such as, but not limited to, reasonableness of commissions charged to the Client, services made available to the Client, and its reputation and/or the location of the Custodian's offices. TriBridge will establish Client accounts with Fidelity; provided that in the case of Client's that are Retirement Plans, TriBridge will establish Client accounts with one of the

Retirement Plan Custodians. TriBridge maintains an institutional relationship with Fidelity, whereby the Adviser receives economic benefits from Fidelity. Please see Item 14 below.

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

1. Soft Dollars - Soft dollars are revenue programs offered by broker-dealers/custodians whereby an adviser enters into an agreement to place security trades with a broker-dealer/custodian in exchange for research and other services. TriBridge does not participate in soft dollar programs sponsored or offered by any broker-dealer/custodian. However, TriBridge receives certain economic benefits from the Custodian. Please see Item 14 below.

2. Brokerage Referrals - TriBridge does not receive any compensation from any third party in connection with the recommendation for establishing an account.

3. Directed Brokerage - All Clients are serviced on a “directed brokerage basis”, by Custodians Fidelity Broker Services, Inc., unless otherwise suggested by the Client and approved by TriBridge. Further, all Client accounts are traded within their respective account[s]. TriBridge will not engage in any principal transactions (i.e., trade of any security from or to the Adviser’s own account) or cross transactions with other Client accounts (i.e., purchase of a security into one Client account from another Client’s account[s]). TriBridge will not be obligated to select competitive bids on securities transactions and does not have an obligation to seek the lowest available transaction costs. These costs are determined by the Custodian.

We do not consider whether Fidelity or any other broker-dealer/custodian, refers clients to TriBridge as part of our evaluation of these broker-dealers.

B. Aggregating Trades

Commission costs per client may be lower on a particular trade if all clients, in whose accounts the trade is to be made, are executed at the same time. This is called aggregating trades. Instead of placing a number of trades for the same security for each account, we will, when appropriate, execute one trade for all accounts and then allocate the trades to each account after execution. If an aggregate trade is not fully executed, the securities will be allocated to client accounts on a *pro rata* basis, except where doing so would create an unintended adverse consequence (For example, if a *pro rata* division would result in a client receiving a fraction of a share, or a position in the account of less than 1%.)

Item 13: Review of Accounts

All accounts will be reviewed on at least an annual basis. However, it is expected that market conditions, changes in a particular client’s account, or changes to a client’s circumstances will trigger a review of accounts.

All clients will receive statements and confirmations of trades directly from the Custodians. Please refer to Item 15 regarding Custody.

Item 14: Client Referrals and Other Compensation

A. Economic Benefit Provided by Third Parties for Advice Rendered to Client

Please refer to Item 12, where we discuss recommendation of Broker-Dealers.

B. Compensation to Non-Advisory Personnel for Client Referrals.

TriBridge does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

Item 15: Custody

TriBridge deducts fees from client accounts but does not have custody of client funds otherwise. Clients will receive statements directly from the Custodians, and copies of all trade confirmations directly from the Custodians.

Clients whose fees are directly debited will provide written authorization to debit advisory fees from their accounts held by a qualified custodian chosen by the client. The client will receive a statement from their account custodian showing all transactions in their account, including the fee.

We encourage clients to carefully review the statements and confirmations sent to them by their custodian, and to compare the information on any reports prepared by TriBridge against the information in the statements provided directly from the Custodian. Please alert us of any discrepancies.

Item 16: Investment Discretion

Asset management services will generally be provided on a “discretionary” basis. When TriBridge is engaged to provide asset management services on a discretionary basis, it will monitor your accounts to ensure that they are meeting your asset allocation requirements. If any changes are needed to your investments, we will make the changes. These changes may involve selling a security or group of investments and buying others or keeping the proceeds in cash. You may at any time place restrictions on the types of investments we may use on your behalf, or on the allocations to each security type. You will receive written or electronic confirmations from your account custodian after any changes are made to your account. You will also receive statements at least quarterly from your account custodian. Clients engaging us on a discretionary basis will be asked to execute a Limited Power of Attorney (granting us the discretionary authority over the client accounts) as well as an Investment Advisory Agreement that outlines the responsibilities of both the client and TriBridge.

Item 17: Voting Client Securities

Copies of our Proxy Voting Policies are available upon request.

From time to time, shareholders of stocks, mutual funds, exchange traded funds or other securities may be permitted to vote on various types of corporate actions. Examples of these actions include mergers, tender offers, or board elections. Clients are required to vote proxies related to their investments, or to choose not to vote their proxies. TriBridge will not accept authority to vote client securities. Clients will receive their proxies directly from the custodian for the client account. TriBridge will not give clients advice on how to vote proxies.

Item 18: Financial Information

TriBridge does not require the prepayment of fees more than six (6) months or more in advance and therefore has not provided a balance sheet with this brochure.

There are no material financial circumstances or conditions that would reasonably be expected to impair our ability to meet our contractual obligations to our clients.