August 3, 2026

FORM ADV PART 2A, BROCHURE

600 University Park Place, Suite 501
Birmingham, Alabama 35209
www.waverly-advisors.com
(205) 871-3334

This brochure ("***Brochure***") provides information about the qualifications and business practices of Waverly Advisors, LLC (**"Adviser"**, "***our***", "***we***"). **If you have any questions about the contents of this brochure, please contact TJ Claud, J.D., MBA, Chief Compliance Officer,** at (205) 871-3334 or complianceteam@waverly-advisors.com. References in this Brochure to "***including***" or "***includes***" mean including or includes, in each case, without limitation.

The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("***SEC***") or by any state securities authority. References herein to Adviser as a "registered investment adviser" or any reference to being "registered" (with the SEC or a state regulatory authority) do not imply a certain level of skill, training, or expertise.

Additional information about Adviser, or any Supervised Persons who are investment adviser representatives of Adviser ("***Representatives***"), is also available on the SEC's website at www.adviserinfo.sec.gov.

SEC File Number: 801 – 60741

Item 2 Material Changes

The following are the Material Changes that have been made to the Brochure since our last annual Brochure disclosure filing of March 28, 2025.

Material Changes
Item 4 – Updated to include: changes to entity owning indirectly more than 25% of ownership of Adviser, the addition of an affiliated business providing tax, accounting and business consulting services and an affiliated business providing trust services (and various disclosures regarding the formal separation between such businesses), several new Indirectly Affiliated Promus Private Funds, and the Promus General Partners entities managing such private investment funds, several new Managed Private Funds with respect to which Adviser serves as investment manager or sub-adviser, fee and conflicts of interest disclosures with respect to affiliated private investment funds, certain disclosures describing limitations to Adviser's scope of services with respect to certain Unaffiliated Private Funds, general information regarding certain multi-family office services provided by Adviser, a general description of the 3(21) and 3(38) fiduciary role assumed by Adviser in the context of Adviser's services to employer retirement plans; and the increased value of our regulatory assets under management. **Item 5** – Updated with additional information relating to: applicability, and, when applicable, the general range, of fee minimums with respect to employer retirement plans or other clients, and valuation of Funds for purposes of calculating the applicable Advisory Fee. **Item 6** – Revised to include updates relating to performance-based fees received by Adviser for its Investment Management Services to certain of the Funds and disclosure of related conflicts. **Item 8** – Updated to include information relating to Adviser's investment objectives and investment strategies in the context of investment advisory services to an employer retirement plan. Also updated to include additional disclosures regarding Adviser's approaches to Digital Assets. **Item 10** – Revised to include updates to certain previous conflicts of interest disclosures relating to Adviser's services as administrator for employee benefit plans, as general partner or managing member to Directly Affiliated Private Funds or Indirectly Affiliated Private Funds, and to other investment advisers purchased by Adviser which, during a Transitional Period, serve as sub-adviser to Adviser. Further, new conflict of interest disclosures have been included relating to certain Indirectly Affiliated 3(c)(5)(C) Realty Funds, certain managers of international microfinance investments referred to as Creation, certain managers of privately offered investment vehicles referred to as Broadcrest, a venture capital firm named Promus Venture Management, LLC, a trust company named Pacific Portfolio Trust Company. **Item 11** – Updated to include a disclosure relating to the waiving or rebating of fees and conflicts of Interest relating to Indirectly Affiliated Promus Private Funds **Item 12** – Updated to include additional disclosures relating to securities allocations with respect to Pooled Investment Clients. **Item 13** – Updated to include further details regarding Adviser's practices relating to review of accounts, including account rebalancing procedures and Allocation Rebalancing Thresholds, and reviews relating to Directly Affiliated Private Funds, Indirectly Affiliated Private Funds, or Managed Private Funds. **Item 14** – Updated to include further details regarding advisor's relationship with Trade-PMR and address conflicts of interest. **Item 15** – Updated to include custody related disclosures with respect to the Directly Affiliated Private Funds, Indirectly Affiliated Private Funds and Managed Private Funds. **Item 16** – Updated to include additional disclosures relating to investment discretion, including with respect to employer retirement plans and pooled investment clients. **Item 17** – Updated to include further details regarding when Adviser is responsible for voting proxies with respect to client securities managed by Adviser, including the requirement for client to complete certain authorization documentation (including with respect to each custodian at which client has accounts) before Adviser's responsibility is triggered.

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Item 4 Advisory Business

4(A) Description of your Investment Advisory Firm

Adviser is a limited liability company that was organized on July 1, 1999, under the laws of the State of Alabama. Adviser became registered as an investment advisory firm in Alabama on November 23, 1999, and as a federally registered investment adviser under the Investment Advisers Act of 1940, as amended, ("***Advisers Act***") and is regulated by the SEC on November 30, 2001. Adviser has changed its name several times since its original organization. Its current name, Waverly Advisors, LLC, was adopted as of October 10, 2022. Adviser is owned by WAAM Parent, LLC. WAAM Parent, LLC has multiple owners. Charlie Blocker Corp holds, indirectly, through its ownership interests in Aspire Holdings, LLC, WPCG Aspire, LLC, WPCG Aspire Holdings, LLC, Project Charlie Acquisition, LLC, WAAM Topco, LLC and WAAM Midco, LLC, more than 25% of the ownership interests of Adviser. Our President and Chief Executive Officer is Justin T. Russell. Adviser is a fee-only investment advisory firm, offering investment management, financial planning, and consulting services. Adviser also owns Pacific Portfolio Trust Company, a state chartered non-depository trust company, and is affiliated with Waverly Business Services, LLC, a provider of certain tax, accounting and business consulting services.

As discussed below, Adviser services include investment advisory services, financial planning and related consulting services.

4(B) Description of Investment Advisory Services Offered

(1) Advisory Services

As a federally registered investment adviser, Adviser, as well as our Representatives, serve our clients in a fiduciary capacity. We are required to act in the best interest of our clients and not put our own interests ahead of those of our clients.

Assets Under Management and Assets Under Advisement

Assets Under Management

Adviser provides continuous and regular investment supervisory or investment management services ("**Investment Management Services**") with respect to those accounts of a client for which Adviser is engaged to provide Investment Management Services to a separately managed accounts ("***Separate Account Clients***") pursuant to an investment advisory service agreement between Waverly and such client ("I***nvestment Advisory Agreement***") or to pooled investments vehicles (including mutual funds, exchange traded funds (including an affiliated exchange traded fund - see related discussion below), private funds, including hedge funds and private equity funds) ("***Pooled Investment Clients***") through the fund's governing documents or in an investment management services agreement between Adviser and the applicable Private Fund Client, and which are held at Waverly's Institutional Custodians (the assets in such accounts being referred to as "***Assets Under Management***"). Investment Management Services include our continuous and regular supervision of Assets Under Management. Please Note: Investors of Pooled Investment Clients are not clients of Adviser unless such investors also are Separate Account Clients.

Waverly provides periodic investment analysis of, and allocation recommendations with respect to, ("***Advisement Services***") those accounts of a client for which Waverly is engaged to provide Advisement Services pursuant to an Investment Advisory Agreement and which often are held at custodians <u>other than</u> Waverly's Institutional Custodians (the assets in such accounts being referred to as "***Assets Under Advisement***"). The supervision of Assets Under Advisement is not continuous and regular.

Adviser provides discretionary and non-discretionary advisory services to Separate Account Clients, Pooled Investment Clients, and an affiliated exchange traded fund. For Separate Account Clients, investment decisions are based on factors such as the client's investment objective, overall risk tolerance, net worth, income, age, time horizon, liquidity, taxes, and any investment restrictions, using information gathered through client profiles, questionnaires, interviews, and portfolio reviews.

In addition to the Investment Management Services to Separate Account Clients as described above, Adviser also provides Investment Management Services to Pooled Investment Clients, including as described below.

AFFILIATED PRIVATE INVESTMENT FUNDS.

Directly Affiliated Private Funds

Adviser is directly affiliated with the following private investment funds: Haines Opportunity Portfolio II, LLC (Class A), HFA, Ltd. and HS Select I, LLC (together, the "***Directly Affiliated Private Funds***"), and the condensed descriptions of each are set forth below (the complete description of the terms and conditions for participation in, as well as certain conflicts of interest and risk factors with respect to, each Directly Affiliated Private Fund is set forth in each Directly Affiliated Private Fund's offering documents).

Haines Opportunity Portfolio II, LLC (Class A) – Adviser is the managing member of, and investment adviser to, Haines Opportunity Portfolio II. This LLC seeks long-term capital appreciation with less dependence on market conditions. The Fund uses a select group of asset managers that employ primarily diversified equity-related investment strategies aimed at generating appropriate risk-adjusted returns.

HFA, Ltd – Adviser is general partner in, and investment adviser to, HFA, Ltd. The partnership exists to make direct investments in real estate.

HS Select I, LLC – Adviser is investment adviser to, and managing member of, HS Select I, LLC.
None of these Directly Affiliated Private Funds are open to new investors and all are currently winding down in connection with the liquidation of remaining assets. Adviser no longer recommends that clients allocate a portion of their investment assets to any of the Directly Affiliated Private Funds.

Indirectly Affiliated Private Funds

Adviser is indirectly affiliated with, and serves as investment adviser to, Waverly Opportunity Fund, LP, BT Select Fund I, LP, Waverly Growth Fund I, LP, and Waverly Income Fund, LP (the "Indirectly Affiliated WA Private Funds"), privately offered pooled investment vehicles exempt from registration under the Investment Company Act of 1940. Waverly Funds Group, LLC is the general partner of the Indirectly Affiliated WA Funds and is responsible for their overall management. None of these Indirectly Affiliated WA Private Funds are open for investment to new investors.).

Adviser is indirectly affiliated (through its ownership of Promus Capital Management, LLC in Promus Access GP, LLC) with Promus Access I, LP, Promus Access II, LP, Promus Access III, and Tersus Co-Investment Holdings, LLC, (through its ownership of Promus Capital Management, LLC in Promus Access IV GP, LLC) with Promus Access IV, LP and Promus Access IV-A, LP, (through its ownership of Promus Capital Management, LLC in Promus Access V GP, LLC) with Promus Access V, LP, and (through its ownership of Promus Realty, LLC in Promus Realty Partners, LLC) with Promus Realty Income I, LP, Promus Realty II, LP, Promus Realty III, LP and Promus Realty IV, LP, and (through its ownership of Promus Realty, LLC in Promus Realty V GP, LLC) Promus Realty V, LP (the entities named above in this sentence within parentheses, collectively, "**Promus General Partners**")). Adviser serves as the investment adviser to the following funds of private equity funds: Promus Access I, LP, Promus Access II, LP, Promus Access III, LP, Promus Access IV, LP, Promus Access IV-A, LP, Promus Access V, LP, the following real estate funds: Promus Realty Income I, LP, Promus Realty II, LP, Promus Realty III, LP, Promus Realty IV, LP, and Promus Realty V, LP, and the following private equity fund: Tersus Co-Investment Holdings, LLC (collectively, the "***Indirectly Affiliated Promus Private Funds***"), privately offered pooled investment vehicles exempt from registration under the Investment Company Act of 1940. The Promus General Partners are the general partners of the Indirectly Affiliated Promus Private Funds and responsible for their overall management. None of the Indirectly Affiliated Promus Private Funds, except Promus Access V, LP and Promus Realty V, LP, currently are open for investment to new investors, except for secondary transactions or subsequent closings, in each case, at the full discretion of the general partner.

Adviser may recommend that clients allocate a portion of their investment assets to any of the Indirectly Affiliated Private Funds that are open for investment to new investors. Our clients are under absolutely no obligation to consider or make an investment in any Indirectly Affiliated Private Fund.

> As investment manager of the Indirectly Affiliated Private Funds, Adviser has full discretionary authority over their portfolios pursuant to the applicable investment management agreements and each fund's governing documents. Investors participate in the overall investment program of the applicable fund and generally may not impose restrictions on investing. Capital commitments may be called over time or in full at subscription. The complete terms, conditions, conflicts of interest and risk factors for each fund are set forth in the applicable offering documents.

UNAFFILIATED MANAGED PRIVATE FUND.

Adviser serves as the investment manager to Waverly Growth Fund II, LP, and the sub-adviser to the REIA Capital Fund II, LP and REIA Capital Feeder Fund II, LP (the "***Managed Private Funds***"), privately offered pooled investment vehicles exempt from registration under the Investment Company Act of 1940. CAIS Waverly Growth Fund II GP LLC is the general partner of Waverly Growth Fund II, LP and is responsible for the ongoing general maintenance of the Managed Private Fund. When acting as investment manager of a Managed Private Fund, Adviser is responsible for the management of the Managed Private Fund's portfolio pursuant to the terms of the investment management agreements between Adviser and the Managed Private Fund. When acting as sub-adviser of a Managed Private Fund, Adviser is responsible for the management of a specifically designated portion of the Managed Private Fund's portfolio pursuant to the terms of the investment management sub-advisory agreements between Adviser and the Managed Private Fund. Adviser has full discretionary authority with respect to the investment decisions within the scope of its investment management or investment management sub-advisory engagements with respect to the Managed Private Funds, and its advice is made in accordance with the investment objectives and guidelines as set forth in the Managed Private Fund's confidential offering memorandum. The complete description of the terms and conditions for participation in, as well as certain conflicts of interest and risk factors with respect to, any Managed Private Fund is set forth in the Managed Private Fund's offering documents. The Managed Private Funds are open for investment to new investors. While Adviser makes recommendations to certain Separate Account Clients to invest in Managed Private Funds, our clients are under absolutely no obligation to consider or make an investment in any Managed Private Funds.

Please Also Note: Conflict of Interest. Because Waverly and/or its affiliates can earn compensation from the Fund (i.e., management fees, incentive compensation, etc.) that could generally exceed the fee that Waverly would earn under its standard asset-based fee schedule referenced in Item 5 below, the recommendation that a client become a Fund investor presents a conflict of interest. No client is under any obligation to become a Fund investor. Given the conflict of interest, Waverly advises that clients consider seeking advice from independent professionals (i.e., attorney, accountant, adviser, etc.) of their choosing prior to becoming a Fund investor.

Adviser advises certain clients to invest in underlying funds which are advised or managed by affiliates of Adviser. With respect to certain clients, Adviser waives a portion of its fee with respect to an investment made in the underlying affiliated fund. Where Adviser has determined not to waive or rebate any such fees, the clients will be subject to an additional amount of fees as a result of an investment in an underlying affiliated fund. Regardless of the determination to waive or rebate any such fees, a client will pay its pro rata share of the expenses of any underlying affiliated fund in which the client invests. Please consult the governing documents or other relevant offering materials for more information.

UNAFFILIATED PRIVATE INVESTMENT FUNDS.

Waverly also provides investment advice regarding unaffiliated private investment funds ("Unaffiliated Funds"). Waverly, on a non-discretionary basis, may recommend that certain qualified clients consider an investment in Unaffiliated Funds, which are described (their terms, conditions, risks, conflicts and fees, including incentive compensation) in the applicable Unaffiliated Fund's offering documents. Our role relative to Unaffiliated Funds is limited to its initial and ongoing due diligence and investment monitoring services. If a client determines to become an Unaffiliated Funds investor, the amount of assets invested in such Unaffiliated Fund(s) shall be included as part of "assets under management" for purposes of our calculation of our Adviser Fee. Our Adviser Fee shall be in addition to the fees charged by any such Unaffiliated Fund(s).

Waverly's clients are under absolutely no obligation to consider or make an investment in any Unaffiliated Fund(s).
As an adviser to the Affiliated Private Investment Funds, Waverly provides investment advice to a private pooled vehicle that is invested according to each funds' governing documents. Investors in the Affiliated Private Investment Funds do not receive tailor investment advice related to their fund investment.

AFFILIATED EXCHANGE TRADED FUND.

Adviser is directly affiliated with the following exchange traded fund: GGM Macro Alignment ETF.

The GGM Macro Alignment ETF seeks long-term capital appreciation by dynamically shifting among the sector and style factors best suited for the prevailing macro-economic environment. The GGM Macro Alignment ETF is listed on the NYSE, trading under the symbol "GGM".

The GGM Macro Alignment ETF is registered as an investment company under the Investment Company Act of 1940. Adviser serves as the investment adviser to the GGM Macro Alignment ETF, with responsibility over investment selection, asset allocation, and asset management decisions (trading and overall portfolio allocation decisions). Adviser maintains a limited power of attorney to act on a discretionary basis when managing the GGM Macro Alignment ETF.

Please Note: Conflict of Interest. Adviser has an incentive and inherent conflict of interest to recommend and favor the GGM Macro Alignment ETF.

As consideration for Adviser's investment advisory services to the GGM Macro Alignment ETF, Adviser receives a fee ("***ETF Management Fee***"). Please refer to Item 5 of this Brochure for a description of our fees. Increases in the assets invested in the GGM Macro Alignment ETF will result in increases in the ETF Management Fee paid to Adviser.

Adviser provides certain administrative services to the GGM Macro Alignment ETF as necessary to fulfill our obligations as the GGM Macro Alignment ETF's investment adviser, which requires the allocation of resources (including Employees) to such tasks. Please refer to additional details provided in Item 10 and Item 11.
AFFILIATED TRUST COMPANIES.

Adviser is affiliated through direct ownership and/or common ownership with one or more state-chartered trust companies (each, a "***Trust Company***" and collectively, the "***Trust Companies***"). Adviser may in certain circumstances and at the client's request, service as an investment adviser to their trust or refer clients to a Trust Company (see Item 10 – Other Financial Industry Activities and Affiliations).

(2) Types of Securities/Investments

Waverly provides Investment Management Services in relation to diverse types of securities/assets, including traditional investments and alternative investments. Traditional investments typically include, equities, fixed income, and registered investment companies (i.e., mutual funds and ETFs). Alternative investments typically include private markets (i.e., private equity or real estate funds), closed-end funds, insurance, or derivatives (i.e., options).

(3) Financial Planning

Financial Planning is defined in the Code and Standards of the CFP® Board as a "collaborative process that helps maximize a Client's potential for meeting life goals through Financial Advice that integrates relevant elements of the Client's personal and financial circumstances" ("***Financial Planning***"). In other words, Financial Planning is a type of financial advice that requires certain collaboration and integration. Waverly provides Financial Planning only upon its receipt of a client's request to do so. Waverly may require its engagement to provide Financial Planning to be memorialized in a written financial planning agreement ("***Financial Planning Agreement***") that sets forth the terms of the engagement, including the specific scope of the services. Financial Planning may involve consultation, comprehensive or issue-based analysis or recommendations in various financial planning areas, including 1) financial position, 2) protection planning, 3) investment planning, 4) tax planning, 5) retirement planning, 6) estate planning. The scope of Financial Planning also extends to additional areas, including executive compensation, divorce planning or business planning.

Upon our engagement by a client to prepare a financial plan pursuant to a Financial Planning Agreement, Waverly will review the portion of the present financial situation of such client relevant to the engagement and, based on the stated objectives and needs of such client, provide a written report containing an analysis and recommendations. Neither Waverly, nor its investment adviser representatives, are responsible for undertaking the implementation of any recommendations made by Waverly to any client in connection with our Financial Planning services, unless engaged and expressly instructed to do so by such client. The Financial Planning services provided by Waverly are static, meaning that neither Waverly, nor its investment adviser representatives, are responsible for monitoring, making any updates to or supplementing any Financial Planning services after our delivery or presentation of the Financial Planning services, as the Financial Planning services are based solely upon data and information delivered to or obtained by Waverly in connection with our client's request for Financial Planning Services reasonably in advance of our development and completion of the originally requested Financial Planning services. If a client wishes for Financial Planning services previously delivered or presented by Waverly to be updated or supplemented, such client must make such request in writing and Waverly may require such engagement for an update or supplement to be memorialized in an additional Financial Planning Agreement.

<u>In the event that a prospective client does not wish to become an Investment Management Services or Advisement Services client of Waverly at the beginning of the relationship</u>, but wishes to receive (1) Financial Planning services, (2) financial advice that does not constitute Financial Planning and/or (3) consulting services (including investment and non-investment related matters, including estate planning, insurance planning, etc.), Waverly may determine to provide any such services on a stand-alone separate fee basis.

If requested by the client, Waverly may recommend the services of other professionals for implementation purposes, including our representatives in their individual capacities as certified public accountants. (***See*** disclosure and descriptions of **<u>conflicts of interest</u>** at Item 10 - Other Financial Industry Activities and Affiliations). The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from Waverly.

<u>Please Note:</u> If the client engages any such recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional. At all times, the engaged licensed professional[s] (i.e., attorney, accountant, insurance agent, etc.), and **<u>not</u>** Waverly, shall be responsible for the quality and competencyof the services provided. It remains the client's responsibility to promptly notify Waverly if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising our previous recommendations and/or services.

Waverly utilizes various software in connection with its analysis of financial planning relevant information and its provision of Financial Planning, including the subscription service of eMoney Advisor, LLC (an affiliate of Fidelity Investments).

(4) Financial Advice that is not Financial Planning

Financial advice relating to any area of a client's overall financial situation, that does not constitute Financial Planning, Investment Management Services or Advisement Services, falls within the scope of the Investment

Advisory Agreement between Waverly and any client (therefore, every client that receives Investment Management Services or Advisement Services pursuant to an Investment Advisory Agreement is entitled to receive such limited financial advice, upon request, without the need to sign a separate agreement for such financial advice). Such limited financial advice may include the review of Assets Of Record for the informational purpose of gaining a more comprehensive perspective of a client's financial situation. "***Assets Of Record***" or "***AOR***" means those securities, cash or cash equivalents, or other financial, investment or insurance instruments, or related contracts, in each case, of a client, other than Assets Under Management or Assets Under Advisement, which a client has expressly identified to Waverly. **Please Note**: **Waverly believes that it is important for each Investment Management Services or Advisement Services client of Waverly to raise any financial advice related issues of such client with Waverly on an ongoing basis and for Waverly to address the same. Except in extraordinary circumstances, as described in the preceding paragraph (6), our Adviser Fee, as set forth at Item 5- Fees and Compensation, will remain the same, whether or not the client raises any financial advice issues with Waverly.**

Not every communication from Waverly to any client constitutes Financial Advice. Waverly provides informational or educational information, including through videos, podcasts, webinars, newsletters, articles and general marketing, which does not constitute advice, recommendations or Financial Advice.

(5) Wealth Management Service

Waverly may make available to clients a subscription ("***Subscription***") to third-party web-based wealth management financial information services ("***Wealth Management Service***") that provides real-time, on-demand, interactive financial experiences through Client accessible portals ("***Wealth Management Portals***"). Currently, the third-parties providing the Wealth Management Service include eMoney Advisor, LLC (an affiliate of Fidelity Investments), Right Capital, Inc., Money Guide Pro, Quovo and ByAllAccounts, Inc. The Wealth Management Service may include Automatic Account Information Aggregation Service, Additional Manually Entered Information, Efficiencies, Reports, Collaboration, Online Vault and Mobile Access. The powerful interactive financial planning tools of the Wealth Management Service allow clients with a Subscription to access up-to-date information with respect to many of their financial investments and to generate multiple reports, some providing historical information and others projections. Clients that use the Wealth Management Service experience many benefits, including substantial savings of time from not needing to manually update lots of information and the simplification of understanding large quantities of interrelated data thanks to the logical arrangement and visually appealing presentation of such data in the form of reports. For example, the Wealth Management Service is able to create helpful projections of the long term value of Assets Under Management, Assets Under Advisement or Assets Of Record by applying assumptions with respect to inflation, earning rates and tax rates.

(6) Additional Services

Services other than Investment Management Services, Advisement Services, Financial Planning or Financial Advice, including business consulting relating to matters affecting any business of a client, require an additional agreement (which may be in the form of an exhibit to the Investment Advisory Agreement).

(7) Retirement Plan Consulting Services

Adviser offers retirement plan consulting services to various types of retirement plans, such as profit sharing plans, employee stock ownership plans, employer participant-directed retirement plans, employer trustee-directed plans. Collectively, Adviser considers these types of plans as a specific segment of clients and refers to these types of clients as "***Retirement Plan Clients***".

<u>Employer Trustee-Directed Plans.</u>

Waverly may be engaged to provide discretionary investment advisory services to ERISA retirement plans, whereby Waverly shall manage plan assets consistent with the investment objective designated by the Plan trustees. In such engagements, Waverly will serve as an investment fiduciary as that term is defined under The

Employee Retirement Income Security Act of 1974 ("***ERISA***"). Waverly will generally provide services on an "assets under management" fee basis per the terms and conditions of an Investment Advisory Agreement between the plan and Waverly.

Participant Directed Retirement Plans.

Waverly may also provide investment advisory and consulting services to participant directed retirement plans per the terms and conditions of a Retirement Plan Services Agreement between Waverly and the plan. For such engagements, Waverly shall assist the plan sponsor with the selection of an investment platform from which plan participants shall make their respective investment choices (which may include investment strategies devised and managed by Waverly), and, to the extent engaged to do so, may also provide corresponding education to assist the participants with their decision-making process.

Waverly gathers and review extensive information regarding each Waverly retirement plan client on an individualized basis, including the objectives and needs of each Waverly retirement plan client. Our retirement plan consulting services generally include plan feasibility, plan design, and/or plan review.

The scope of our retirement plan consulting services can be narrow or broad, depending on the terms of the specific engagement of Waverly pursuant to the applicable Investment Advisory Agreement for retirement plan consulting services. The following describes some of the services that Waverly is able to offer as part of its retirement plan consulting services.

- **Preparation of Investment Policy Statement ("IPS")**

  Waverly may meet with a Waverly retirement plan client to determine the relevant plan's investment needs and goals. If required by the Waverly retirement plan client, Waverly will then prepare a written IPS stating those needs and goals and encompassing a policy under which these goals are to be achieved. The IPS will also list the criteria for selection of the plan's investment options/vehicles and the procedures and timing interval for monitoring of investment performance.

- **Recommendation of Investment Options**

  Waverly will review various investments, consisting predominantly of mutual funds (both index and managed) to determine which of these investments are appropriate to implement the IPS of the Waverly retirement plan client. Upon the completion of our review process, Waverly will recommend to the Waverly retirement plan client a specific number and type of investment options for inclusion in the plan's investment options.

- **Monitoring of Investment Performance**

  A plan's investment options will be monitored periodically based on the procedures and timing intervals delineated in the IPS or as otherwise set forth by the Waverly retirement plan client. Waverly will supervise the plan portfolio and will make recommendations to the Waverly retirement plan client as market factors and the plan's needs dictate.

- **Plan Performance Reporting**

  In conjunction with our monitoring activities, Waverly may also provide periodic reports regarding the performance of a pension plan and its underlying investment options. Such reports may include analysis from both Waverly as well as outside parties engaged by Waverly to provide additional analysis in regard to such plans. Such outside parties would be engaged exclusively by Waverly and not by a Waverly retirement plan client.

- **Employee Communications**

For Waverly retirement plan clients whose plans offer plan participants the ability to self-direct their own investments, Waverly may also provide educational support and investment workshops designed for the plan participants. The nature of the topics to be covered will be determined by Waverly in conjunction with the Waverly retirement plan client under the appropriate ERISA guidelines. The educational support and investment workshops will not be designed so as to provide plan participants with individualized, tailored investment advice or individualized, tailored asset allocation recommendations.

- **Advice to Participants**

Unless separately engaged to do so by a plan participant, Waverly will not provide individualized advice to such plan participant, monitor a plan participant's situation or otherwise supervise or consult on the ongoing management of a participant's assets within the plan or otherwise. Upon a plan participant's separate engagement of Waverly as his or her investment adviser, Waverly will provide individualized advice to such plan participant per the terms of the applicable Financial Planning Agreement, Consulting Agreement, or Investment Advisory Agreement.

- **Co-Fiduciary Relationship**

For certain plans that are subject to the Employee Retirement Income Security Act of 1974 ("**ERISA**"), Waverly will act as a 'fiduciary' as defined in ERISA.

- **Plan Administration/Custody Services**

Waverly provides retirement plan administration services to retirement plan sponsors. Waverly has engaged American Trust Corporation ("***ATC***") to assist Waverly with its provision of suchplan administration services. Waverly compensates ATC for its services. There is no extra charge to the plan sponsor or its participants as a result of our engagement of ATC. In addition, Waverly recommends that its retirement plan clients consider engaging the custody services provided by Mid Atlantic Trust Company ***("MATC")***. Waverly recommends *MATC* because *MATC* is generally able to provide plan sponsors with lower cost custody services. *MATC* and ATC are affiliated entities. Neither Waverly, nor any of its employees,receive any economic consideration from either *MATC* or ATC.

(8) ERISA / IRC Fiduciary Acknowledgment

If a client is: (i) a retirement plan ("***Plan***") organized under ERISA; (ii) a participant or beneficiary of a Plan subject to Title I of ERISA or described in section 4975(e)(1)(A) of the Internal Revenue Code, with authority to direct the investment of assets in his or her Plan account or to take a distribution; (iii) the beneficial owner of an Individual Retirement Account ("***IRA***") acting on behalf of the IRA; or (iv) a Retail Fiduciary with respect to a plan subject to Title I of ERISA or described in section 4975(e)(1)(A) of the Internal Revenue Code: then Waverly represents that it and its representatives are fiduciaries under ERISA or the Internal Revenue Code, or both, with respect to any investment advice provided by Waverly or its representatives or with respect to any investment recommendations regarding an ERISA Plan or participant or beneficiary account.

(9) Retirement Plan Roll Overs – Fiduciary Status/Conflict of Interest/No Obligation

ERISA and/or the Internal Revenue Code, which are laws governing retirement accounts, have specific provisions dealing with, and requirements relating to, any investment adviser or investment adviser representative making recommendations to roll over assets from the retirement plan of an investor to an account managed by such investment adviser.

Fiduciary Status

Waverly represents that it and its investment adviser representatives are fiduciaries under ERISA and/or the

Internal Revenue Code, as applicable. As fiduciaries, Waverly and its investment adviser representatives adhere to the impartial conduct standards and are required, when making such roll over recommendations to a client, to act in the best interest of such client and not to put the interests of Waverly or our investment adviser representatives ahead of those of such client.

Under the fiduciary duty rule, as applicable within the realm of ERISA and/or the Internal Revenue Code, Waverly and our investment adviser representatives must also:

- meet a professional standard of care when making such roll over recommendations (give prudent advice);
- never put their financial interests ahead of that of any client receiving such roll over recommendations (give loyal advice);
- avoid misleading statements about conflicts of interest, fees, and investments;
- follow policies and procedures designed to ensure that they give advice that is in the best interest of such client receiving such roll over recommendations;
- charge no more than is reasonable for our services; and
- give our clients basic information about conflicts of interest.

Retirement Plan Options

Any prospective or existing client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options):

i) leave the money in the former employer's plan, if permitted,
ii) if the client is joining a new employer, roll over the assets to the new employer's plan, provided that one is available and roll overs are permitted,
iii) roll over to an Individual Retirement Account ("***IRA***"), or
iv) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences).

Waverly has developed an internal retirement plan roll over process requiring the performance of a detailed analysis and the completion and delivery of client-specific disclosure documentation before the transmission of any recommendation to roll over retirement plan assets, including in each case:

i) the investment options available in the retirement plan versus the investment options available in an IRA,
ii) fees and expenses in the plan versus the fees and expenses in an IRA,
iii) the services and responsiveness of the plan's investment professionals versus Waverly,
iv) the protection of assets from creditors and legal judgments,
v) required minimum distributions, beneficiary options, age considerations, and
vi) employer stock tax consequences, if any.

No prospective or existing client is under any obligation to roll over retirement plan assets to an account subject to the Investment Management Services of Waverly or to engage Waverly to provide Advisement Services with respect to any retirement plan assets.

Conflict of Interest

When an investment adviser or an investment adviser representative makes a recommendation to a client or prospective client that entails new or additional compensation to the investment adviser or the investment adviser representative, such investment adviser or investment adviser representative has an economic incentive to make such recommendation and this creates a conflict of interest (see **Please Note** below). In contrast, a recommendation that a client or prospective client leave such client's plan assets with such client's former employer or roll the assets to a plan sponsored by a new employer will generally result in no compensation to Waverly (unless clients engage Waverly to monitor and/or manage the account while maintained at his/her employer). Clients and prospects hereby are advised of the existence of a conflict of interest and a prohibited transaction in such situations and to evaluate whether the additional compensation payable to Waverly in consideration for our provision of services with respect to rolled over assets is appropriate and acceptable.

Specifically, in the context of a recommendation by Waverly or any of its investment adviser representatives to a prospective or existing client that such client or prospect roll over retirement plan assets of such client or prospect into an account subject to the Investment Management Services of Waverly, if Waverly earns an additional Adviser Fee with respect to the Investment Management Services applicable to any such rolled over assets, such recommendation creates a conflict of interest. A similar conflict of interest arises in connection with a recommendation by Waverly or any of its investment adviser representatives to a prospective or existing client that such client or prospect engage Waverly to provide Advisement Services (defined in Item 4(B)(3)) with respect to retirement plan assets or other assets, if Waverly earns an additional Adviser Fee for Advisement Services provided by Waverly with respect to such retirement plan assets or other assets. **Please Note**: If, prior to the time of a rollover recommendation by Waverly to any client, Waverly already provided Investment Management Services or Advisement Services with respect to such client's employer plan assets subject to a particular Adviser Fee and the fee payable by the client after the roll over will be the same particular Adviser Fee, regardless of custodian or the client's decision to process a rollover, the above economic incentive to recommend a rollover is moot.

(10) Investments in Mutual Funds (including Interval Funds)

Most mutual funds are available directly to the public. Thus, a prospective or existing client can invest in many of the mutual funds that are recommended and/or utilized by Waverly without the assistance of Waverly. Investments in mutual funds handled directly by a prospective or existing client are not Assets Under Management and, unless Waverly and such prospective or existing client expressly agree that such investments are Assets Under Advisement, those mutual fund investments handled directly by a prospective or existing client also will not be Assets Under Advisement. Only Assets Under Management and Assets Under Advisement are subject to our Investment Management Services and Advisement Services, respectively.

In addition to these publicly-available mutual funds, Assets Under Management may include (i) institutional level classes of mutual funds, which are not normally available to the retail consumer and generally only available through registered investment advisers, and (ii) other funds, including interval funds, which may only be available through certain advisers or custodians. Thus, if a client terminates our services, restrictions regarding transferability and/or additional purchases of, or reallocation among, certain funds or interval funds, may apply.

Institutional level classes of some mutual funds may charge lower internal expenses than similar retail classes of such funds.

(11) Advisors Intelligent Portfolios Program

When consistent with a client's investment objectives, Adviser may offer portfolio management services through Waverly Advisors Intelligent Portfolio Program (the "***Program***"), an automated investment program through which clients are invested in a range of investment strategies that Waverly has constructed and manages, each consisting of a portfolio of ETFs and a cash allocation. The client may instruct Waverly to exclude up to three ETFs from the client's portfolio.

The client's portfolio is held in a brokerage account opened by the client at Charles Schwab & Co., Inc. ("***CS&Co***"). Waverly uses the Institutional Intelligent Portfolios® platform ("***Platform***"), offered by Schwab Performance Technologies ("***SPT***"), a software provider to independent investment advisors and an affiliate of CS&Co, to operate the Program. Waverly is independent of and not owned by, affiliated with, or sponsored or supervised by SPT, CS&Co, or their affiliates (CS&Co, Charles Schwab Bank and their affiliates are collectively referred to as "***Schwab***"). Waverly, and not Schwab, is the client's investment adviser and primary point of contact with respect to the Program. As between Waverly and Schwab, Waverly is solely responsible, and Schwab is not responsible, for determining the appropriateness of the Program for the client, choosing a suitable investment strategy and portfolio for the client's investment needs and goals, and managing the client portfolio on an ongoing basis.

Waverly has contracted with SPT to provide Waverly with the Platform, which consists of technology and related trading and account management services for the Program. The Platform enables Waverly to make the Program available to clients online and includes a system that automates certain key parts of its investment process (the "***System***"). The System includes an online questionnaire that helps Waverly determine the client's investment objectives and risk tolerance and select an appropriate investment strategy and portfolio. Clients should note that Waverly recommends a portfolio through the System in response to the client's answers to the online questionnaire. The client may then indicate an interest in a portfolio that is one level less or more conservative or aggressive than the recommended portfolio, but Waverly then makes the final decision and selects a portfolio based on all the information it has about the client. The System also includes an automated investment engine through which Waverly manages the client's portfolio on an ongoing basis through automatic rebalancing and tax-loss harvesting (if the client is eligible and elects).

Waverly charges clients a fee for its services as described below under Item 5 – Fees and Compensation below. Waverly' fees are not set or supervised by Schwab. Clients do not pay brokerage commissions or any other fees to CS&Co. as part of the Program. Schwab does receive other revenues in connection with the Program, which are described in the "Compensation to Schwab Under the Program" section below. Waverly does not pay SPT fees for the Platform so long as it maintains $100 million in client assets in accounts at CS&Co. that are not enrolled in the Program. If Waverly does not meet this condition, then it must pay SPT an annual licensing fee of 0.10% of the value of our clients' assets in the Program. **This arrangement presents a conflict of interest, as it provides an incentive for Waverly to recommend that clients maintain their accounts at CS&Co**. Notwithstanding such conflict of interest, Waverly may generally recommends to certain clients that they maintain investment management accounts at CS&Co based on the considerations discussed in Item 4(B)(12) below, which mitigate but do not eliminate this conflict of interest.

Clients enrolled in the Program are limited in the universe of investment options available to them. For example, the investment options available are limited to ETFs, whereas Waverly recommends various other types of securities in its other services. The Program is designed to provide guidance and professional assistance to individuals who are beginning the process of accumulating wealth. Clients will have access to their accounts and a financial interface online but will also have the opportunity to confer with Waverly with respect to their account. The System will rebalance a client's account periodically by generating instructions to CS&Co to buy and sell shares of funds and depositing or withdrawing funds through the "Sweep Program", considering the asset allocation for the client's investment strategy. Rebalancing trade instructions can be generated by the System when (i) the percentage allocation of an asset class varies by a set parameter established by Waverly, (ii) Waverly decides to change asset allocation percentages for an investment strategy or (iii) Waverly decides to change a client's investment strategy, which could occur, for example, when a client makes changes to their investment profile or imposes or modifies restrictions on the management of their account.

Each investment strategy involves a cash allocation ("***Cash Allocation***") that will be held in a sweep program at Charles Schwab Bank (the "***Sweep Program***"). The Cash Allocation will be a minimum of 4% of an account's value to be held in cash, and may be higher, depending on the investment strategy chosen for a client. The Cash Allocation will be accomplished through enrollment in the Sweep Program, a program sponsored by CS&Co. By enrolling in the Program, clients consent to having the free credit balances in their brokerage accounts at CS&Co. swept into deposit accounts ("***Deposit Accounts***") at Charles Schwab Bank ("***Schwab Bank***") through the Sweep Program. Schwab Bank is an FDIC-insured depository institution that is a Schwab affiliate. The Sweep Program is a required feature of the Program. If the Deposit Account balances exceed the Cash Allocation for a client's investment strategy, the excess over the rebalancing parameter will be used to purchase securities as part of rebalancing. If clients request cash withdrawals from their accounts, this likely will require the sale of fund positions in their accounts to bring their Cash Allocation in line with the target allocation for their chosen investment strategy. If those clients have taxable accounts, those sales may generate capital gains (or losses) for tax purposes. In accordance with an agreement with CS&Co, Schwab Bank has agreed to pay an interest rate to depositors participating in the Sweep Program that will be determined by reference to an index.

Under the Program, Clients do not pay fees to SPT or brokerage commissions or other fees to CS&Co as part of the Program. Schwab does receive other revenues, including (i) the profit earned by Charles Schwab Bank, a

Schwab affiliate, on the allocation to the Schwab Intelligent Portfolios Sweep Program described in the Schwab Intelligent Portfolios Sweep Program Disclosure Statement (please see Item 5- Fees and Compensation a discussion of Sweep Account related issues, including that the interest paid on cash therein generally is substantially lower than the yield on a money market fund); (ii) investment advisory and/or administrative service fees (or unitary fees) received by Charles Schwab Investment Management, Inc., a Schwab affiliate, from Schwab ETFs™ Schwab Funds® and Laudus Funds® that Waverly selects to buy and hold in the client's brokerage account; (iii) fees received by Schwab from third-party ETFs that participate in the Schwab ETF OneSource™ program and mutual funds in the Schwab Mutual Fund Marketplace® (including certain Schwab Funds and Laudus Funds) in the client's brokerage account for services Schwab provides; and (iv) remuneration Schwab may receive from the market centers where it routes ETF trade orders for execution.

(12) Cash Sweep Accounts

Certain account custodians can require that cash proceeds from account transactions or new deposits be swept to and/or initially maintained in a specific custodian designated sweep account. The yield on the sweep account will generally be lower than those available for other money market accounts. When this occurs, to help mitigate the corresponding yield dispersion, Waverly may purchase, using a portion of the moneys in the Sweep Account, a higher yielding money market fund available on the custodian's platform, unless Waverly reasonably anticipates that it will utilize the cash proceeds in the reasonable short-term to purchase additional investments for the client's account. Exceptions and/or modifications can and will occur with respect to all or a portion of the cash balances for various reasons, including, but not limited to the amount of dispersion between the sweep account and a money market fund, an indication from the client of an imminent need for such cash, or the client has a demonstrable history of writing checks from the account. **Please Note**: The above does not apply to the cash component maintained within a Waverly actively managed investment strategy (the cash balances for which shall generally remain in the custodian designated cash sweep account), an indication from the client of a need for access to such cash, assets allocated to an unaffiliated investment manager, and cash balances maintained for fee billing purposes. **Please Also Note**: The client shall remain exclusively responsible for yield dispersion/cash balance decisions and corresponding transactions for cash balances maintained in any Waverly unmanaged accounts.

(13) Schwab Advisor Network®.

Waverly receives client referrals from Charles Schwab & Co., Inc. through our participation in the Schwab Advisor Network®. Our participation may raise potential conflicts of interest described below. ***Please See*** the disclosures at Items 12- Brokerage Practices and Item 14 - Client Referrals and Other Compensation.

(14) Non-Investment Consulting/Implementation Services.

To the extent requested by a client, Waverly may provide consulting services regarding non-investment-related matters, such as estate planning, tax planning, insurance, etc. Neither Waverly, nor any of its representatives, serves as an attorney and no portion of our services should be construed as same. To the extent requested by a client, Waverly may recommend the services of other professionals for certain non-investment implementation purposes (i.e., attorneys, accountants, insurance, etc.), including representatives of Waverly in their separate licensed capacities as discussed in Item 10(C) below. Clients are under no obligation to engage the services of any professional recommended by Waverly. Clients retain absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from Waverly.

(15) Multi-Family Office Services.

Adviser provides certain services tailored to multi-family office type clients. These multi-family office services include certain of the services described in this Item 4(B) and certain additional services designed to address various financial, investment, and administrative aspects of the affairs of multi-family office type clients and are offered as part of an integrated advisory relationship. The scope and availability of these multi-family office services may evolve over time and vary based on a particular client's needs and Adviser's capabilities.

- **Investment Planning, Oversight and Coordination Services**

  As part of its multi-family office services, Adviser may assist clients with long-term investment planning, portfolio oversight and coordination of investment strategies across multiple accounts, entities, or asset classes. These services are intended to complement Adviser's investment advisory services and are based on the client's stated objectives, risk tolerance, liquidity needs, and other relevant considerations.

  Adviser has a Family Office Investment Committee, which acts as a subcommittee to the Investment Committee. The Family Office Investment Committee meets periodically to review and make decisions with respect to various investment-related matters involving the Family Office client segment.

- **Tax Planning, Tax Advice, and Tax Return Preparation**

  As part of its multi-family office services, Adviser may assist clients with the coordination of tax-related matters. These services are intended to support the client's broader financial and investment objectives. Adviser is not licensed as a law firm or accounting firm and does not provide legal or tax advice or tax return preparation services. Multi-family office type clients are encouraged to consult with their independent tax and legal advisors. Clients have the option to engage our affiliate, Waverly Business Services, LLC, to obtain tax advice or tax return preparation services, but is under no obligation to engage the services of such affiliated entity. Clients retain absolute discretion over all implementation decisions and are free to accept or reject any recommendation from Adviser or any of its affiliates.

- **Business Advisory and Administrative Support**

  As part of its multi-family office services, for clients with closely held businesses, investment entities, or family-owned structures, Adviser may provide general business and financial advisory support. These services may include coordination with external professionals, assistance with financial organization, and high-level advisory input regarding entity operations or financial reporting. Such services are advisory in nature and do not include legal, tax, accounting, or valuation services.

- **Philanthropic and Charitable Advisory Services**

  Adviser may assist clients with charitable and philanthropic planning, including discussion and coordination of charitable giving strategies, donor-advised funds, private foundations, and alignment of philanthropic objectives with overall financial and estate planning considerations. Adviser does not provide legal, tax or valuation services related to charitable entities or gifts and may coordinate with the client's independent advisors as appropriate.

- **Scope of Services and Limitations**

  Multi-family office services are customized and may differ significantly among clients. Not all services described above will be provided to every multi-family office type client, and certain services may be subject to separate agreements, additional fees, or limitations. Adviser may coordinate with accountants, attorneys, trustees, and other professionals retained by the client; however, Adviser is separate, distinct and independent from each of them and does not assume responsibility for the services provided by such third-parties or any of their respective professionals. Please see Item 4(B)(13) above for some additional disclosures relevant to multi-family office services.

(16) Plan Administration/Custody Services.

Adviser provides retirement plan administration services to retirement plan sponsors. Adviser has engaged American Trust Corporation ("***ATC***") to assist Adviser with its provision of such plan administration services. Adviser shall compensate ATC for its services. There is no extra charge to the plan sponsor or its participants as the result of our engagement of ATC. In addition, Adviser recommends that its Retirement Plan Clients consider engaging the custody services provided by MATC. Adviser recommends MATC because MATC is generally able to provide plan sponsors with lower cost custody services. MATC and ATC are affiliated entities. Neither Adviser, nor any of its Employees, receive any economic consideration from either MATC or ATC.

4(C) Client Tailored Services and Client-Imposed Restrictions

Adviser tailors its advisory services to each client's specific needs, allocating client assets consistent with the client's designated investment objective(s) and risk tolerance and providing ongoing supervision to determine whether changes are necessary based on factors such as performance, manager tenure, style drift, account activity, or a material change in the client's objectives or circumstances.

Before engaging Adviser to provide investment advisory services, clients are required to enter into an Investment Advisory Agreement, Financial Planning Agreement, or Consulting Agreement with Adviser setting forth the terms and conditions of the engagement (including termination), describing the scope of the services to be provided, and the fee that is due from the client.

In making investment recommendations to clients, Adviser relies on data gathering documents or questionnaires completed by clients or completed by Adviser based on information provided by clients, as well as other documentation received from clients.

Clients may at any time impose reasonable restrictions, exceptions or other conditions, in writing, on how Adviser provides its services. Such restrictions may affect the composition and performance of custom portfolios, which may therefore differ from other portfolios with the same investment objective.

4(D) Wrap Fee Programs

Our investment advisory services do not involve the use of wrap fee programs.

4(E) Adviser’s Regulatory Assets Under Management (“***RAUM***”).

As of December 31, 2025, RAUM were:

RAUM (discretionary):	$ 25,221,716,945
RAUM (non-discretionary):	$ 4,650,355,171
Total RAUM:	$ 29,872,072,116

The asset values included above are as of December 31, 2025 (except for the sub-advised Managed Funds, the values of which are reported as of September 30, 2025 due to Fund of Funds financial reporting considerations).

Item 5 Fees and Compensation

5(A) Methods of Compensation and Fee Schedule

Non-Funds Related Assets Based Fees

Investment advisory fees compensate a range of services, including investment advice, portfolio management and financial advice (including Financial Planning), and can vary based on objective and subjective factors including the market value of the client's Assets Under Management or Assets Under Advisement, the type of investments involved, the office location of the servicing advisors, the complexity of the engagement, and the level or scope of services provided.

(1) Advisory Fee for Investment Management Services and Advisement Services

Our fee for ongoing Investment Management Services and Advisement Services to a particular client (“***Advisory***

Fee”) is calculated as follows. Relevant details relating to the calculation of Advisory Fee are set forth in a fee schedule exhibit to the applicable Investment Advisory Agreement (“***Fee Schedule***”).

(a) Percentage Based Advisory Fee

Certain new clients are billed an Advisory Fee, subject to any applicable annual minimum, which is calculated based on a flat percentage Fee Schedule or a declining marginal percentage Fee Schedule. The particular percentages in such Fee Schedules range from 0.25% to 1.5% of the total Assets Under Management (and, if applicable, Assets Under Advisement).

(i) Declining Marginal Percentages Advisory Fee

Certain new clients are billed an Advisory Fee, subject to any applicable annual minimum, calculated on a declining marginal percentage Fee Schedule with marginal percentages ranging from 0.25% to 1.5% of billable Assets per year. The quarterly Advisory Fee, payable in advance, equals the sum of each portion of the aggregate value of billable Assets falling within a marginal range (as of the last day of the preceding period) times one quarter of the corresponding marginal annual percentage. If an account's balances do not download electronically into our portfolio management application, the fee is instead calculated on the latest value stated on the last statement received or downloaded for such account.

(ii) Flat Percentage Advisory Fee

Certain clients are billed an Advisory Fee, subject to any applicable annual minimum, at a flat percentage ranging from 0.25% to 1.5% per year of Assets Under Management and, if applicable, Assets Under Advisement.

(iii) Additional Percentage Fee related to Certain Investment Strategies

Assets Under Management invested in certain investment strategies, currently limited to Waverly Equity Strategies and Options Overlay Strategies, are subject to (1) the Advisory Fee otherwise regularly applicable to Assets Under Management pursuant to the applicable Investment Advisory Agreement, plus (2) a 0.25% annual percentage rate.

(b) Negotiated Fixed Dollar Amount Advisory Fee

Certain clients are billed a fixed dollar amount Advisory Fee. The amount of the fixed dollar Advisory Fee is subject to negotiation and agreement between Adviser and each applicable client and may be adjusted periodically.

(c) Other Advisory Fee Types

Certain clients are billed an Advisory Fee combining two or more of the fee types described above (e.g., a fixed dollar amount plus a percentage-based fee on Assets Under Management and, if applicable, Assets Under Advisement).

(d) General Advisory Fee Related Terms

Generally, the Advisory Fee is deducted from one or more of the client's accounts by the qualified custodian upon Adviser's payment request and paid to Adviser in compliance with regulatory procedures, as expressly authorized in the Investment Advisory Agreement (and often in a separate client authorization to the custodian, which remains valid until revoked in writing). Each client can expect to receive from the custodian, at least quarterly, a statement indicating amounts disbursed, including any Advisory Fee. In certain situations, at our discretion, the Advisory Fee calculated with respect to Assets at one custodian may be deducted from Assets at another custodian; in limited circumstances at the client's request, Adviser will bill the client directly, with payment due promptly upon receipt of invoice.

Adviser deducts fees and/or bills clients periodically, in advance or in arrears, according to the signed Investment Advisory Agreement. Adviser generally does not bill or reimburse for intra-period additions or withdrawals but may do so in exceptional circumstances if expressly set forth in the agreement.

Retirement plans managed by Adviser are billed in arrears (based on the plan's average daily balance or on period-end assets) or in advance, depending on the applicable program.

Our annual Advisory Fee is generally payable quarterly, in advance or arrears per the signed Investment Advisory Agreement and generally is invoiced and deducted during the month following the most recently ended billing period, with each invoice uploaded to the client portal. If a custodian does not pay the Advisory Fee upon Adviser's request, the client must pay promptly upon receipt of a written invoice. The Investment Advisory Agreement continues until terminated upon written notice by either party in accordance with its terms. Clients incur a pro rata charge for services rendered prior to termination; if the Advisory Fee was paid in advance, the client receives a pro-rated refund for the unexpired portion of the billing period, paid as soon as reasonably possible (but not sooner than ten business days after receipt of the termination notice), and if paid in arrears, Adviser bills the pro-rated portion through the effective time of termination.

Private Investment Fund Fees

The advisory fees for the Affiliate Private Investment Funds are outlined in the respective private fund governing documents and are based on the reporting by the third-party manager of the underlying private investment fund. If Waverly references private investment funds owned by the client on any supplemental account reports prepared by Waverly, the value(s) for all private investment funds owned by the client reflects the most recent valuation provided by the fund sponsor. If the fund sponsor does not provide a post-purchase valuation, then the valuation reflects the initial purchase price (and/or a value as of a previous date) or the current value(s) (either the initial purchase price and/or the most recent valuation provided by the fund sponsor). If the valuation reflects the initial purchase price (and/or a value as of a previous date), then the current value(s) (to the extent ascertainable) could be significantly more or less than the original purchase price. The client's Adviser Fee shall be based upon such reflected fund value(s).
Employees of Adviser involved with the management of Funds meet periodically to conduct Funds valuation reviews.

GGM Macro Alignment ETF Fees and Expenses

The annual operation expenses for the GGM Macro Alignment ETF are as follows.

ETF Management Fees (paid to Waverly)	0.74%
Other ETF Fees and Expenses (paid to third parties)	0.14%
Total Annual Fund Operating Expenses	0.88%

Each shareholder of the GGM Macro Alignment ETF pays these expenses as a percentage of the value of such shareholder's investment therein.

The above annual operating expenses are paid monthly in arrears based on the average daily value of the ETF, and may be higher or lower than fees and expenses charged by other investment advisers or comparable ETFs.

(2) Financial Planning and Financial Advice Fees

Financial Planning provided pursuant to a Financial Planning Agreement sometimes is subject to a separate fee ("**Financial Planning Fee**") in addition to the regular Advisory Fee. The Financial Planning Fee is set by Adviser based on the size, scope and nature of the project, is determined before the engagement begins, and is stated in the Financial Planning Agreement. For transparency and CFP Board compliance, a Financial Planning Agreement may disclose the list fee for the services even if no

Financial Planning Fee is payable. List fees and Financial Planning Fees generally range from $500 to $50,000 on a fixed-fee basis, or $75 to $450 hourly, depending on the size, scope and nature of the services and the professionals rendering them.

Subject to the disclosures in Item 5(A)(5) below, the Financial Planning Fee is billed either in advance in full or 50% in advance and 50% upon completion; the engagement ends upon delivery of the services. If completion is delayed beyond 90 days because requested information has not been provided, Adviser may progress-bill for work performed. Upon termination, any refund required by the Financial Planning Agreement will be paid as soon as reasonably possible, in the amount Adviser determines is reasonable considering the time dedicated to the engagement through the termination date.

As described in Item 4(B)(6), stand-alone Financial Planning, financial advice or consulting fees for prospective clients who do not become advisory clients generally range from $500 to $50,000 fixed or $75 to $500 hourly and are negotiable.

Generally, the services provided by Adviser under the terms of the applicable Investment Advisory Agreement include ongoing financial advice and no fee is charged by Adviser for financial advice services. However, if Adviser determines, based on the applicable circumstances, that the financial advice services to be provided to a particular client are extraordinary, then Adviser may charge an additional fee, including a Financial Planning Fee or a consulting services fee, for the provision of such financial advice services.

Please Note: Adviser believes that it is important for each client receiving Investment Management Services or Advisement Services to raise any financial advice related issues of such client with Adviser on an ongoing basis and for Adviser to address the same. Except in extraordinary circumstances, as described above in Item 4(B)(6), our Advisory Fee will remain the same, whether or not the client raises any financial advice issues with Adviser.

(3) Fees for Retirement Plan Consulting Services

Fees for retirement plan consulting, investment advisory, fiduciary and participant education services generally are a percentage of plan assets (flat or declining marginal schedule), as set forth in the applicable retirement plan Investment Advisory Agreement, and are calculated and deducted in arrears or in advance on a monthly, quarterly or annual basis.

The annualized percentage for retirement plan consulting services for new clients ranges from 0.10% to 1.50%, subject to the annual minimums described below in Item 5. The percentages and minimums are negotiable, and in exceptional circumstances the fee may be a negotiated fixed dollar amount.

(4) Asset or Fee Minimums

Adviser does not require a minimum value of Assets Under Management, but, subject to the disclosures in Items 5(A)(5) and 5(A)(6) below, some clients are or may become subject to an annual minimum Advisory Fee generally ranging from $5,000 to $20,000 ($5,000 to $50,000 for 401(k) Plan clients), and in certain cases higher. Minimums may be waived or reduced by Adviser for diverse reasons; where waived or reduced, the Investment Advisory Agreement may exclude certain services (including Financial Planning) from scope, and some fee schedules include certain services at no additional cost once a minimum fee threshold is met.

Advisory Fee annual minimums or negotiated fixed dollar Advisory Fee amounts may cause the average Advisory Fee percentage applicable to billable Assets to exceed the upper limit of the Advisory Fee percentage ranges set forth in Item 5(A).

(5) Fee Differentials

Adviser prices its services in its discretion based on objective and subjective criteria, including anticipated earning capacity, existing and anticipated Assets, applicable minimums, related-client relationships, Asset composition, engagement complexity, anticipated services, Grandfathered Fee Schedules, status as an Employee, Supervised Person, promoter or family member thereof, professional relationships, courtesy accounts, competition, and negotiations. Assets may (but need not) be grouped by household for fee calculation. As a result, Adviser may charge one client differently than another in amount, calculation method, minimum, billing interval or cash-flow adjustments, or may waive its fee entirely as the Advisory Fee is negotiable. **Please Note**: Similarly situated clients could pay different Advisory Fees, and similar services may be available from other advisers at similar or lower fees.

(6) Grandfathered Fee Schedules

A Grandfathered Fee Schedule may be changed at the beginning of or during the relationship. As a result, clients (including former clients of Legacy Groups/Individuals) are subject to various fee schedules and arrangements that may be higher or lower than the ranges for new clients in Item 5(A), or subject to other conditions — for example, computed fully in arrears, on a non-quarterly basis, with or without minimums, or adjusted for cash flows. Any Grandfathered Fee Schedule applicable to a client is set forth in the applicable Investment Advisory Agreement.

Many clients are grandfathered under fee schedules or agreements that existed at the time of their engagement, including clients of investment advisory businesses Adviser acquires and advisers Adviser hires with pre-existing client relationships (“Legacy Groups/Individuals”). Such clients sometimes maintain their pre-existing fee schedules (“Grandfathered Fee Schedules”), subject to the fee minimum disclosure in Item 5(A)(4) above and a 1.5% maximum Advisory Fee limit generally applied by Adviser. Grandfathered Fee Schedules generally are not available to new clients, except that one (or a variation) may be offered to a new client related, by family or employer, to an existing client on that schedule.

(7) Margin

Adviser **does not** recommend the use of margin for investment purposes. If a client decides to invest any portion of margin loan proceeds in an account to be managed by Adviser (outside of a retirement plan account), Adviser will include the total market value of the assets (inclusive of margin assets) when computing its Advisory Fee. Because our Advisory Fee is based upon the total market value of the assets (inclusive of margin assets), our Advisory Fee is higher when margin loan proceeds are used in an account managed by Adviser. As a result, a conflict of interest arises since Adviser may have an economic disincentive to recommend that the client terminate the use of margin.

(8) Cash or Cash Equivalents

Adviser treats cash and cash equivalents (including money market funds, short-term ETFs, commercial paper, CDs, bankers' acceptances, U.S. Government securities and repurchase agreements) as an asset class, and all such positions, including accrued interest and dividends, are included in Assets Under Management for purposes of calculating the Advisory Fee. Cash may be placed in a sweep vehicle (money market funds or interest-bearing bank or brokerage accounts with FDIC or SIPC coverage, subject to limits); sweep yields depend on the custodian and are subject to change. Adviser may maintain cash positions for defensive, opportunistic, phased-entry, transaction-execution, withdrawal, fee-payment or asset-protection purposes; assets held in cash could miss market advances, and, depending on yields, the Advisory Fee could exceed the interest paid on cash.

(9) Pontera

Because of the expanded level of service when a platform such as Pontera is used, the fee for such service often is the same Advisory Fee as that payable for Investment Management Services. Adviser's ability to provide discretionary services with respect to specific Assets Under Advisement through such a platform depends on the custodian's agreement with the platform; absent (or upon termination of) such an agreement, Adviser can provide only non-discretionary Advisement Services with respect to those assets.

5(B) Deduction or other Form of Payment of Client Fees Charged

Refer above to Item 5(A)(1)(d).

5(C) Additional Client Fees Charged

(1) Fees of ETFs, Mutual Funds, Other Investment Vehicles and Custodians

The Advisory Fee is separate and distinct from the fees and expenses charged by ETFs, mutual funds, private funds, other investment vehicles, brokers, dealers or custodians, which are described in each fund's prospectus or offering materials or in the applicable custodian's agreements; clients are advised to read those materials carefully. Institutional Brokers/Custodians generally charge commissions, transaction-related or other fees for certain transactions, and all mutual fund and ETF purchases incur fund-level charges (e.g., management fees, other fund expenses and distribution fees).

A client could invest in ETFs or mutual funds directly, without Adviser's services and the associated fee; each client should review both fund-level fees and Adviser's fees to understand the total fees paid and evaluate the services provided. A client could be precluded from using certain investments or separate account managers not offered by such client's custodian.

Adviser does not share in any portion of fees and expenses charged to a client by ETFs, mutual funds, other investment vehicles, or brokers, dealers or custodians.

The types of securities for which commissions, transaction-related fees, and/or other type fees (as well as the amount of those fees) are charged differ depend upon the applicable of the Institutional Brokers/Custodians (certain Institutional Brokers/Custodians, including Charles Schwab and Company, Inc. ("***Schwab***"), Pershing Advisor Solutions, LLC *("**Pershing***"), Raymond James & Associates, Inc., member New York Stock Exchange/SIPC ("***Raymond James***"), and Fidelity Brokerage Services LLC and National Financial Services, LLC (collectively "***Fidelity***") do not currently charge fees on individual equity transactions, while others do). These commissions, fees or charges are in addition to our Advisory Fee described in Item 5 below. Adviser does not receive any portion of these commissions, fees or charges.

(2) Fees of Sub-Advisers/Independent Managers.

Adviser may allocate (or recommend allocating) a portion of a client's assets among third-party sub-advisers or investment managers consistent with the client's designated investment objective(s); the third party has day-to-day discretionary management of the allocated assets while Adviser continues to monitor and review performance, allocation and objectives. Adviser's fee for such assets ranges from 0.15% to 1.00% and is separate from, and in addition to, the third party's fee; clients should review the third party's ADV Part 2A for its services and fees.

Factors which Adviser shall consider in recommending third-party sub-advisers or investment managers include the client's designated investment objective(s), performance, reputation, financial strength, reporting, pricing, and research.

On occasion, in connection with the acquisition of another advisory firm, Adviser will use the firm being acquired as a sub-adviser, primarily to ensure continuity of advice and relationships during transition. In these situations the client pays no separate sub-advisory fee and the client's advisory fee is not higher than it would be without the sub-adviser.

5(D) External Compensation for the Sale of Securities to Clients

Adviser and our Representatives are compensated by Adviser solely with respect to the provision of investment advisory services. Neither Adviser, nor our Representatives, are paid any sales, service, or administrative fees or commissions or other transaction-related fees for the sale of any securities or any other investment products with respect to Assets Under Management.

Item 6 Performance-Based Fees and Side-by-Side Management

Performance-based fees introduce an economic incentive for investment advisers to manage Assets in a way that may not necessarily be in the best interest of clients and, therefore, create a conflict of interest. To minimize the existence of such economic incentive and conflict of interest, subject to the exceptions described in the following paragraph, neither Waverly, nor any of its investment adviser representatives, accept any performance-based fees in relation to any Assets.

Portfolio Managers for the BT Select Fund I, LP and certain client accounts may be paid amounts based upon the share of profits in the Funds. The existence of performance-based compensation can create an incentive for the Portfolio Managers or the Investment Manager to make riskier and more speculative investments than would otherwise be the case, in the absence of such performance-based compensation. The Portfolio Managers for the Funds can also manage certain accounts that are charged asset-based fees as discussed above. This inherently creates a conflict of interest because of the potential for higher compensation from accounts paying a performance-based fee. The potential for greater compensation creates an incentive to direct potentially better investments or to allocate favorable trades disproportionately to performance-based fee accounts. To address this conflict, Waverly typically allocates investment opportunities within each strategy based on an allocation policy designed to mitigate this potential conflict. Furthermore, Portfolio Managers are required, by the Code of Ethics and the fiduciary duty, to act in the best interest of all clients.

Item 7 Types of Clients

As described in Item 4(B)(1) above, Adviser provides investment advisory services to Separate Account Clients and Pooled Investment Clients.

Although Adviser provides investment advisory services to various types of clients, Investment Management Services are conditioned upon meeting certain minimum criteria established by Adviser for each of the investment programs it offers. For information on any minimum fees, minimum initial/ongoing account balances, or other conditions Adviser may impose, please refer to Item 5 – Fees and Compensation.

Each fund’s offering materials disclose the minimum investment that a fund will accept. The fund’s general partner, manager or investment adviser may, in its sole discretion, increase or decrease the minimum investment amount for any investor in a particular fund. Prior to investing in a fund, an investor must complete a subscription agreement containing representations needed to establish the investor’s eligibility to invest in the fund.

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

8(A) Methods of Analysis and Investment Strategies

(1) Methods of Analysis

Our investment committee, members of our investment department, and some of our Representatives are responsible for identifying and implementing the methods of analysis used by Adviser in formulating investment strategies and portfolios. In general, Adviser takes a structured, long-term approach to investing.

Adviser uses a variety of data sources for its economic, investment and market analysis, including financial publications, third-party economic and market research, rating services, annual reports, prospectuses and company press releases. No approach to investing guarantees success or positive returns; investing in securities involves risk of loss that clients should be prepared to bear.

In addition, Adviser performs qualitative research and reviews research material prepared by others, as well as corporate filings, corporate rating services, and a variety of financial publications. Adviser employs outside vendors or utilizes third-party software, as needed, to assist in formulating investment recommendations to clients.

Every method of analysis has its own inherent risks. To perform an accurate market analysis, the adviser must have access to current/new market information. Adviser has no control over the dissemination rate of market information; therefore, unbeknownst to the adviser, certain analyses may be compiled with outdated market information, severely limiting the value of our analysis. Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities.

Adviser employs the following methods of analysis. Each method of analysis below identifies certain related risks:

- **Charting / Technical / Historical**

The terms “charting” and “technical” and “historical” analysis are generally used synonymously and, therefore, for the purpose of this document, Adviser will use the term, “technical analysis.” In most cases, technical analysis involves the evaluation of historical market data, including price and volume statistics of a particular security or investment instrument, performance data or earnings data. Technical analysis often involves the use of charts, graphs, and other tools to evaluate historical factors relating to the investment instrument and perhaps the performance of the instrument relative to the market as a whole. The goal of technical analysis is to try to identify historical trading patterns that suggest future trading activity or price targets.

Key risk(s): Economic Risk, Financial Risk, Inflation Risk, Interest Rate Risk, Legal/Regulatory Risk, Market Risk, Operational Risk, and Strategy Risk.

- **Fundamental**

Fundamental analysis is generally considered the opposite approach to technical analysis. Fundamental analysis involves the attempt to identify the intrinsic value (i.e., the actual, true/real value) of an investment instrument by examining any related economic, financial, and other quantitative/qualitative factors relevant to that instrument. Fundamental analysis can take into account anything that may impact the underlying value of the instrument. For example, revenues, earnings, future growth, return on equity, profit margins, standard deviation, price to earnings and other data relating to a company’s underlying value and potential for growth. Other examples include large-scale economic issues, including the overall condition or current cycle of the economy, industry-specific or sector-specific conditions, etc. Fundamental analysis also can include company/issuer-specific factors, including the company’s/issuer’s current financial condition, management experience and capabilities, legal/regulatory matters or the overall type and volume of current and expected business.

One of the goals of fundamental analysis is to attempt to derive a value that can be compared to the current market price for a particular financial instrument in hopes of determining whether the instrument is overpriced (time to sell) or underpriced (time to buy).

Our primary investment strategies are fundamental investment strategies. However, every investment strategy has its own inherent risks and limitations. For example, longer term investment strategies require a longer investment time-period to allow for the strategy to potentially develop. Shorter term investment strategies require a shorter investmenttime period to potentially develop but, as a result of more frequent trading, may incurhigher transactional costs when compared to a longer-term investment strategy.

Key risk(s): Economic Risk, Financial Risk, Inflation Risk, and Interest Rate Risk.

- **Cyclical**

Cyclical analysis involves the evaluation of an investment instrument or perhaps its issuer for the purpose of identifying whether (and if so, to what extent) it/they may be impacted by fluctuations in the overall economic conditions throughout time. As an example, as unemployment levels rise, broad industries like housing or the automotive industries can be negatively impacted because consumers are less able to purchase things like homes and automobiles.

Key risk(s): Capital Risk, Economic Risk, Financial Risk, and Inflation Risk.

- **Individual Fixed Income Research**

There are diverse criteria that Adviser may consider in the context of fixed income investments, including regarding the maturity, quality, ability to call, discount/premium and taxation of individual fixed income investments it acquires for clients. Fixed instruments used by Adviser are reviewed for consistency with quality and maturity criteria. In determining credit quality of a fixed income issue, Adviser relies primarily on the ratings assigned to the issue by one or more ratings agencies, supplemented from time to time by such additional research as it deems necessary.

Key risk(s): Capital Risk, Economic Risk, Financial Risk, Inflation Risk, Interest Rate Risk, Market Risk.

(2) Investment Strategies

Adviser uses many different investment strategies with respect to Assets Under Management or Assets Under Advisement. Some of these investment strategies are centrally designed by our Investment Committee, while others are designed by particular investment advisors. Adviser also uses investment strategies that were used by Legacy Groups/Individuals. Generally, our diverse investment strategies are organized by investment objective and, within each investment objective, by investment approach. Below are three investment approaches by which investment strategies are further segmented.

- **Buy and Hold**: buy and hold long-term asset allocation strategies that seek returns through relatively static allocations to major assets, rebalancing overall asset allocations of each strategy from time to time, within applicable overall constraints, to take advantage of opportunities that Adviser identifies;
- **Active and Tactical**: active portfolio management-based strategies that tactically and proactively allocate assets, within defined constraints and a client's risk profile, to asset classes that are deemed attractive, relative to other asset classes, based upon cyclical trends and statistical analysis of the markets; or
- **Customized**: customized investment strategies designed to address specific investment objectives, or needs, including all stocks, all bonds or combinations of strategies in one or more of the strategies groups.

Our investment strategies rely on diverse methods of buying and selling securities comprising Assets Under Management. Below is a list of some of these methods, including their related risks.

- **Long-Term Purchases**

  Long-term purchases generally involve the acquisition of an investment instrument and holding it for a period of at least one year.

  Key risk(s): Capital Risk, Economic Risk, Financial Risk, Inflation Risk, Interest Rate Risk, Legal/Regulatory Risk, Liquidity Risk, Market Risk, Operational Risk, Strategy Risk.

- **Short-Term Purchases**

  Short-term purchases generally involve the acquisition of an investment instrument and holding it for a period of less than one year.

Key risk(s): Capital Risk, Economic Risk, Financial Risk, Higher Trading Costs, Interest Rate Risk, Legal/Regulatory Risk, Liquidity Risk, Market Risk, Operational Risk, Strategy Risk.

- **Trading**

Trading generally involves the acquisition of an investment instrument and holding it for a period of not more than thirty days.

Key risk(s): Capital Risk, Economic Risk, Financial Risk, Higher Trading Costs, Interest Rate Risk, Legal/Regulatory Risk, Liquidity Risk, Market Risk, Operational Risk, Strategy Risk.

- **Short Sales**

Selling short involves the sale of an investment instrument that clients do not own. In most cases, a short seller will have to go out and borrow or arrange for the borrowing of a particular investment instrument before selling short. When selling short, the seller is expecting the price of the underlying investment instrument to decline but if it does, the seller is able to sell the investment instrument(s) at the present day price (in effect at the time of entering into the shore sale) and the profit potential is the difference between the sale price of the borrowed shares and the cost of purchasing the borrowed shares in order to make good on the delivery of the investment instrument(s) to the party on the other side of the initial short sale.

Key risk(s): Capital Risk, Economic Risk, Financial Risk, Legal/Regulatory Risk, Liquidity Risk, Market Risk, Operational Risk, Strategy Risk.

- **Margin Trading**

Margin trading, or "trading on margin," as it is generally stated, involves the ability to purchase a dollar value of securities that is greater than the dollar value of funds that clients have available for the purchase. Essentially, trading on margin means that clients can borrow additional funds, generally from Adviser that holds the brokerage account of clients, to purchase investment instruments that exceed the amount with which clients have funded their account.

Key risk(s): Capital Risk, Economic Risk, Financial Risk, Interest Rate Risk, Legal/Regulatory Risk, Liquidity Risk, Market Risk, Operational Risk, Strategy Risk.

- **Option Writing** (including covered/uncovered options or spreading strategies)

Adviser will also employ the use of options trading in the event that such trading complements an investment strategy Adviser may be carrying out for a particular client. An option is the right either to buy or sell a specified amount or value of a particular underlying investment instrument at a fixed price (i.e., the "exercise price") by exercising the option before its specified expiration date. Options giving clients the right to buy are called "call" options. Options giving clients the right to sell are called "put" options. When trading options on behalf of a client, Adviser may use covered or uncovered options or various strategies, including spreads and straddles. Covered options involve options trading when clients own the underlying instrument on which the option is based. Uncovered options involve options trading when clients do not own the underlying instrument on which the option is based. Spread options are options whose values are derived from the difference in price of two different underlying assets or components.

Key risk(s): Capital Risk, Economic Risk, Financial Risk, Higher Trading Costs, Interest Rate Risk, Legal/Regulatory Risk, Liquidity Risk, Market Risk, Operational Risk, Strategy Risk.

- **Tax Loss Harvesting**

When appropriate to the needs of a client, Adviser will help such client determine which securities should be sold to minimize capital gains tax liability in the current year. Tax loss harvesting is typically used to realize losses to offset capital gains already realized.

Please Note: Investment Risk. Investing in securities involves risk of loss that clients should be prepared to bear. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by Adviser) will be profitable or equal any specific performance level(s).
Client Assets Under Management generally are allocated to one or more investment strategies within a single investment objective or across multiple objectives based on the client's investment objectives, risk tolerances, tax considerations, time horizons and stated needs.

Investment strategies are organized by investment objective across a risk spectrum: "**cash**", "**total income**" and "**conservative income**" objectives prioritize safety of principal and income (fixed income target allocations generally 90–100%); "**income**", "**moderate income**" and "**income and growth**" objectives blend fixed income and equities, tilted toward income (fixed income generally 60–80%); the "**balanced**" objective targets approximately 50% each equities and fixed income; "**growth and income**" and "**moderate growth**" objectives tilt toward capital appreciation (equities generally 60–70%); the "**growth**" objective emphasizes capital appreciation (equities generally 80%); "**aggressive growth**" and "**total growth**" objectives target maximum long-term appreciation (equities generally 90–100%); and **speculative strategies** involve high-risk investments with potential for substantial gains and significant losses. A client portfolio may consist of accounts allocated to different strategies within the same or different investment objectives. **Please Note**: When Adviser serves as investment adviser to an employer retirement plan, plan participants are not clients of Adviser, are solely responsible for directing their investments among the options the plan makes available and generally are not presented with investment objectives.

(3) Material Risks of Investment Instruments

There is no single type of investment instrument that Adviser predominantly recommends. All investments carry risk, including loss of principal and unrealized profits; an investment in a strategy is not a bank deposit and is not insured or guaranteed by the FDIC or any other government agency, and Adviser does not guarantee any level of performance. Clients must be willing to bear the risk of losing all or a portion of their investment. Below is a description of some of the risks to which an investor is exposed depending on portfolio holdings; it is not a complete list. Investors in private placements and private investment funds receive, and should carefully review in their entirety, the specific offering documents and risk disclosures applicable to those investments.

- **Equity Securities (Publicly-Traded) and Risks.**

U.S. equities (stocks of U.S. companies) provide long-term capital growth and serve as a long-term inflation hedge. International equities (stocks of non-U.S. companies) also provide long-term capital growth, serve as a long-term inflation hedge, diversify currency exposure, and increase overall portfolio diversification. Equities can be purchased directly or indirectly, including through the purchase of securities of a fund that includes investments in equities. Funds often allocate to equities based on specific parameters, including geographical region, market capitalization segment, specific industry or income vs growth.

Stocks of publicly-traded companies typically take the form of shares of either common stock or preferred stock. As a unit of ownership, common stock typically carries voting rights that can be exercised in corporate decisions. Preferred stock differs from common stock in that it typically does not carry voting rights but is legally entitled to receive a certain level of dividend payments before any dividends can be issued to other shareholders. An investor who buys stock is buying an ownership share of the company.

Investing in the stock of individual companies involves inherent risk. Common stock represents an equity (ownership) interest in a company and usually possesses voting rights and earns dividends. Dividends on common stock are not fixed but are declared at the discretion of the issuer. Common stock typically has the greatest appreciation and depreciation potential because increases and decreases in earnings are usually reflected in a company's stock price. The fundamental risk of investing in common and preferred stock is the risk that the value of the stock might decrease. Stock values fluctuate in response to the activities of an individual company and in response to general market and/or economic conditions. The major risks relate to the company's capitalization, quality of the company's management, quality and cost of the company's services, the company's ability to manage costs, efficiencies in the manufacturing or service delivery process, management of litigation risk, the company's ability to create shareholder value (i.e., increase the company's stock price), exposure to government taxation, domestic political risk, geopolitical risk, financial transparency risk and regulatory risk. International securities, in addition to the general risks of equity securities, have currency risk. The market value of all securities, including common and preferred stocks, is based on the market's perception of value and not necessarily the book value of an issuer or other objective measures of a company's worth. If clients invest in an equity strategy, they should be willing to accept the risks of the stock market and should consider an investment in the strategy only as a part of their overall investment portfolio.

- **Value Company Securities and Risks.**

Value investing carries the risk that the market will not recognize a security's intrinsic value for a long time or that a stock judged to be undervalued may actually be appropriately priced. The determination that a stock is undervalued is subjective; the market may not agree, and a stock's price may not rise to what we believe is its full value. If the market does not consider the stock to be undervalued, then the value of a strategy's holdings may decline, even if stock prices are broadly rising. The value of a strategy may also decrease in response to the activities and financial prospects of an individual company. A fund's principal market segment(s) – including large cap, mid cap or small cap stocks, or growth or value stocks – can underperform other market segments or the equity markets as a whole.

- **Growth Company Securities and Risks.**

An investment in growth stocks is susceptible to rapid price swings, especially during periods of economic uncertainty. Growth stocks typically have little or no dividend income to cushion the effect of adverse market conditions and may be particularly volatile in the event of earnings disappointments or other financial difficulties experienced by the issuer. Securities of growth companies can be more sensitive to the company's earnings and more volatile than the market in general. A fund's principal market segment(s) – including large cap, mid cap or small cap stocks, or growth or value stocks – can underperform other market segments or the equity markets as a whole.

- **Medium Capitalization Company Securities and Risks.**

Medium capitalization company stocks may involve greater risk and experience greater fluctuations in price than the stocks of large companies. Further, stocks of mid-sized companies could be more difficult to liquidate during market downturns compared to larger, more widely traded companies. Medium capitalization companies may have limited product lines or resources and may be dependent on a particular market niche. Additionally, securities of many medium capitalization companies are traded in the over-the-counter markets or on a regional securities exchange, potentially making them thinly traded and less liquid and their prices more volatile than the prices of the securities of larger companies. A fund's principal market segment(s) – including large cap, mid cap or small cap stocks, or growth or value stocks – can underperform other market segments or the equity markets as a whole.

- **Smaller Capitalization Company Securities and Risks.**

If a strategy invests in smaller companies, an investment in that strategy has the following additional risks:

  - Analysts and other investors typically follow these companies less actively, and therefore information about these companies is not always readily available;

- Securities of many smaller companies are traded in the over-the-counter markets or on a regional securities exchange, potentially making them thinly traded and less liquid and their prices more volatile than the prices of the securities of larger companies;
- Changes in the value of smaller company stocks may not mirror the fluctuation of the general market; and
- More limited product lines, markets and financial resources make these companies more susceptible to economic or market setbacks.
- Investments in smaller companies can involve greater risk and price volatility than investments in larger, more mature companies.
- A fund's principal market segment(s) – including large cap, mid cap or small cap stocks, or growth or value stocks – can underperform other market segments or the equity markets as a whole.

- **Micro-Cap Company Securities and Risks.**

  The prices of micro-cap company securities are typically more volatile, and their markets are less liquid relative to larger market capitalization securities. Therefore, strategies investing in micro-cap company securities involve considerably more risk of loss, and their returns may differ significantly from strategies investing in larger capitalization companies or other asset classes.

- **Mutual Funds (Open-End) and Risks.**

  A mutual fund is a company that brings together money from many people and invests it in stocks, bonds or other assets. The combined holdings of stocks, bonds or other assets the fund owns are known as its portfolio. Each investor in the fund owns shares, which represent a part of these holdings.

  Historically, investors have diversified their portfolios by including several core asset classes, including equities, bonds and publicly-traded real estate, often further diversifying within these asset classes. For instance, the equity portion of a portfolio might include domestic, international, small-cap and large-cap stocks, diversified across many sectors and industries.

  Investing in mutual funds carries inherent risk. The major risks of investing in a mutual fund include the quality and experience of the portfolio management team and its ability to create fund value by investing in securities that have positive growth, the amount of individual company diversification, the type and amount of industry diversification, and the type and amount of sector diversification within specific industries. In addition, mutual funds tend to be tax inefficient and therefore investors may pay capital gains taxes on fund investments while not having yet sold the fund.

  Most mutual funds and ETFs are available directly to the public. Thus, a prospective client can obtain many of the mutual funds and/or ETFs that may be recommended and/or utilized by Adviser independent of engaging Adviser as an investment adviser. However, if a prospective client determines to do so, such client will not receive our initial and ongoing investment advisory services. All mutual fund and exchange traded fund fees are separate from, and in addition to, the Advisory Fee as described at Item 5- Fees and Compensation. **Please Note: Use of DFA Mutual Funds**: The mutual funds sponsored by Dimensional Fund Advisors ("***DFA***") are generally only available through registered investment advisers approved by DFA. Thus, if a client with DFA holdings terminates our services, and transitions to another adviser who has not been approved by DFA to utilize DFA funds, restrictions regarding additional purchases of, or reallocation among other DFA funds, will generally apply.

- **Closed-End Funds and Risks.**

  A closed-end fund is a collective investment model based on issuing a fixed number of shares which are not redeemable from the fund. Unlike open-end funds, new shares in a closed-end fund are not created by managers to meet demand from investors. Instead, the shares can be purchased and sold only on the securities exchange where it maintains a listing. In the United States, closed-end funds sold publicly must be registered under both the Securities Act of 1933 and the Investment Company Act of 1940. The major risks of a closed-end fund relate to general market risk, the underlying securities in the fund portfolio, future expectations of the performance of those underlying securities, the degree to which leverage is utilized, quality of the issuer's management, the issuer's ability to meet its contractual and operating obligations, and the overall credit risk of the issuer.

- **Interval Funds and Risks.**

An interval fund is a non-traditional type of closed-end mutual fund that periodically offers to buy back a percentage of outstanding shares from shareholders. That is, the fund periodically offers to buy back a stated portion of its shares from shareholders. Shareholders are not required to accept these offers and sell their shares back to the fund. Legally, interval funds are classified as closed-end funds, but they are very different from traditional closed-end funds in that their shares typically do not trade on the secondary market. Instead, their shares are subject to periodic repurchase offers by the fund at a price based on net asset value. The periodic repurchases allow the fund to better manage the cash distributions needed while investing in alternative asset classes that are less liquid or may not trade actively in secondary markets.

Investments in interval funds involve additional risk, including lack of liquidity and restrictions on withdrawals. During any time periods outside of the specified repurchase offer window(s), generally every three, six, or twelve months, as disclosed in the fund's prospectus and annual report, investors will be unable to sell their shares of the interval fund. There is no assurance that an investor will be able to tender shares when or in the amount desired. There can also be situations where an interval fund has a limited amount of capacity to repurchase shares and may not be able to fulfill all purchase orders. In addition, the eventual sale price for the interval fund could be less than the interval fund value on the date that the sale was requested. While an interval fund periodically offers to repurchase a portion of its securities, there is no guarantee that investors may sell their shares at any given time or in the desired amount. As interval funds can expose investors to liquidity risk, investors should consider interval fund shares to be a semi-liquid or illiquid investment. Typically, the interval funds are not listed on any securities exchange and are not publicly traded. Thus, there is no secondary market for the fund's shares. Because these types of investments involve certain additional risk, these funds will only be utilized when consistent with a client's investment objectives, individual situation, suitability, tolerance for risk, investment horizon, and liquidity needs. There can be no assurance that an interval fund investment will prove profitable or successful. In light of these enhanced risks, clients may receive additional disclosures and/or affirmative or negative consent communications relating to the use of interval funds in the strategies applicable to any or all of such clients' accounts.

- **Exchange-Traded Funds ("ETFs") and Risks.**

ETFs are SEC-registered investment companies that offer investors a way to pool their money in a fund that invests in stocks, bonds, or other assets. In return, investors receive an interest in the fund. Most ETFs are professionally managed by SEC-registered investment advisers. Some ETFs are passively-managed funds that seek to achieve the same return as a particular market index (often called index funds), while others are actively-managed funds that buy or sell investments consistent with a stated investment objective.

Investments in ETFs, which may, in turn, invest in bonds and other financial vehicles, involve substantially the same risks as investing directly in the instruments held by these entities. By investing in an ETF, the strategy becomes a shareholder of that fund. As a result, investors in a strategy that invests in ETFs are indirectly subject to the fees and expenses of the individual ETFs.
ETFs are not mutual funds. There are various differences, including that open-end mutual funds can only be purchased or redeemed at the end of each trading day at their net asset value (NAV) per share, whereas ETFs are listed on national stock exchanges and are traded like stocks at market prices. Therefore, (1) the strategy may acquire ETF shares at a discount or premium to their NAV, and (2) the strategy may incur greater expenses since ETFs are subject to brokerage and other trading costs. Since the value of ETF shares depends on the demand in the market, Adviser may not be able to liquidate the holdings at the most optimal time, adversely affecting performance.

ETFs, depending on the underlying portfolio and its size, can have wide price (bid-ask) spreads, thus diluting or negating any upward price movement of the ETF or enhancing any downward price movement. Also, ETFs require more frequent portfolio reporting by regulators and are thereby more susceptible to actions by hedge funds that could have a negative impact on the price of the ETF. Certain ETFs employ leverage (i.e., margin), which creates additional volatility and price risk depending on the amount of leverage utilized, the collateral, and the liquidity of the supporting collateral. Further, the use of leverage generally results in additional interest costs to the ETF. Volatility and liquidity risk can severely and negatively impact the price of the ETF's underlying portfolio securities, thereby causing significant price fluctuations of the ETF.

- **Fixed Income Instruments (Corporate or Governmental Debt Instruments, Commercial Paper, Certificates of Deposit) and Risks.**

Fixed income securities are bonds, notes, warrants, certificates of participation or other obligations that represent loans made by investors (bond owners) to borrowers (typically corporate or governmental) that specify the details of the loans, including the end date when the principal of the loans is due to be paid to investors and usually the terms for variable or fixed interest payments made by the borrower. Fixed income securities are used by companies, municipalities, states, and sovereign governments to finance projects and operations. Owners of fixed income securities are debtholders, or creditors, of the issuer. Investors who buy a corporate bond are lending money to the issuers. Corporate bonds are fixed income securities issued by a company. Fixed income securities add stability and income to portfolios while providing limited protection against extreme economic environments, including a depression or uncontrolled inflation. Fixed income securities, including taxable and tax-exempt bonds, carry different risks than those of equity securities described above. These risks include:

  - The company's or the government's ability to retire its debt at maturity.
  - The coupon interest rate promised to bondholders.
  - Legal constraints and changes.
  - Jurisdictional risk (U.S or foreign).
  - Call and extension risk.
  - Currency risk.
  - Changes in Interest Rate. The value of an investment in a fixed income strategy changes in response to changes in interest rates. An increase in interest rates typically causes a fall in the value of the debt securities in which the strategy invests. The longer the duration/maturity of a debt security, the more its value typically falls in response to an increase in interest rates.
  - Credit Rating. The value of an investment in a fixed income strategy typically changes in response to the credit ratings of the strategy's portfolio of debt securities. The degree of risk for a particular security may be reflected in its credit rating. Typically, investment risk and price volatility increase as a security's credit rating declines. The financial condition of an issuer of a debt security held by a strategy can cause it to default or become unable to pay interest or principal due on the security. A strategy cannot collect interest and principal payments on a debt security if the issuer defaults.
  - Liquidity Risk. Certain fixed income securities held by a strategy are difficult (or impossible) to sell at the time and at the price the portfolio manager would like. As a result, a strategy may have to hold these securities longer than it would like and forego other investment opportunities. There is the possibility that a strategy would lose money or be prevented from realizing capital gains if it cannot sell a security at a particular time and price.
  - Foreign bonds have liquidity and currency risk.

With respect to certificates of deposit, depending on the length of maturity, there can be prepayment penalties if the client needs to convert the certificate of deposit to cash prior to maturity.

- **Creditor vs Shareholder Rights and Risks.**

Different classes of securities have different rights as a creditor if the issuer files for bankruptcy or reorganization. For example, bondholders' rights generally are more favorable than shareholders' rights in a bankruptcy or reorganization.

- **US Government Securities and Risks.**

U.S. government (federal) fixed income securities include bonds issued by the U.S. Treasury and by U.S. government agencies and instrumentalities. Although U.S. Government securities are considered to be among the safest investments, they are not guaranteed against price movements due to changing interest rates. Some obligations issued or guaranteed by U.S. Government agencies and instrumentalities, including, solely as an example, Ginnie Mae pass-through certificates, are supported by the full faith and credit of the U.S. Treasury. Other obligations issued by or guaranteed by federal agencies, including those securities issued by Fannie Mae, are supported by the discretionary authority of the U.S. Government to purchase certain obligations of the federal agency, while other obligations issued by or guaranteed by federal agencies, including those of the Federal Home Loan Banks, are supported by the right of the issuer to borrow from the U.S. Treasury. While the U.S. Government provides financial support to such U.S. Government-sponsored federal agencies, no assurance can be given that the U.S. Government will always do so, since the U.S. Government is not so obligated by law. The primary risk for these securities is interest risk and inflation risk.

- **Municipal Securities and Risks.**

Municipal bonds are fixed income securities issued by a state or local government or their agencies or authorities (including cities, towns, villages, counties or special districts or authorities). A prime feature of most municipal securities is that interest or other investment earnings on them are generally excluded from gross income of the bondholder for federal income tax purposes. However, interest on municipal obligations may not be exempt from the federal alternative minimum tax and may also be taxable in individual states other than the state in which both the investor and municipal issuer are domiciled. Municipal securities involve different risks than those of corporate, US government or other debt securities. Municipal securities risk generally depends on the financial status and credit quality of the issuer. Changes in a municipality's financial condition could cause the issuer to fail to make interest and principal payments when due. A period in which a municipality experiences lower tax revenues, an inability to raise additional tax revenue or other revenue (in the event the bonds are revenue bonds) to pay interest on its debt and to retire its debt at maturity, decreased funding from state and local governments or a sustained economic downturn may increase the risk of a credit downgrade or default. Municipal securities also are subject to inflation risk - when a bond has a fixed coupon rate, an increase in the rate of inflation decreases the inflation-adjusted return. If such events were to occur, the value of the municipal security could decrease or be lost entirely, and it may be difficult or impossible to sell such municipal security at the time and the price that normally prevails in the market.

- **Warrants and Rights and Risks.**

Warrants are securities, typically issued with preferred stock or bonds, which give the holder the right to purchase a given number of shares of common stock at a specified price and time. The price of the warrant usually represents a premium over the applicable market value of the common stock at the time of the warrant's issuance. Warrants have no voting rights with respect to the common stock, receive no dividends, and have no rights with respect to the assets of the issuer.

Investments in warrants and rights involve certain risks, including the possible lack of a liquid market for the resale of the warrants and rights, potential price fluctuations due to adverse market conditions or other factors, and failure of the price of the common stock to rise. If the warrant is not exercised within the specified time period, it becomes valueless.

- **Alternative Investments and Risks.**

Alternative Investments include many different types of investments. Some are liquid; others are semi-liquid or illiquid. Alternative investments are capable of adding meaningful diversification to a portfolio of traditional investments, potentially (i) reducing overall portfolio risk through low (or lower) correlation and (ii) providing limited protection from unexpected inflation, while (iii) enhancing long-term returns.

Liquid alternative investments (those that can be bought or sold daily) include long-short equity funds, nontraditional bond funds, market neutral funds, managed futures funds, multi-alternative funds, tactical trading/macro funds or relative value funds (actively managed investment funds that seek to exploit temporary differences in the prices of related securities). Adviser defines **semi-liquid alternative investments** as those that cannot be sold daily but can be sold within two full calendar quarters of a redemption request (subject to fund-specific subscription and redemption limitations). Adviser defines **illiquid alternative investments** as those that cannot be sold within two calendar quarters of a redemption request (subject to fund-specific subscription and redemption limitations), including because of the lack of a redemption mechanism, the existence of lock-ups, or redemption periods that exceed two full quarters from a redemption request (including annual redemption periods), etc.). Illiquid Investments include Qualified Opportunity Zone Funds. Certain illiquid or semi-liquid alternative investments may permit partial redemptions within two full calendar quarters of a redemption request (subject to fund specific redemption limitations), but subject to early redemption penalties or other materially adverse consequences that create a material disincentive to redeeming within the two quarter semi-liquid redemption period.

Some liquid alternative investments are offered as mutual funds or ETFs. Mutual funds that invest in alternative asset classes (sometimes called alt funds or liquid alts) are not typical mutual funds. They are publicly-offered, SEC-registered mutual funds, but hold non-traditional investments or use complex investment and trading strategies. Alternative mutual funds often have similar investments and strategies to those of private placements (including private investment funds or hedge funds). However, alternative mutual funds differ from private placements (including private investment funds or hedge funds), in several important ways:

- **Regulatory safeguards:** Because they are mutual funds, alternative mutual funds are regulated under the Investment Company Act of 1940, which provides certain safeguards. These protections include limits on illiquid investments, restrictions on borrowings and debt, and the requirement to allow investors to sell their shares at any time. Private placement investments (including private investment funds and hedge funds) are not required to follow these regulations, and therefore may pursue non-traditional strategies and investments without the same regulatory safeguards.
- **Open to the public:** Any investor may purchase shares of alternative mutual funds. In contrast, private placement investments (including private investment funds and hedge funds) can only be made by “accredited investors” or “qualified purchasers” who are required to have a minimum level of income or assets. This is designed to limit investors in private placement investments (including private investment funds and hedge funds) to those who are financially sophisticated and generally can bear the risks of investing in funds that are not subject to the regulatory safeguards.
- **Potentially Lower Fees:** Investors in alternative mutual funds generally pay lower fees than investors in private placement investments (including private investment funds and hedge funds). Many alternative mutual funds have an annual fee equal to two percent or less of the fund’s assets. In contrast, investors in private placement investments (including private investment funds and hedge funds) generally pay advisory fees at a similar level plus a percentage of any profits earned. For example, one fee structure is the so-called 2/20, meaning an advisory fee which is generally equal to 2 percent of the fund’s assets plus a 20 percent fee of any profits earned.

Alternative asset classes may have risk and return characteristics that embody a hybrid of equity and fixed income characteristics. Certain alternative investments (generally those that are not both registered and publicly-traded) are only intended for experienced and sophisticated investors who are willing to bear the potentially high economic risks of the investment and who carefully review and consider potential risks in connection with such investments. Such alternative investments may be subject to multiple risks, including: loss of all or a substantial portion of the investment due to leveraging, short-selling, or other speculative practices; lack of liquidity, in that there may be no secondary market for the fund and none expected to develop; volatility of returns; restrictions on transferring interests in the alternative investment, including only permitting withdrawals on a limited periodic basis upon significant written notice and restricting withdrawals through different mechanisms; potential lack of diversification and resulting higher risk due to concentration when a single investment adviser is utilized; complex valuation; credit risk (including borrower default, restructuring, enforcement risk); absence of information regarding valuations and pricing; complex tax structures, delays in tax reporting and other tax risks; less regulation and higher fees than mutual funds; adviser risk and indemnities, “clawbacks” or other restrictions that may require the return of capital previously distributed to any client or the payment of additional capital. Such alternative investments may also have higher fees (including multiple layers of fees) compared to other types of investments and may charge an asset-based fee as well as incentive fees based on net profits which may create an incentive for a manager to make investments which are riskier or more speculative than those which might have been made in the absence of such an incentive. Such alternative investments may not be limited in the markets in which they may invest, either by location or type, including large capitalization, small capitalization or non-U.S. markets. Also, individual funds will have specific risks related to their investment programs that vary from fund to fund. For more details on these and other features and risks, prospective or existing clients should carefully read the documentation (including risk disclosures) relating to any such alternative investment. Investors in such alternative investments typically hold “interests” of the alternative investments (as opposed to a share of corporate stock) and may be technically partners in the alternative investments.

Some alternative investments are structured to qualify for partnership tax treatment. Partnerships do not pay U.S. federal income tax at the partnership level. Rather, each partner of a partnership, in computing its U.S. federal income tax liability, must include its allocable share of the partnership’s income, gains, losses, deductions, expenses and credits. A change in current tax law, or a change in the business of a given alternative investment, could result in an alternative investment being treated as a corporation for U.S. federal income tax purposes, which would result in such alternative investment being required to pay U.S. federal income tax on its taxable income. The classification of such an alternative investment as a corporation for U.S. federal income tax purposes would have the effect of reducing the amount of cash available for distribution by the alternative investment and could cause any such distributions received by an investor to be taxed as dividend income. Where an otherwise tax-exempt account (including an IRA, qualified retirement plan, charitable organization, or other tax exempt or deferred account) is invested in a pass-through entity, the income from such entity may be subject to taxation, and additional tax filings may be required. Further, the tax advantages associated with these investments are generally not realized when held in a tax-deferred or tax-exempt account. Any question by any prospective or existing client about the tax aspects of investing in any such alternative investments, including how an investment in alternative investments may affect the tax return of such prospective or existing client or regarding federal, state, and local income tax implications of the investments of such prospective or existing client, shall be directed by such prospective or existing client to such prospective or existing client’s respective tax advisor. Investors in such alternative investments will generally receive a Schedule K-1 for each such alternative investment. Investors will need to file each Schedule K-1 with their federal tax return. Also, investors in such alternative investments may be required to file state income tax returns in states where such alternative investments operate. Investments in these funds should be avoided where an investor has a short-term investing horizon and/or cannot bear the loss of some, or all, of the investment.

- **Derivatives Risk**

Derivatives are financial instruments that have a value which depends on, or is derived from, a reference asset, including one or more underlying securities, pools of securities, options, futures, indexes or currencies. Derivatives may result in investment exposures that are greater than their cost would suggest; in other words, a small investment in a derivative may have a large impact on a strategy’s performance. The successful use of derivatives typically depends on the manager’s ability to predict market movements.

A strategy may use derivatives in various ways. It may use derivatives as a substitute for taking a position in the reference asset or to gain exposure to certain asset classes; under such circumstances, the derivatives may have economic characteristics similar to those of the reference asset, and a strategy’s investment in the derivatives may be applied toward meeting a requirement to invest a certain percentage of its net assets in instruments with such characteristics. A strategy may use derivatives to hedge (or reduce) its exposure to a portfolio asset or risk. A strategy may use derivatives for leverage or to manage cash.

- Derivatives are subject to a number of risks described elsewhere in this section, including liquidity risk, interest rate risk, credit risk and general market risks. A strategy's use of derivatives may entail risks greater than, or possibly different from, such risks and other principal risks to which a strategy is exposed, as described below. Certain of the different risks to which a strategy might be exposed due to its use of derivatives include the following:

- Counterparty risk is the risk that the other party to the derivative contract will fail to make required payments or otherwise to comply with the terms of the contract. In the event that the counterparty to such a derivative instrument becomes insolvent, a strategy potentially could lose all or a large portion of its investment in the derivative instrument.

- Hedging risk is the risk that derivative instruments used to hedge against an opposite position may offset losses, but they also may offset gains.

- Correlation risk is the risk that derivative instruments may be mispriced or improperly valued and that changes in the value of the derivatives may not correlate perfectly with the underlying asset or security.

- Volatility risk is the risk that because a strategy may use some derivatives that involve economic leverage, this economic leverage will increase the volatility of the derivative instruments, as they may increase or decrease in value more quickly than the underlying currency, security, interest rate or other economic variable.

- Credit derivatives risk is the risk associated with the use of derivatives, which is a highly specialized activity that involves strategies and risks different from those with ordinary portfolio security transactions. If the portfolio manager is incorrect in its forecast of default risks, market spreads or other applicable factors, a strategy's investment performance would diminish compared with what it would have been if these techniques were not used. Moreover, even if the portfolio manager is correct in its forecast, there is a risk that a credit derivative position may correlate imperfectly with the price of the asset or liability being hedged. A strategy's risk of loss in a credit derivative transaction varies with the form of the transaction.

- Segregation risk is the risk associated with any requirement, which may be imposed on a strategy, to segregate assets or enter into offsetting positions in connection with investments in derivatives. Such segregation will not limit a strategy's exposure to loss, and the strategy may incur investment risk with respect to the segregated assets to the extent that, aside from the applicable segregation requirement, the strategy would sell the segregated assets.

- **Private Placements (including Private Equity, Venture Capital or Private Investment Funds) Risk**

Under the Securities Act of 1933, any offer to sell securities must either be registered with the SEC or meet an exemption. Issuers and broker-dealers most commonly conduct private placements under Regulation D of the Securities Act of 1933 (Rules 504, 505 or 506), but there also are other exemptions than those allowed by Reg D. A security offering exempt from registration with the SEC is sometimes referred to as a private placement or an unregistered offering.

Private and public companies engage in private placements to raise funds from investors. Hedge funds and other private investment funds also engage in private placements.

No public or other market to buy or sell such private placement securities is available or may ever develop in the future. Private placements, including private equity, venture capital or private investment funds, including investments in managers, secondary transactions, and co-investments, are often speculative, highly illiquid, lack transparency, lack daily pricing, involve a high degree of risk and have high fees and expenses that could reduce returns. Therefore, they are intended for long-term investors who can accept such risks. Also, restrictions on transferring interests in private placements may exist, meaning that selling out of investments may be difficult, if not impossible, and that prospective or existing investors should be prepared to retain their investments in the fund until the fund liquidates. Private placements may borrow money or use leverage for a variety of purposes, which involves a high degree of risk including the risk that losses may be substantial. Lastly, the possibility of partial or total loss of a private placement's capital exists, and prospective investors should not subscribe unless they can readily bear the consequences of such loss.

Generally speaking, private placements are not subject to some of the laws and regulations that are designed to protect investors, including the comprehensive disclosure requirements that apply to registered offerings. *Private placement memoranda typically are not reviewed by any regulator and may not present the investment and related risks in a balanced light*. Although all issuers relying on a Regulation D exemption are required to file a document called a Form D (including brief information about the issuer, its management and promoters, and the offering itself) no later than 15 days after they first sell the securities in the offering, such Form D filing does not constitute registration. Form D filings can be searched on the SEC's website at sec.gov/edgar/searchedgar/webusers.htm.

Each prospective client investor will be required to complete a Subscription Agreement, pursuant to which the client is required to acknowledge that the client is qualified for investment in the fund and acknowledge and accept the various risk factors that are associated with such an investment. Our clients are under absolutely no obligation to consider or make an investment in any private placement investment, including in any private investment fund.

- **Limited Availability Risk**

  Some securities are only available to clients of registered investment advisers or are not available to be held at certain custodians. This means that a client may not be able to make additional investments in these types of securities, or may be forced to liquidate the position, if the investment advisory relationship between such client and Adviser is terminated and the former client does not engage a registered investment adviser utilizing such securities and/or a custodian that makes available such securities.

- **Convertible Securities Risk**

  A convertible security is a bond, debenture, note, preferred stock, right, warrant or other security that may be converted into or exchanged for a prescribed amount of common stock or other security of the same or a different issuer or cash within a particular period of time at a specified price or formula. A convertible security typically entitles the holder to receive interest paid or accrued on debt securities or the dividend paid on preferred stock until the convertible security matures or is redeemed, converted or exchanged. Before conversion, convertible securities typically have characteristics similar to both debt and equity securities. Convertible securities ordinarily provide a stream of income with typically higher yields than those of common stock of the same or similar issuers and typically rank senior to common stock in a corporation's capital structure but are usually subordinated to comparable nonconvertible securities. Convertible securities typically do not participate directly in any dividend increases or decreases of the underlying securities, although the market prices of convertible securities may be affected by any dividend changes or other changes in the underlying securities. An investment in convertible securities is subject to the risks that prevailing interest rates, issuer credit quality and any call provisions may affect the value of the convertible securities.

- **Real Estate Investment Trusts (REITs) and Real Estate Risk:** Real estate can be accessed through traditional means, including direct ownership or indirect ownership through stock in private or publicly-traded companies, including real estate investment trusts (REITs), mutual funds, ETFs or through alternative investments in managers who invest opportunistically in private real estate and trade less mainstream real estate-related securities. Such risks include energy or infrastructure, involve a high degree of risk. Risks include the financial conditions of tenants, overbuilding, extended vacancies of properties, changes in building, environmental, zoning and other laws, changes in real property tax rates, changes in interest rates and the availability or terms of debt financing, unavailability of or increased cost of certain types of insurance coverage, casualty or condemnation losses, tax consequences of the failure of a REIT to comply with tax law requirements and other factors not within the control of the general partner, including an outbreak or escalation of major hostilities or other substantial national or international calamities or emergencies. An investment strategy that includes REITs will bear a proportionate share of the REITs' ongoing operating fees and expenses, which may include management, operating and administrative expenses. There can be no assurance that the appraised value of a real estate investment will be accurate or further, that the appraised value would in fact be realized on the eventual disposition of such investment.

REITs have historically been able to diversify stocks and bonds while providing positive returns. They are also subject to legal constraints distinct from common stocks that dictate their sources of revenue (must derive at least 75% of their gross revenue from dividends, interest, rental agreements, and gains from sales of real property or other REITs) and dividend payments (are legally required to pay out at least 90% of their income as dividends to shareholders). Those traits may lead some to classify REITs as an alternative investment. Yet, REITs are still subject to the same risks as other businesses, and they have become more closely integrated with the broader market. So, the diversification benefits they have provided in the past may not hold up as well in the future. As publicly-traded companies, REITs are subject to the same economic and market risks as other publicly-traded firms.

- **Mortgage-related and other asset-backed securities** are subject to certain additional risks. Generally, rising interest rates tend to extend the duration of fixed rate mortgage-backed securities, making them more sensitive to changes in interest rates. As a result, in a period of rising interest rates, an investment in mortgage-backed securities may be subject to additional volatility. This is known as extension risk. In addition, adjustable and fixed rate mortgage-backed securities are subject to prepayment risk. When interest rates decline, borrowers may pay off their mortgages sooner than expected.

- **Options Transactions Risk**: Options are contracts giving the owner the right to buy or sell an underlying asset, at a fixed price, on or before a specified future date. Options are derivatives (they derive their value from their underlying assets). The underlying assets can include stocks, stock indexes, ETFs, fixed income products, foreign currencies, or commodities. Option contracts trade in various securities marketplaces between a variety of market participants, including institutional investors, professional traders, and individual investors. Options trades can be for a single contract or for several contracts. Adviser sometimes engages in options transactions for the purpose of hedging risk and/or generating portfolio income. The use of options transactions as an investment strategy can involve a high level of inherent risk. Option transactions establish a contract between two parties concerning the buying or selling of an asset at a predetermined price during a specific period of time. During the term of the option contract, the buyer of the option gains the right to demand fulfillment by the seller. Fulfillment may take the form of either selling or purchasing a security, depending upon the nature of the option contract. Generally, the purchase or sale of an option contract shall be with the intent of "hedging" a potential market risk in a client's portfolio and/or generating income for a client's portfolio. Certain options-related strategies (i.e., straddles, short positions, etc.), may, in and of themselves, produce principal volatility and/or risk. Thus, a client must be willing to accept this enhanced volatility and principal risks associated with such strategies. There can be no guarantee that an options strategy will achieve its objective or prove successful. No client is under any obligation to enter into any option transactions. However, if the client does so, the client must be prepared to accept the potential for unintended or undesired consequences (i.e., losing ownership of the security, incurring capital gains taxes).

- **Environmental, Social and Governance ("*ESG*") Strategies Risk:** Socially responsible investing involves the incorporation of environmental, social and governance considerations into the investment due diligence process. There are potential limitations associated with allocating a portion of an investment portfolio in ESG securities (i.e., securities that have a mandate to avoid, when possible, investments in such products as alcohol, tobacco, firearms, oil drilling, gambling, etc.). The number of these securities may be limited when compared to those that do not maintain such a mandate. ESG securities could underperform broad market indices. An ESG strategy may forego opportunities to buy certain securities for ESG-related reasons when it might otherwise be advantageous to do so or may sell securities for ESG-related reasons when it might be otherwise disadvantageous for it to do so. There is a risk that the companies selected for an ESG strategy may not perform as expected in addressing ESG considerations. A company's ESG performance could vary over time, which could cause the strategy to fail to comply with ESG objectives. Interpretations of ESG criteria, and therefore investment decisions based on such interpretations, may vary over time or may be inconsistently applied. Investors must accept these limitations, including potential for underperformance. Correspondingly, the number of ESG mutual funds and ETFs are few when compared to those that do not maintain such a mandate. ESG strategies will be subject to the risks associated with their underlying investments' asset classes. Further, the demand within certain markets or sectors that an ESG strategy targets may not develop as forecasted or may develop more slowly than anticipated. As with any type of investment (including any investment and/or investment strategies recommended and/or undertaken by Adviser), there can be no assurance that investment in ESG securities or funds will be profitable or prove successful. Adviser does not recommend or advocate the purchase of, or investments in, ESG securities or funds, but, in instances when clients expressly request that a portion of their portfolio be allocated to ESG securities or funds, Adviser may identify certain securities that are ESG securities or funds for incorporation into (strictly as one, but not the sole, component of) a client's portfolio.

- **Digital Assets (and Securities With Exposure to Digital Assets)**

Digital assets are anything that exists in binary data which is self-contained, uniquely identifiable, and has a value or ability to use ("***Digital Assets***"). Digital Assets include, but are not limited to, assets that consist of, or are represented by, records in a blockchain or distributed ledger and transferred using blockchain or distributed ledger technology, including so-called "virtual currencies," "cryptocurrencies" (including, Bitcoin, Ethereum, Litecoin, Ripple), "coins" and "tokens" (including virtual coins and tokens offered in an initial coin offering (ICO) or pre-ICO). Distributed ledger technology provides the potential to share information, transfer value, and record transactions in a decentralized digital environment, all without the need for a trusted third-party to verify transactions.

Blockchain is the underlying technology that supports cryptocurrencies, like Bitcoin. It is an open-source, public record-keeping system operating on a decentralized computer network that records transactions between parties in a verifiable and permanent way. Blockchain provides accountability, as the records are intended to be immutable, which presents potential applications for many businesses. While blockchain has often been associated with cryptocurrency, it has many potential uses beyond payments, including smart contracts, supply chain management, and financial services. Note that ownership of Bitcoin or other cryptocurrencies is not an investment in blockchain, the technology, or its current or future uses.

The SEC has stated that some Digital Assets (those offered or sold as an investment contract) are securities, while others are not.

Currently, some of Institutional Brokers/Custodians (as defined in Item 12(A)) do not make available direct spot trading investments in Digital Assets, but they do make available several choices for gaining indirect exposure to the Digital Assets marketplace ("Securities With Exposure To *Digital Assets*"), including:

- **Cryptocurrency coin trusts** (securities that trade over the counter and behave like closed-end funds, representing investments in shares of trusts holding large pools of cryptocurrency), including, as examples, Grayscale Bitcoin Trust, Grayscale Ethereum Trust, Grayscale Litecoin Trust, Osprey Bitcoin Trust or Bitwise 10 Crypto Index Fund).

- **Mutual funds or ETFs that invest in Cryptocurrency future contracts** - purchase of mutual funds or ETF products that invest in cryptocurrency futures contracts (which provides indirect exposure to such future contracts).

- **Cryptocurrency exposure stocks** (stocks that provide indirect exposure to cryptocurrency due to the company's relationship to Digital Assets), including, as examples, Coinbase (a publicly-traded stock in a platform that facilitates the purchase, sale and exchange of cryptocurrencies), or payment services like Square, PayPal or Venmo.

Generally, Digital Assets are deemed to be extremely volatile, with the possibility that the entire value of a Digital Assets investment could disappear. Also, fees and expense ratios related to Digital Assets often are high. Adviser currently considers Digital Assets to be a speculative investment, though the degree of speculation depends on the asset type and use case. Adviser does not exercise discretionary authority to purchase Digital Asset investments for client accounts and does not recommend or advocate the purchase of, or investment in, Digital Assets.

Adviser generally does not exercise discretionary authority to purchase Securities With Exposure To Digital Assets for client accounts and generally does not recommend or advocate the purchase of, or investment in, Securities With Exposure To Digital Assets. However, even though Adviser does not generally recommend or advocate the purchase of, or investment in, Digital Assets or Securities With Exposure To Digital Assets, if a client asks Adviser for a recommendation to gain exposure to Digital Assets, Adviser may identify certain securities that are not Digital Assets but that are Securities With Exposure To Digital Assets, which may be added to a client's portfolio. Adviser will only identify Securities With Exposure To Digital Assets that can be purchased or sold at one or more Institutional Brokers/Custodians. If a client directs Adviser to purchase a certain dollar amount, or a certain percentage of the value in any account or portfolio, of Securities With Exposure To Digital Assets, any decision as to timing of, selection of, or quantity of shares or units subject to, any particular purchase or sale of Securities With Exposure To Digital Assets is at the client's sole discretion, unless the client expressly asks Adviser to exercise its discretion as to timing of, or selection of, any particular purchase or sale of Securities With Exposure To Digital Assets, in which case, If Adviser agrees with such client request, Adviser will exercise its discretion accordingly.

Also, some of the Directly Affiliated Private Funds or Indirectly Affiliated Private Funds may hold indirect positions in Digital Assets or Securities With Exposure To Digital Assets through one or more of the underlying hedge funds that, from time to time, may make and do make allocations to the same.

Clients are cautioned that any purchases of any such Securities With Exposure To Digital Assets should be made only by investors with a diversified portfolio and a long-term investment plan, that such purchases, if any, should be considered primarily for trading purposes outside the traditional portfolio, that high fees and expense ratios are applicable to many Securities With Exposure To Digital Assets and that Securities With Exposure To Digital Assets may experience liquidity constraints, extreme price volatility and complete loss of investment.

- **Foreign Securities and Emerging Market Risk**

If a strategy invests in foreign securities and ADRs, an investment in that strategy has the following additional risks:

  - Foreign securities may be subject to greater fluctuations in price than securities of U.S. companies because foreign markets may be smaller and less liquid than U.S. markets;
  - Changes in foreign tax laws, exchange controls, investment regulations and policies on nationalization and expropriation as well as political instability may affect the operations of foreign companies and the value of their securities;
  - Fluctuations in currency exchange rates and currency transfer restitution may adversely affect the value of the strategy's investments in foreign securities, which are denominated or quoted in currencies other than the U.S. dollar;
  - Foreign securities and their issuers may not be subject to the same degree of regulation as U.S. issuers regarding information disclosure, insider trading and market manipulation;
  - There may be less publicly available information on foreign companies, and foreign companies may not be subject to uniform accounting, auditing and financial standards as are U.S. companies;

- Foreign securities registration, custody and settlements may be subject to delays or other operational and administrative problems;
- Certain foreign brokerage commissions or other transaction-related fees and custody fees may be higher than those in the U.S.;
- Dividends payable on foreign securities contained in a strategy's portfolio may be subject to foreign withholding taxes, reducing the income available for distribution; and
- Prices for stock or ADRs may fall over short or extended periods of time.

If a strategy invests in emerging markets, an investment in that strategy has the following additional risks:

- Information about the companies in emerging markets may not always be readily available;
- Stocks of companies traded in emerging markets may be less liquid, and the prices of these stocks may be more volatile than the prices of the stocks in more established markets;
- Greater political and economic uncertainties may exist in emerging markets more so than in developed foreign markets;
- The securities markets and legal systems in emerging markets may not be well developed and may not provide the protections and advantages of the markets and systems available in more developed countries;
- Very high inflation rates may exist in emerging markets and could negatively impact a country's economy and securities markets;
- Emerging markets may impose restrictions on a strategy's ability to repatriate investment income or capital;
- Certain emerging markets impose constraints on currency exchange, and some currencies in emerging markets may have been devalued significantly against the U.S. dollar;
- Governments of some emerging markets exercise substantial influence over the private sector and may own or control many companies. As such, governmental actions could have a significant effect on economic conditions in emerging markets; and
- Emerging markets may be subject to less government supervision and regulation of business and industry practices, stock exchanges, brokers and listed companies.

- **Short Selling**

  Short selling involves selling securities that are not owned by the seller and borrowing the same securities for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows a portfolio to profit from declines in market prices to the extent that such declines exceed the transaction costs and the costs of borrowing the securities. However, since the borrowed securities must be replaced by purchases at market prices in order to close out the short position, any appreciation in the price of the borrowed securities would result in a loss upon such repurchase. Purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating the loss. Short-selling exposes a portfolio to unlimited risk with respect to that security due to the lack of an upper limit on the price to which an instrument can rise.

- **Commodity investments** may be less liquid and more volatile than other investments. The risk of loss in trading commodities can be substantial because of, but not limited to, volatile political, market and economic conditions. An investor's returns may change radically at any time since commodities are subject, by nature, to abrupt changes in price. Commodity prices are volatile because they respond to many unpredictable factors including weather, labor strikes, inflation, foreign exchange rates, etc. In an individual account, because an investor's position is leveraged, a small move against the investor's position may result in a large loss. Losses may be larger than an investor's initial deposit.

- **Master limited partnerships ("*MLPs*")** Generally, master limited partnerships (MLPs) are exchange-traded investments that are focused on exploration, development, mining, processing, or transportation of minerals or natural resources. MLPs hold cash-generating assets, including oil and gas properties or pipelines MLPs are subject to certain risks, including risks related to limited control and limited rights to vote (governance features that can favor management over other investors), potential conflicts of interest, cash flow risks, dilution risks, limited liquidity, risks related to the general partner's right to force sales at undesirable times or prices and concentrated exposure to a single industry or commodity. Since most MLPs are clustered in the energy sector, they can therefore be sensitive to shifts in oil and gas prices.

(4) Other Key Risks Generally Applicable to Securities

Below is a non-exhaustive list of certain **key risks** generally applicable to securities in the context of investments.

- **Capital Risk**

  Capital risk is one of the most basic, fundamental risks of investing; it is the risk that clients may lose some or all of their principal investments. All investments carry some form of risk, and the loss of capital is generally a risk for any investment instrument.

- **Credit Risk**

  Credit risk can be a factor in situations where an investment's performance relies on a borrower's repayment of borrowed funds. With credit risk, an investor can experience a loss or unfavorable performance if a borrower does not repay the borrowed funds as expected or required. Investment holdings that involve forms of indebtedness (i.e. borrowed funds) are subject to credit risk.

- **Currency Risk**

  Fluctuations in the value of the currency in which clients' investment is denominated may affect the value of their investment and thus, their investment may be worth more or less in the future. All currency is subject to swings in valuation and thus, regardless of the currency denomination of any particular investment clients own, currency risk is a realistic risk measure. That said, currency risk is generally a much larger factor for investment instruments denominated in currencies other than the most widely used currencies (U.S. dollar, British pound, German mark, European Union euro, Japanese yen, French franc, etc.).

  The value of investments in securities denominated in foreign currencies increases or decreases as the rates of exchange between those currencies and the U.S. dollar change. Currency exchange rates can be volatile and are affected by factors, including general economic conditions, the actions of the U.S. and foreign governments or central banks, the imposition of currency controls and speculation.

  The currency market affords investors the possibility of a substantial degree of leverage. This leverage presents the potential for substantial profits but also entails a high degree of risk including the risk that losses may be similarly substantial. Such transactions are considered suitable only for investors who are experienced in transactions of that kind.

- **Economic Risk**

The prevailing economic environment is important to the health of all businesses. Some companies, however, are more sensitive to changes in the domestic or global economy than others. These types of companies are often referred to as cyclical businesses. Countries in which a large portion of businesses are in cyclical industries are thus also very economically sensitive and carry a higher amount of economic risk. If an investment is issued by a party located in a country that experiences wide swings from an economic standpoint or in situations where certain elements of an investment instrument are hinged on dealings in such countries, the investment instrument will generally be subject to a higher level of economic risk.

- **Financial Risk**

Financial risk is represented by internal disruptions within an investment or the issuer of an investment that can lead to unfavorable performance of the investment. Examples of financial risk can be found in cases like Enron or many of the dot com companies that were caught up in a period of extraordinary market valuations that were not based on solid financial footings of the companies.

- **Higher Trading Costs**

For any investment instrument or strategy that involves active or frequent trading, clients may experience larger than usual transaction-related costs. Higher transaction-related costs can negatively affect overall investment performance.

- **Inflation Risk**

Inflation risk involves the concern that in the future, clients' investment or proceeds from their investment will have less relative purchasing power. Throughout time, the prices of resources and end-user products generally increase and thus, the same general goods and products today will likely be more expensive in the future. The longer an investment is held, the greater the chance that the proceeds from that investment will be worth less in the future than they are today. Said another way, a dollar tomorrow will likely get clients less than what it can today.

- **Interest Rate Risk**

Certain investments involve the payment of a fixed or variable rate of interest to the investment holder. Once an investor has acquired or has acquired the rights to an investment that pays a particular rate (fixed or variable) of interest, changes in overall interest rates in the market will affect the value of the interest-paying investment(s) they hold. In general, changes in prevailing interest rates in the market will have an inverse relationship to the value of existing, interest-paying investments. In other words, as interest rates move up, the value of an instrument paying a particular rate (fixed or variable) of interest will go down. The reverse is generally true as well.

- **Legal/Regulatory Risk (including Sanctions Risk)**

Certain investments or the issuers of investments may be affected by changes in state or federal laws or in the prevailing regulatory framework under which the investment instrument or its issuer is regulated. Changes in the regulatory environment or tax laws can affect the performance of certain investments or issuers of those investments and thus, can have a negative impact on the overall performance of such investments.

Economic sanctions laws in the United States and other jurisdictions prohibit Adviser from transacting with or in certain countries, with certain individuals and companies and dealing in certain securities and instruments. These types of sanctions restrict our investment activities and preclude Adviser from trading in certain securities, including those securities subject to sanctions that are held in client portfolios. Any failure by Adviser to comply with applicable sanctions could result in significant liability and reputational damage to the firm.

Recently, the United States and various other countries imposed broad sanctions in response to the Russian Federation's invasion of Ukraine. These sanctions are designed to isolate Russia from the global financial system. Our compliance with these sanctions laws means that client portfolios will experience a loss to the extent that securities and instruments subject to sanctions are held in the portfolios. In addition, these sanctions are likely to have a material adverse effect on companies whose businesses are linked to Russia. Client portfolios with exposure to these companies will experience a loss in the near term.

- **Liquidity Risk**

Certain assets may not be readily converted into cash or may have a very limited market in which they trade. Thus, clients may experience the risk that clients' investment or assets within their investment may not be able to be liquidated quickly, thus extending the period of time by which they may receive the proceeds from their investment. Liquidity risk can also result in unfavorable pricing when exiting (i.e., not being able to quickly get out of an investment before the price drops significantly) a particular investment and therefore, can have a negative impact on investment returns.

- **Market Risk**

The market value of an investment will fluctuate as a result of the occurrence of the natural economic forces of supply and demand on that investment, its particular industry or sector, or the market as a whole. Market risk may affect a single issuer, industry or sector of the economy, or may affect the market as a whole. Market risk can affect any investment instrument, or the underlying assets or other instruments held by or traded within that investment instrument.

- **Operational Risk**

Operational risk can be experienced when an issuer of an investment product is unable to carry out the business it has planned to execute. Operational risk can be experienced because of human failure, operational inefficiencies, system failures, or the failure of other processes critical to the business operations of the issuer or counter party to the investment.

- **Past Performance**

Charting and technical analysis are terms that are often used interchangeably. Technical analysis generally attempts to forecast an investment's future potential by analyzing its past performance and other related statistics. In particular, technical analysis often times involves an evaluation of historical pricing and volume of a particular security for the purpose of forecasting where future price and volume figures may go. As with any investment analysis method, technical analysis runs the risk of not knowing the future and thus, investors should realize that even the most diligent and thorough technical analysis cannot predict or guarantee the future performance of any particular investment instrument or issuer thereof.

- **Strategy Risk**

There is no guarantee that the investment strategies discussed herein will work under all market conditions and each investor should evaluate such investor's ability to maintain any investment that such investor is considering in light of such investor's own investment time horizon. Investments are subject to risk, including possible loss of principal.

8(B) Concentration Risks

Portfolios heavily weighted in one or a few securities, industries, sectors, geographic locations, managers or instrument types are exposed to greater risk of value decline and higher volatility than diversified portfolios; concentrated holdings offer the potential for higher gain but also for significant loss.

8(C) Operations Risks

Adviser's operations rely on the secure processing, storage and transmission of confidential information in its systems and those of third parties with which it does business. Like other financial services firms, Adviser and its third-party providers are targets of unauthorized access, malware, cyber-attacks and similar events, which could compromise sensitive client information, interrupt operations, require significant remediation costs, and result in reputational damage or claims adversely affecting Adviser, notwithstanding the risk-management measures and business continuity plan Adviser has implemented.

Item 9 Disciplinary Information

Adviser does not have any legal, disciplinary, or other events that they may consider material in their evaluation of Adviser or the integrity of our management to disclose.

Item 10 Other Financial Industry Activities and Affiliations

10(A) Broker-Dealer Registration

Neither Adviser, nor our Representatives, are registered or have an application pending to register, as a custodian or a registered representative of a custodian.

10(B) Futures Commission Merchant, Commodity Pool Operator or Commodity Trading Advisor

Related Person: **Bradley J. Rathe**, an advisory affiliate of Adviser, is the managing member and sole member of **Astor Janssen Holdings, LLC**, a commodity pool operator and a commodity trading advisor.

Conflict of interest: Adviser may refer clients to Astor Janssen Holdings, LLC to obtain services relating to commodities, and Mr. Rathe may receive income directly from any such clients for those services.

How Adviser Addresses the Conflict(s): No client is obligated to engage Astor Janssen Holdings, LLC or Mr. Rathe, and clients may obtain commodity-related services from anyone they choose. Adviser receives no fees for these referrals.

10(C) Material Relationships Maintained by this Advisory Business and Conflicts of Interest

Administrator for Employee Benefit Plans.

Related Persons: Adviser serves as an administrator to employee benefit plans. In this capacity, Adviser may provide services including, but not limited to, plan design and installation, plan and participant reporting, plan testing, plan accounting, loan distributions, and comprehensive plan record-keeping.

Conflicts of interest: Serving as both adviser and administrator to employee benefit plans presents conflicts: Adviser may set or influence its own compensation for advisory and administrative services (including the potential to charge both fees to the same plan), and its decisions about service providers, recordkeepers or custodians may be influenced by affiliate relationships or compensation arrangements, while ERISA requires fiduciaries to act solely in the interest of participants and beneficiaries.

How Adviser Addresses the Conflict(s): The named plan fiduciary, not Adviser, determines whether to retain investment advisers and third-party administrators, is free to seek independent advice, and no client is required to engage Adviser as administrator. All such plans are regulated under ERISA.

General Partner or Managing Member to Affiliated Private Investment Funds.

Related Persons: Adviser is the General Partner or Manager of the Directly Affiliated Private Funds (listed in Item

4(B)(1) above), and its affiliate Waverly Funds Group, LLC serves as general partner of those funds managed by Adviser. These funds are closed to new investors, and no client is obligated to invest in them.

Adviser is also the Investment Manager to the Indirectly Affiliated Private Funds (see Item 4(B)(1) above, under Affiliated Private Investment Funds, for a list of these specific funds). Most of the Indirectly Affiliated Private Funds are not open for investment to new clients.

Conflicts of interest: Adviser is subject to a number of actual and potential conflicts of interest with respect to the Directly Affiliated Private Funds and Indirectly Affiliated Private Funds.

An inherent conflict arises because Adviser, as Investment Manager and General Partner, provides Investment Management Services both to these funds and to other clients whose investment programs may or may not be substantially similar. Adviser and its personnel devote only such time as Adviser deems necessary to fund management and are not restricted from forming additional funds, entering other advisory relationships, or engaging in other business activities that may compete with the funds for time and resources.

How Adviser Addresses the Conflict(s): Adviser addresses these conflicts through its fiduciary duty obligations and compliance procedures, including disclosure to investors; complete terms, conflicts and risk factors are set forth in each fund's offering documents, and no client is under any obligation to invest in any of these funds.

Indirectly Affiliated Real Estate Funds

Related Persons: Adviser is indirectly affiliated — through its parent company's ownership of Promus Realty Manager, LLC, which serves directly or indirectly as manager or general partner — with 1313 Randolph, LLC, 156 Jefferson, LLC, ProDev Mosaic, LP, ProDev Durango, LP, Peterson Colorado Apts, LP, ProVal Beaverton, LP, ProDev Orlando Apts, LP, and ProDev Minn Cubes, LP (the “Indirectly Affiliated 3(c)(5)(C) Realty Funds”), privately offered vehicles exempt from registration under Section 3(c)(5)(C) of the Investment Company Act that invest primarily in direct real estate interests and are not “private funds” under SEC rules. Advisers are not their investment manager.

Conflicts of interest: Certain clients of Adviser or its affiliates hold, and may in the future hold, investments in the Indirectly Affiliated 3(c)(5)(C) Realty Funds. Adviser's affiliation creates conflicts: it may receive performance-based compensation (e.g., carried interest) from these funds, which could incentivize riskier strategies or preferential treatment, and fund business may be directed to affiliated entities. Because these funds are not registered investment companies, they have fewer disclosure obligations, and their real estate assets can be illiquid and difficult to value.

How Adviser Addresses the Conflict(s): Adviser addresses these conflicts through its fiduciary duty obligations, allocation policies and compliance procedures, including disclosure of applicable fees and expenses; complete terms, conflicts and risk factors are in the applicable offering documents, and clients are under no obligation to invest in any Indirectly Affiliated 3(c)(5)(C) Realty Fund.

Affiliated Status with Creation Funds and Broadcrest Asset Management.

Related Persons: A passive minority member of Adviser's parent company holds, directly or indirectly, a majority interest in, and provides day-to-day management services to, Creation Investments Capital Management, LLC and its affiliated management entities (collectively, “Creation”), managers of private equity vehicles focused on international microfinance investments; certain other members of Adviser's parent company hold passive minority interests in Creation. Creation is separately operated and controlled from Adviser.

In addition, certain personnel of Adviser hold passive, minority interests in Broadcrest Asset Management, LLC (“Broadcrest”), a separately operated and separately controlled manager of privately offered investment vehicles.

Conflict of interest: Certain clients of Adviser or its affiliates hold, and may in the future hold, investments in vehicles managed by Creation or Broadcrest. Because certain members of Adviser's parent company receive, directly or indirectly, a share of the management and/or performance fees those managers charge, Adviser has a conflict of interest in selecting or recommending their vehicles, and may be motivated to recommend them to increase those parties' assets and revenues.

How Adviser Addresses the Conflict(s): Adviser has openly outlined the conflict relating to Creation or Broadcrest in the interest of full disclosure. No client is under any obligation to consider or make an investment in any investment vehicles managed by Creation or Broadcrest.

Venture Management related Revenue Share to Certain Affiliates.

Related Person: Members of Adviser's parent company are entitled to receive a portion of the asset-based fees and performance-based compensation payable to Promus Venture Management, LLC and its affiliates ("Venture Management"), a venture capital firm principally owned and controlled by a former employee of a Legacy Group, with respect to certain vehicles it manages (the "Revenue Share").

Conflict of interest: Venture Management is separately operated and controlled, and neither Adviser nor its affiliates have management, control or voting rights in it. However, because certain members of Adviser's parent company hold significant economic interests in Venture Management affiliates and are entitled to the Revenue Share, Adviser has a conflict of interest in selecting or recommending vehicles managed by Venture Management, in which certain clients hold and may in the future hold investments.

How Adviser Addresses the Conflict(s): Adviser has openly outlined the conflict relating to the Revenue Share in the interest of full disclosure. No client is under any obligation to hold investments in investment vehicles managed by Venture Management.

Adviser to the GGM Macro Alignment ETF

Related Person: GGM Macro Alignment ETF, an exchange traded fund registered under the Investment Company Act of 1940 with respect to which, as previously disclosed, Adviser serves as investment adviser and provides investment advisory, management and other services.

Conflict of interest: Adviser is affiliated with, and has a beneficial interest in, the GGM Macro Alignment ETF; Supervised Persons can and some do invest in it personally, and Adviser solicits new investors for it. These factors create an incentive to recommend the ETF over other similar investments.

There is also a cost-related conflict: as manager, Adviser collects the ETF's overall expenses, a substantial portion of which is the ETF Management Fee. As noted in Item 5, the ETF's total annual expenses are 0.88%, comprising the 0.74% ETF Management Fee paid to Adviser and 0.14% in acquired fund fees and expenses of the underlying ETFs.

How Adviser Addresses the Conflict(s): Adviser has openly outlined the affiliated status between Adviser and the GGM Macro Alignment ETF, the ETF Management Fee that Adviser receives with respect to the GGM Macro Alignment ETF, and the annual expenses payable by the GGM Macro Alignment ETF. Adviser and its supervised persons are subject to the fiduciary duty to put the client's interests first. Clients hereby are reminded that they are not obligated to be invested in the GGM Macro Alignment ETF and can advise Adviser that they do not want to be invested in the GGM Macro Alignment ETF. Adviser takes the following additional steps to mitigate these conflicts of interest:

(1) When a discretionary client communicates to Adviser an interest in investing in the GGM Macro Alignment ETF, before Adviser makes an investment for such client in the GGM Macro Alignment ETF, the following process applies:
    a. Suitability/Cost Analysis: Adviser completes a Suitability and Cost Analysis.
        i. If it is a suitable investment for the client: An email is sent to client with a copy of the Suitability and Cost Analysis and approval page attached.
        ii. If it is not a suitable investment for client: stop – no investment will be implemented in

such ETF.

b. Approval. Client returns duly signed approval page.

c. Implementation. Adviser implements the investment in the GGM Macro Alignment ETF.

(2) Every fee-paying discretionary client whose Assets Under Management include an investment in the GGM Macro Alignment ETF must have the following completed and on file:

a. A Suitability and Cost Analysis.

b. Signed Approval Page.

(3) Adviser does not “double dip” in connection with the GGM Macro Alignment ETF. Adviser implements this by coding the GGM Macro Alignment ETF as a non-billable asset in client portfolios. As a result, no Advisory Fee is charged to (and payable by) clients with respect to the value of any GGM Macro Alignment ETF investments that constitute Assets Under Management.

(4) The overall expenses payable by any client with respect to their investments in the GGM Macro Alignment ETF are based on the applicable 0.88% overall expense ratio. Such expense ratio may be higher or lower than the applicable average percentage Advisory Fee that would have been applicable to any such client if such investments had not been excluded from billing.

(5) The 0.74% ETF Management Fee that Adviser receives is a component of the 0.88% overall expense ratio applicable to the GGM Macro Alignment ETF, which means that the ETF Management Fee that Adviser receives with respect to the GGM Macro Alignment ETF is less than the overall expenses that are payable by client with respect to the GGM Macro Alignment ETF.

Please Note: Adviser’s policy not to double-dip benefits clients with respect to their investments in the GGM Macro Alignment ETF, in that they do not pay both the 0.88% overall expense ratio plus the otherwise applicable Advisory Fee. Notwithstanding this benefit to clients, clients are advised that, among the many ETFs that are in existence, some are very different from and others are more similar to the GGM Macro Alignment ETF, and some have lower overall expense ratios than the GGM Macro Alignment ETF. In instances where the sum of (a) the average percentage Advisory Fee that is applicable to a client’s investment plus (b) the overall expense ratio applicable to an ETF other than the GGM Macro Alignment ETF is lower than the 0.88% overall expense ratio applicable to the GGM Macro Alignment ETF, an investment by a client in such other ETF would result in the client paying less in fees/expenses with respect to such investment that an investment in the GGM Macro Alignment ETF (even after excluding the investment in the GGM Macro Alignment ETF from the billing of an Advisory Fee).

Accounting Services or Accounting Firms.

Related Person: An entity affiliated with Adviser, **Waverly Business Services, LLC**, a Delaware limited liability company, prepares tax returns and provides other tax, accounting and business consulting services to clients(“***WBS***”). Clients of WBS may also be clients of Adviser.

Conflict of interest: WBS and Adviser have clients in common and cross-recommend each other's services; because of the affiliation, a recommendation by either firm's representative that a client engage the other presents a conflict of interest.

How Adviser Addresses the Conflict(s): Adviser has openly disclosed the affiliation. No client is obligated to engage WBS, no WBS client is obligated to engage Adviser, and each may obtain such services from any non-affiliated person of their choice.

Related Person: One or more of our Supervised Persons are licensed CPAs with Wall Titus, LLC, an accounting and consulting firm. Hosler Lee Wall holds an ownership interest in Wall Titus, LLC and spends approximately 20% of his time advising accounting clients and 80% on securities and investment advice; Supervised Persons acting in that capacity may receive compensation, and Wall Titus clients may also be Adviser clients.

Hosler Lee Wall also holds ownership interests in the following entities:

- 15% ownership in Imperial Lands, LLC (Land Development);
- 73% ownership in WFT, LLC (Commercial Property/Building);

- 50% ownership in Capital Access Partners, LLC (Corporate M&A Consulting)
- 50% ownership in Capital Access Group, Inc. (Corporate Intermediary Services)

Conflict of interest: The entities in which Hosler Lee Wall holds ownership interests and Adviser have, or may have, clients in common, and each may recommend the other's services; these affiliations present a conflict of interest. How Adviser Addresses the Conflict(s): Adviser has openly disclosed the relationships. No client is obligated to engage Mr. Wall or any of these entities, and clients of each may obtain services from any non-affiliated person of their choice.

Related Person: Supervised Person Brian Hershberger also provides tax and accounting services through Omni Wealth Advisors, Inc., separate and distinct from our advisory services, devoting approximately 25–35% of his time to those activities depending on client needs and time of year.

Conflict: Omni Wealth Advisors, Inc. and Adviser have clients in common, and each may recommend the other's services; the affiliation between our Supervised Person and Omni Wealth Advisors, Inc. presents a conflict of interest. How Adviser Addresses the Conflict(s): Adviser has openly disclosed the relationship. No client is obligated to engage Omni Wealth Advisors, Inc. or Mr. Hershberger, and clients of each firm may obtain services from any non-affiliated person of their choice.

Other Investment Advisers.

Related Persons: When Adviser purchases the investment advisory business of another adviser, it hires all or substantially all of that adviser's representatives (“Legacy Service Providers”), some of whom become owners of Adviser's parent company, making the other adviser an affiliate. During a transitional period, until regulatory and custodial conversion formalities are completed, the other adviser serves as sub-adviser to Adviser and the Legacy Service Providers may be dually registered with both firms. See Item 5(C)(2) above.

Conflict and how it is addressed: Use of an affiliated sub-adviser whose representatives include our own personnel presents a conflict, given our business interest in uninterrupted service during transition. Adviser discloses the arrangement to clients; the sub-advisory relationship ends when transition processes are complete; and the client pays no separate sub-advisory fee, with the client's advisory fee no higher than it would be without the sub-adviser.

Trust Companies.

Related Persons: Adviser holds less than 1.0% of the outstanding stock of National Advisor Holdings, Inc. (“NAH”), whose wholly owned subsidiary National Advisors Trust Company (“NATC”), a nationally chartered trust company, provides custody, banking and trust services to clients of registered investment advisers. StrategIQ Financial Group, LLC likewise holds less than 1.0% of NAH; Operating Board member Chad E. Hassinger, own IQ Companies, LLC, which owns 100% of StrategIQ Financial Group, LLC.

Conflict: Adviser may recommend NATC to advisory clients seeking trust services, with Adviser named investment manager and NATC's Trust Representative Office handling administrative, distribution and custodial responsibilities. Because Adviser, and several Supervised Persons through IQ Companies, LLC, hold indirect interests in NATC through NAH, they have an economic incentive — dividends or corporate distributions in addition to advisory fees — to recommend NATC's services, which presents a conflict of interest.

How Adviser Addresses the Conflict(s): Adviser has a fiduciary duty not to place its interests, or those of its Employees and owners, ahead of clients' and has openly disclosed the ownership relationships. No client is obligated to engage the Trust Representative Office of NATC or NATC.

Related Persons: Adviser is affiliated with one or more state-chartered trust companies through direct equity ownership and/or common ownership. As of the date of this Brochure, these Trust Companies include:

- **Pacific Portfolio Trust Company ("PPTC")**, a State of Washington chartered non-depository trust company and wholly owned subsidiary of Adviser.
- **Smithfield Trust Company, LLC ("STC")**, a Pennsylvania-chartered trust company under common ownership with Adviser.

Each of the Trust Companies provides personal trust services. No client of Adviser is obligated to use the services of either Trust Company, and any client who elects to do so will enter into a separate agreement with the applicable Trust Company. The Trust Companies compensate Adviser for administrative services that Adviser provides to them pursuant to an expense-sharing and reimbursement arrangement for shared resources.

Conflict: Adviser has a conflict of interest when it recommends that a client separately engage PPTC or STC, because Adviser receives a portion of the fees paid for those services and therefore has an economic incentive to make such a recommendation.

How Adviser Addresses the Conflict: No client is under any obligation to engage either Trust Company, and a client may select an unaffiliated provider of trust services at any time.

Donor Advised Funds.

General DAF Information: Adviser has been engaged as investment adviser by multiple foundations ("***DAF Sponsors***") that sponsor and operate donor advised fund programs ("***DAF Programs***"). DAF Sponsors own the assets in their donor-advised funds and are responsible for due diligence and supervision of any investment adviser selected to manage the DAF and are responsible for ensuring that advisory fees paid are not excessive.

Where DAF documentation contemplates investment advisory services, the Adviser may provide such services either to the DAF Sponsor, which pays the advisory fee from the assets of the applicable donor-advised fund, or directly to the original donor or donor-grant advisor, who pays the advisory fee separately. In either case, the advisory services are limited to recommendations regarding the allocation of the donor-advised fund's assets among the investment options available through the DAF Program.

Related Persons: Adviser and Renaissance Charitable Foundation, Inc. ("***RCF***") are parties to a DAF Services Agreement, under which RCF sponsors and operates a donor-advised fund program (which will be renamed the "***Waverly Advisors Donor-Advised Fund Program")*** ("***RCF DAF Program***"), and an Investment Advisory Agreement, under which RCF appoints Adviser as investment adviser of the RCF DAF program's assets, making RCF a client of Adviser. Adviser has no other relationship with RCF.

Adviser also has investment advisory agreements in place with other DAF Sponsors, including Schwab's related party Donor Advised Charitable Giving, Inc. (operating as DAFgiving360™), Fidelity's related party Fidelity Investments Charitable Gift Fund (operating as Fidelity Charitable), and multiple community foundations.

Conflict: Adviser has an economic incentive, and therefore a conflict of interest, in recommending that a client establish or donate to a donor advised fund sponsored by a DAF Sponsor that will pay Adviser an Advisory Fee for managing such fund. Any such Advisory Fee (whether paid by the DAF Sponsor or directly by the original donor or donor-grant advisor) is the only fee Adviser receives with respect to those assets, and it may be higher or lower than fees Adviser or other managers charge on other assets; DAF Sponsors also charge their own administrative fees.

How Adviser Addresses the Conflict(s): Clients are under no obligation to use any DAF Sponsor's donor advised fund or to engage Adviser with respect to one; the original donor or donor-grant advisor may recommend that the DAF Sponsor move the funds to another qualified charity or appoint a different investment adviser and may terminate any direct engagement of Adviser at any time.

Related Person: Supervised Person Jonathan Shugart holds an ownership interest in CharIT, LLC, the parent company to B Charitable, Inc., a DAF platform with whom the Adviser has a relationship.

Conflict: Adviser has an economic incentive, and therefore a conflict of interest, in recommending that a client establish or donate to a DAF sponsored through B Charitable, Inc. in order to grow the platform and therefore the supervised person's ownership interest. Additionally, B Charitable, Inc. provides a small amount of compensation to the Adviser for the Adviser's management of three models on the platform.

How Adviser Addresses the Conflict(s): Clients are under no obligation to use B Charitable, Inc.'s platform, or to engage Adviser with respect to a DAF. Additionally, B Charitable, Inc. is not collecting compensation from Adviser's clients for said management of models on the platform.

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

11(A) Code of Ethics Description

Adviser has adopted and enforces a Code of Ethics under Rule 204A-1 of the Advisers Act, applicable to all Access Persons, designed to prevent misuse of material non-public information and establishing standards of business conduct, including provisions on personal securities transactions, gifts, meals and entertainment, outside business activities and confidentiality, so that the interests of Adviser and its personnel are not given preference over those of clients. Each Access Person has received and acknowledged the Code of Ethics in writing, and a copy is available to any prospective or existing client upon request.

11(B) Investment Recommendations Involving a Material Financial Interest and Conflicts of Interest

Adviser does not engage in principal trading (i.e., the practice of selling stock to advisory clients from a firm's inventory or buying stocks from advisory clients into a firm's inventory).

Subject to the exceptions below, neither Adviser nor any related person of Adviser recommends, buys, or sells for client accounts, securities in which Adviser or any related person of Adviser has a material proprietary or ownership interest.

As disclosed above, Adviser has a material financial interest in certain private investment funds. The terms and conditions for participation in such private investment funds, including management fees, conflicts of interest, and risk factors, are set forth in the private investment funds' offering documents.

GGM Macro Alignment ETF

Adviser recognizes that there are conflicts of interest that occur when recommending the GGM Macro Alignment ETF to clients due to Adviser's material financial interest in the GGM Macro Alignment ETF. In keeping with our Code of Ethics, we have taken the steps outlined in Item 10 to address these conflicts of interest.

Clients are ultimately responsible for making the final decision to invest in the GGM Macro Alignment ETF and they are under no obligation to invest in the GGM Macro Alignment ETF.

Because our recommendation that clients invest in the GGM Macro Alignment ETF is an inherent conflict of interest that cannot be completely overcome, we strongly encourage all clients consult with legal counsel, an accountant, a third-party investment adviser not affiliated with Adviser, or any other financial professional of the client's choosing who is not affiliated with Adviser for a "second opinion" before investing in the GGM Macro Alignment ETF.

We permit our Employees to invest in the GGM Macro Alignment ETF. All trades to buy or sell the GGM Macro Alignment ETF at Schwab will be executed in our master trading account and allocated to the appropriate accounts at the end of the day to ensure that every client and employee receives the same average price. Furthermore, any sale of the GGM Macro Alignment ETF by an Employee must receive the advance written approval of our Chief Compliance Officer. Please also refer below to Item 11(C).

11(C) Supervised Persons or Related Persons Purchase of Same (or Different) Securities Recommended to Clients and Conflicts of Interest

Supervised Persons and certain related persons (including immediate family sharing the same household and their trusts, estates, charitable organizations and retirement plans, "***Related Persons***") may invest for their own accounts, including in the same securities that Adviser purchases or sells for clients, which raises potential conflicts of interest, including the risk of practices such as scalping, front-running and insider trading if not adequately monitored.

Adviser has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of our Supervised Persons that is an access person of Adviser, as such term is defined in the Advisers Act, ("***Access Person***") and of any Related Person of such Access Person. Our personal securities transaction policy requires such Access Persons periodically to submit to Adviser their current securities holdings and transactions. This is done so that Adviser can monitor their investments to ensure compliance with our Code of Ethics and our general fiduciary duty to clients.

11(D) Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest

Adviser maintains a personal securities transaction policy, part of its Code of Ethics, under which each Access Person (and Related Persons of Access Persons) must periodically submit current securities holdings and transactions so Adviser can monitor compliance with the Code and its fiduciary duty. Adviser or our Representatives may buy or sell securities at or around the same time they are recommended to clients, which creates a conflict of interest that this monitoring is designed to address.

11(E) Waiving or Rebating Fees and Conflicts of Interest relating to Indirectly Affiliated Promus Private Funds

Adviser causes certain Indirectly Affiliated Promus Private Funds to invest in underlying funds advised or managed by Adviser or its affiliates. For certain of these funds, Adviser waives or rebates all or a portion of the management fee, performance-based compensation and/or ancillary fees at the fund or underlying-fund level, and certain funds may receive a portion of the performance compensation earned at the underlying level; where fees are not waived or rebated, the fund bears an additional layer of fees. In all cases the fund pays its pro rata share of the underlying affiliated fund's expenses. Consult the governing documents or offering materials for more information.

As discussed in Item 10, certain members of Adviser's parent company are entitled to receive, directly or indirectly, a share of management fees and/or incentive or performance fees charged by Creation or Broadcrest, and the parent company and/or its designees are entitled to the Revenue Share with respect to certain investment vehicles managed by Venture Management. Because certain clients hold, and may in the future hold, investments in vehicles managed by these parties, Adviser and its affiliates have a conflict of interest in selecting or recommending them.

Item 12 Brokerage Practices

12(A) Recommendations of Brokers, Dealers or Custodians

Adviser participates in the institutional customer programs offered by several brokers, dealers or custodians (individually, "***Institutional Broker/Custodian***"; collectively, "***Institutional Brokers/Custodians***"). Adviser is not affiliated with any of the Institutional Brokers/Custodians.

A separate account is always maintained for every client with the applicable Institutional Broker/Custodian, and every client retains all rights of ownership to client's accounts (e.g., the right to withdraw securities or cash, place trades, exercise or delegate proxy voting, and receive transaction confirmations). Clients can exercise their ownership rights by working with Adviser or contacting the applicable Institutional Broker/Custodian directly.

Institutional Brokers/Custodians do not charge separately for custody in most situations. Instead, they are compensated by account holders through commissions or other transaction-related fees for security trades that are executed by recommended money managers through the Institutional Brokers/Custodians or that settle into accounts at Institutional Brokers/Custodians. Institutional Brokers/Custodians may also earn interest on uninvested cash in client's accounts. The commissions or other transaction-related fees charged by an Institutional Broker/Custodian are exclusive of, and in addition to, our Advisory Fee.

In the event that a client requests that Adviser recommend a broker, dealer or custodian for execution or custodial services (exclusive of those clients that may direct Adviser to use a specific Custodian), Adviser generally recommends the following Institutional Brokers/Custodians (individually, "***Recommended Broker/Custodian***"; collectively, "***Recommended Brokers/Custodians***"):

1) Fidelity BrokerageServices LLC, and National Financial Services, LLC (collectively "***Fidelity***")
2) Charles Schwab and Company, Inc. ("***Schwab***")
3) Mid Atlantic Trust Company ***("MATC")***
4) PershingAdvisor Solutions, LLC *("**Pershing**")*
5) Raymond James and Associates, Inc. (member U.S. Stock Exchange/SIPC) ("***Raymond James***")
6) Trade-PMR, Inc. ("***Trade-PMR***")

> In evaluating whether to have an institutional customer program with a particular broker, dealer or custodian, Adviser considers the nature, cost and quality of execution and custody services (including first-hand experience of Adviser, our Representatives and Legacy Groups/Individuals, and the best execution considerations in Item 12(E)), and, as part of the total mix of factors, the availability of Support Services/Products (as defined in Item 12(B)(1)) and other arrangements available from such broker, dealer or custodian. <u>This presents conflicts of interest described in Item 12(B)(1) and Item 12(B)(2)</u>.
>
> When a client requests a broker/custodian recommendation for execution services, the primary factor is cost-effective execution; best execution does not necessarily mean lowest price. Where two or more Institutional Brokers/Custodians offer similar prices and execution, Adviser may prefer one that provides investment information, research and brokerage services to Adviser, and may effect transactions causing a client to pay a higher commission than another would have charged, upon a good-faith determination that the commission is reasonable in relation to the value of the brokerage, research and investment information received, viewed in terms of the specific transaction or Adviser's overall responsibility to its discretionary accounts.

Notwithstanding the above list of Recommended Brokers/Custodians, in certain instances, Adviser will recommend to clients certain brokers, dealers or custodians other than Recommended Brokers/Custodians, including **National Advisors Trust Company** or **Pacific Portfolio Trust Company**, based on the needs of the individual client, taking into consideration the nature of the services required, the experience of the broker, dealer or custodian, the cost and quality of the services, and the reputation of the broker, dealer or custodian.

<u>Trade-PMR related Additional Information</u>. Trade-PMR clears trades and custodies assets with First Clearing, both FINRA member broker-dealers. First Clearing is a trade name used by Wells Fargo Clearing Services, LLC, a non-bank affiliate of Wells Fargo & Company. Trade-PMR acts as an introducing broker dealer on a fully disclosed basis. Trade-PMR and First Clearing are members of SIPC and are unaffiliated registered broker dealers and FINRA members.

Trade-PMR also provides Adviser with access to its institutional trading and custody services, which are typically not available to retail investors. These brokerage services include the execution of securities transactions, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

12(B) Research and Benefits

(1) Research Products and Services Generally Made Available by Institutional Brokers/Custodians

Adviser has access to, or receives, certain support services or products from Institutional Brokers/Custodians, or other brokers, traders, custodians, mutual fund sponsors, or unaffiliated investment managers, (collectively, "***Support Services/Products Provider***") on a gratuitous or discounted basis. The specific products or services provided by each Support Services/Products Provider are in the discretion of such Support Services/Products Provider and may include, none, one, some, or all of the following services or products, or may include other products or services not expressly described below (collectively, "***Support Services/Products***"):

- software and other technology that (1)provides access to client account data (such as trade confirmations and account statements), (2) assists Adviser to better monitor or service client accounts maintained at such Institutional Brokers/Custodians, (3) facilitates trade execution (and allocation of aggregated trade orders for multiple client accounts), or (4) assists Adviser with back-office functions, recordkeeping and client reporting;
- investment-related research;
- pricing information and market data;
- software and other technology that facilitates payment of our Advisory Fee from clients' accounts;
- practice management-related publications;
- discounted or gratuitous consulting services;
- discounted and/or gratuitous attendance at conferences, meetings, and other educational and/or social events;
- discounted and/or gratuitous participation at presentations (in person at any of Adviser's offices or remotely via phone or video-conference) on investment-related matters;
- computer hardware, software; or other products or services used by Adviser in furtherance of its investment advisory business operations.

Conflicts of Interest: Adviser benefits from the receipt or access to the Support Services/Products because Adviser does not need to perform such services or produce such products on its own (or source such products or services from some other third-party), or does not need to pay a portion or the full price for such Support Services/Products. This presents conflicts of interest.

- The existence of any minimum threshold of Assets Under Management that must be held at an Institutional Broker/Custodian for the availability or receipt of Support Services/Products gives Adviser an incentive to recommend that clients maintain their accounts with such Recommended Broker/Custodian based on Adviser's interest in receiving Support Services/Products for the benefit of Adviser's business, rather than based on client's interest in receiving the best value in custody services and the most favorable execution of client transactions. This constitutes a **conflict of interest**. Adviser believes, however, that its recommendation to a client of a particular Recommended Broker/Custodian is in the best interest of such client because such selection is supported, as a whole, by the scope, quality, and price of the services of such Recommended Broker/Custodian, and not by any Support Services/Products of such Adviser's Recommended Broker/Custodian that benefit only Adviser. By maintaining a minimum amount of Assets Under Management at a Recommended Broker/Custodian, such Recommended Broker/Custodian (1) provides benefits to clients that may not generally be available to retail customers of such Recommended Broker/Custodian, such as negotiated pricing, access to certain share classes of specific securities or access to certain other institutional client specific products or services, (2) without imposing any additional commissions or other transaction-related fees.

- While no Institutional Broker/Custodian makes the availability or delivery of Support Services/Products contingent upon Adviser committing any specific aggregate amount of transaction fees to such Institutional Broker/Custodian, if Adviser deems that certain Support Services/Products of a particular Institutional Broker/Custodian are of particular benefit to Adviser's business or some or all of Adviser's clients, such as investment information and research services that Adviser's research analysts and portfolio managers use to formulate recommendations for the purchase or sale of securities, Adviser has an incentive to cause trades to be placed with such Institutional Broker/Custodian so that Adviser has access to or receives such Support Services/Products, rather than based on a client's interest in receiving the best value in custody services and the most favorable execution of client transactions. This constitutes a **conflict of interest**. Adviser believes, however, that its recommendation to a client of a particular Recommended Broker/Custodian in such situation is in the best interest of such client because such selection is supported, as a whole, by the scope, quality, and price of the services of such Recommended Broker/Custodian, and not by any Support Services/Products of such Adviser's Recommended Broker/Custodian that benefit only Adviser.

How Adviser Addresses the Conflict(s): Adviser has a fiduciary duty to clients and is required not to place Adviser's interests, or those of our Employees or owners, ahead of those of clients. Adviser has openly outlined the existence of the conflicts of interest stemming from any access to or delivery of Support Services/Products, in the interest of full disclosure. Further, Adviser's policies and procedures include diverse record-keeping obligations that are triggered in connection with Support Services/Products. For example, the attendance of a conference or meeting at the invitation and expense of an Institutional Broker/Custodian must be reported to Adviser's compliance department, ensuring that relevant material information is considered during Adviser's periodic best execution reviews.

Please Note: Under Section 28(e) of the Securities Exchange Act of 1934, an adviser exercising investment discretion is not deemed to have breached its fiduciary or best-execution obligations solely by causing an account to pay more than the lowest available commission, if it determines in good faith that the commission is reasonable in relation to the value of the brokerage and research services provided. Accordingly, although Adviser seeks competitive rates, it may not obtain the lowest possible commissions for client transactions. Section 28(e)'s protections do not extend to client-initiated unsolicited trades unless the governing account agreement expressly permits it.

Please Also Note: The net interest rate spread on cash held in an Institutional Broker/Custodian's sweep account (the difference between what the custodian earns on the cash and the yield paid to clients) may be higher than at other custodians, and sweep yields are generally below money market fund yields; as rates rise, this dispersion becomes more significant and Adviser or the client may determine that cash should be invested in money market funds instead, weighing yield against next-day settlement and reduced flexibility. See Items 4 and 5 for related cash and sweep disclosures.
Please Also Note: As disclosed in **Item 10** (National Advisors Trust Company), Adviser and certain Employees have indirect ownership interests in NATC, which Adviser sometimes recommends as custodian and corporate trustee, and the conflict of interest is addressed in Item 10.

(2) Soft Dollar Benefits

In addition to the research and benefits described in Item 12(A)(1), in connection with acquisitions of Legacy Groups/Individuals, Adviser may enter into commission sharing arrangements ("***CSAs***") with the Institutional Brokers/Custodians formerly used by them, to continue receiving brokerage and research services or products within the Section 28(e) safe harbor (a "soft dollar" arrangement). Adviser currently has one soft dollar arrangement: in connection with the March 28, 2025 closing of an acquisition (the "***Soft Dollar Legacy Group***"), Adviser entered into a CSA with Wells Fargo under which a portion of commissions on trades Wells Fargo executes is reserved to pay for Section 28(e)-eligible brokerage and research services or products used to manage client portfolios. Eligible research may include proprietary or third-party research and analyses, market research, newsletters and journals, portfolio analysis software, corporate governance research, seminars and conferences, analyst and management access, consultants' portfolio strategy advice, data services, execution advice and certain proxy services; eligible brokerage includes execution, clearing and settlement services and incidental functions such as connectivity, order-routing and trade-analytics software.

Conflicts of Interest**:** The payment by clients of commissions or other transaction-related fees that the receiving Institutional Broker/Custodian partly allocates towards payment for brokerage and research products or services received by Adviser creates the following conflicts of interest between Adviser and any clients paying commissions or other transaction-related fees to such Institutional Broker/Custodian:

- Adviser has an incentive to select or recommend Institutional Brokers/Custodians based on Adviser's interest in reducing or eliminating what Adviser would need to pay for such brokerage or research products or services through the use of soft dollar brokerage and research products or services, rather than the clients' interest in receiving best execution. This constitutes a conflict of interest.
- Adviser has an incentive to increase the number of transaction orders subject to commissions or other transaction-related fees so that the Institutional Broker/Custodian receiving such payments pays for more soft dollar brokerage and research products or services and the Adviser pays for less or none. This constitutes a conflict of interest.
- Certain brokerage or research products or services obtained by Adviser with soft dollars may be used for investment decision-making purposes, as well as administrative or other non-investment decision making purposes (e.g., advertising). With respect to any such "mixed-use" products or services, Adviser will make a reasonable allocation of the cost of the products or services between "soft" and "hard" dollars based on the extent to which the services are used for investment decision making purposes (which may be paid for with "soft" dollars) versus administrative or other non-investment decision making purposes (which are paid for with "hard" dollars out of Adviser's own funds). Such allocation on the part of Adviser of costs of the products or services between "soft" and "hard" dollars presents conflicts of interest because:

    - Adviser has an incentive to characterize a larger proportion of "mixed-use" products or services as being used for investment decision making purposes, and increase the number of transaction orders subject to commissions or other transaction-related fees, in order to reduce what Adviser must pay for such "mixed-use" products or services).
    - The purchase with soft dollars of products or services of different types that are bundled together may be in such a way that Adviser may not know what is being paid for each service.

How Adviser Addresses the Conflict(s): Adviser has a fiduciary duty not to place its interests ahead of clients', has openly disclosed these conflicts, makes a good-faith determination that commissions are reasonable in relation to the value of brokerage and research services received, and considers soft dollar arrangements during its periodic best execution reviews.

Please Note: Commissions and other transaction-related fees charged by Institutional Brokers/Custodians are exclusive of, and in addition to, the Advisory Fee, and as a result of soft dollar arrangements may exceed the compensation obtainable from other brokers, dealers or custodians that do not provide research or other services.

Please Also Note: Soft dollar products and services are used by Adviser for the benefit of any or all clients; many clients benefit without having paid any (or any significant) commissions generating soft dollar credits, and Adviser does not seek to allocate soft dollar benefits proportionately to the credits accounts generate.

The following soft dollar brokerage and research products or services have been received by the Soft Dollar Legacy Group prior to the closing of Adviser's aforementioned acquisition of the Soft Dollar Legacy Group's investment advisory business. Any soft dollar brokerage and research products or services that Adviser receives upon its signing of a CSA with Well Fargo may be used to purchase similar or different services or products, and are subject to change at any time without notification.

- Bloomberg Finance, LP (NYSE, Options, TSX)
- GKD Index Partners LLC (d/b/a Alerian)
- ICE Data Services Inc.
- Informa Investment Solutions – Zephyr
- NYSE
- Options Price Reporting Authority
- TMX, Inc.

12(C) Brokerage for Client Referrals - Schwab Advisor Network®

Adviser receives client referrals from Schwab, a broker-dealer independent of and unaffiliated with Adviser, through its participation in the Schwab Advisor Network®. Schwab does not supervise Adviser and has no responsibility for our services. Adviser pays Schwab fees for these referrals, which raises the conflicts of interest described below.

Adviser pays Schwab a Participation Fee on all referred clients' accounts custodied at Schwab — a percentage of the fees the client owes Adviser or of account asset value, subject to a minimum, billed quarterly for as long as the account remains at Schwab, and subject to change or waiver by Schwab. The fee is paid by Adviser, not the client, and Adviser has agreed not to charge referred clients more than similarly situated non-referred clients.

Adviser generally pays Schwab a Non-Schwab Custody Fee if custody of a referred client's account is not maintained by, or assets in the account are transferred from Schwab. This Fee does not apply if the client was solely responsible for the decision not to maintain custody at Schwab. The Non-Schwab Custody Fee is a one-time payment equal to a percentage of the assets placed with a custodian other than Schwab. The Non-Schwab Custody Fee is higher than the Participation Fees Advisor generally would pay in a single year. Thus, Adviser will have an incentive to recommend that client accounts be held in custody at Schwab.

Because the Participation and Non-Schwab Custody Fees are based on assets of referred clients and their household family members, Adviser has an incentive to encourage household members to custody accounts and execute transactions at Schwab and to instruct Schwab to debit our Advisory Fee directly from their accounts.

For referred client accounts custodied at Schwab, Schwab does not charge separately for custody but is compensated through commissions or other transaction-related compensation on trades executed through Schwab, and receives a (generally lower) clearance and settlement fee — in addition to the executing broker's fees — on trades executed elsewhere. Adviser therefore has an incentive to execute trades through Schwab, notwithstanding its acknowledged duty to seek best execution; trades for Schwab-custodied accounts may be executed at different times and prices than trades for other accounts.

12(D) Directed Brokerage

Adviser does not generally accept directed brokerage arrangements (when a client requires that account transactions be effected through a specific broker, dealer or custodian). In client directed arrangements, the client will negotiate terms and arrangements for the client's account with that broker, dealer or custodian, the client will monitor investments held at such broker, dealer or custodian, Adviser will not seek better execution services or prices from other brokers, dealers or custodians and Adviser will not "batch" the client's transactions for execution through the other broker, dealer or custodian with orders for accounts of other clients managed by Adviser. As a result, client may pay higher commissions or other transaction-related fees or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case.

Please Note: In the event that a client directs Adviser to effect securities transactions for the client's accounts through a specific broker, dealer or custodian, the client hereby is advised that such direction may cause the accounts to incur higher commissions or other transaction-related fees than the accounts would otherwise incur, had the client determined to effect account transactions through alternative clearing arrangements that may be available through Adviser. Higher transaction costs adversely impact account performance. **Please Also Note**: Transactions for directed accounts will generally be executed following the execution of portfolio transactions for non-directed accounts.

12(E) Best Execution

The commissions or other transaction-related fees paid by our clients to Institutional Brokers/Custodians with respect to trades of Assets Under Management are subject to our duty to obtain best execution. Adviser believes that the commissions and transaction-related fees charged by our Recommended Brokers/Custodians are competitive within the securities industry. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction (to the extent that a transaction fee is payable) represents the best qualitative execution, taking into consideration the full range of services of the Institutional Broker/Custodian. Please see the description below in this Item 12(E) of qualitative and quantitative factors considered by Adviser for purposes of its best execution determination. Accordingly, although Adviser will seek competitive commission rates or other transaction-related fee amounts, it may not necessarily obtain the lowest possible commissions or other transaction-related fees for client account transactions. As a result, clients may pay commissions or other transaction-related fees to Institutional Brokers/Custodians that are higher than those charged to effect the same transactions by other brokers, dealers or custodians, where Adviser determines, in good faith, that the commissions or other transaction-related fees are reasonable. Please note that Adviser's best execution responsibility is qualified if the securities that are being traded for client accounts are mutual funds that trade at net asset value determined as of the daily market close.

The accounts at a Recommended Broker/Custodian may be prime broker eligible so that, if and when the need arises to effect securities transactions at brokers, dealers or custodians other than such Recommended Broker/Custodian ("***executing brokers***"), such Recommended Broker/Custodian will accept delivery or deliver the applicable security from/to the executing broker. Some Recommended Brokers/Custodians charge a "trade away" fee (trade effected at another broker), which is charged against the client account for each trade away occurrence. Clients should consult their current Institutional Broker/Custodian for policies and fees concerning prime broker accounts and trade away fees or they can always ask their advisor for a description of costs.

Adviser recognizes that the analysis of execution quality involves various factors, both qualitative and quantitative. Adviser follows processes in an attempt to ensure that it is seeking to obtain the most favorable execution under the prevailing circumstances when placing client orders. The factors that Adviser considers include one or more of the following, as Adviser determines to be appropriate for the particular situation:

- The financial strength, reputation, and stability of the Institutional Broker/Custodian;
- The availability of asset custody services (without a separate fee for custody);
- The ability efficiently to effect prompt and reliable execution, clearance and settlement of trades for client accounts;
- Competitive commission rates and transaction-related fee amounts (including applicable dealer spreads or margin interest rates);
- The willingness to negotiate commission rates and transaction-related fee amounts;
- The breadth of investment products made available (stocks, bonds, mutual funds, ETFs, etc.);
- The availability of the broker to stand ready to effect transactions of varying degrees of difficulty in the future;
- The efficiency of error resolution, clearance, and settlement;
- Access to a trading desk;
- Access to an electronic communications network for client order entry and account information;
- Block trading, which provides the ability to aggregate securities transactions and allocate the appropriate shares to client accounts;
- Performance measurement;
- Online access to computerized data regarding client accounts;
- Availability, comprehensiveness, and frequency of brokerage and investment research and tools that assist Adviser in making investment decisions;
- Trading fees;
- The economic benefit to the client; or
- Related matters involved in the receipt of brokerage services.

Many of the trades that Adviser places on a given trading day are placed with each applicable Institutional Broker/Custodian as part of a block trade (see Item 12(H) - Order Aggregation below). Some trades that Adviser places on a given trading day are placed with each applicable Institutional Broker/Custodian at different times throughout such trading day and not as part of any block trade.

Commissions and transaction-related fees generally are assessed directly by the applicable Institutional Broker/Custodian per executed transaction against the client account in which the transaction takes place.

Commissions generally are calculated as a percentage of the transaction value. Transaction-related fees generally are fixed amounts, such as a flat or fixed fee. The commission rate or transaction-related fee amount depend on various factors, including the type of security, the means of placing the order, the length of holding the security, or the exchange on which the security is being traded. Transactions with respect to certain securities may not trigger any commissions or transaction-related fees, at all. On the other hand, transactions with respect to other securities may be subject to commissions or transaction-related fees.

Adviser's Best Execution Committee meets periodically to conduct a best execution review.

12(F) Separate Managed Account Program Services

In the event that Adviser is engaged to provide investment advisory services as part of an unaffiliated managed account program/platform, the unaffiliated investment adviser that engages Adviser's services shall maintain both the initial and ongoing day-to-day relationship with the underlying investor, including initial and ongoing determination of the of the investor's suitability for Adviser's designated investment strategies.

If the custodian/broker-dealer is determined by the unaffiliated investment adviser, Adviser will be unable to negotiate commissions or other transaction-related fees. The program sponsor will determine the broker-dealer through which transactions must be effected, and the amount of commissions or other transaction-related fees to be charged to the participant investor accounts. As a result, the underlying investor may pay higher commissions or other transaction-related fees or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case through alternative clearing arrangements recommended by Adviser. Higher transaction costs adversely impact account performance.

12(G) Sub-Advisory Engagements

In the event that Adviser serves as a sub-adviser to any unaffiliated registered investment adviser per the terms and conditions of a written Sub-Advisory Agreement, the unaffiliated investment adviser that engages Adviser's sub-advisory services shall maintain both the initial and ongoing day-to-day relationship with the underlying client, including initial and ongoing determination of client suitability for Adviser's designated investment strategies. If the custodian/broker-dealer is determined by the unaffiliated investment adviser, Adviser will be unable to negotiate commissions or other transaction-related fees, and/or seek better execution. As a result, the underlying client may pay higher commissions or other transaction-related fees or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case through alternative clearing arrangements recommended by Adviser. Higher transaction costs adversely impact account performance.

12(H) Order Aggregation

Many of our purchases or sales of a security in our client accounts are aggregated or "bunched" or "blocked" with purchases or sales of the same security for other clients that are received and entered during the same trading day. Orders for a trade is a particular security entered during a particular trading day may be aggregated with any previously entered orders for the same security which have not yet been filled (and may also be aggregated with previously entered filled orders if the market price for the security has not materially changed and the aggregation does not cause any unintended duration exposure). These aggregations may occur firm-wide or may be segmented into subgroups (for example, on a geographic or regional basis or on a per investment advisor basis, including in connection with Legacy Groups/Individuals).

Once our trading department (or such region/geographic or advisor-based subgroup) has decided which trades to bunch, it places one block order per applicable custodian for the aggregate amount of shares of such security subject to the block trade at such custodian. Such blocked order may be placed toward the end of the applicable trading day. Sometimes, including in situations of extreme financial markets volatility, Adviser may place a blocked trade at an earlier time of the trading day, if Adviser deems this to be in the best of interests of our clients. All client accounts at each custodian that participate in one block order will receive an average execution price based on all of the executed fills at such custodian.

Before entering a block order, a written allocation statement is prepared that includes the order details, the account details, and each account's intended order allocation. If the entire aggregated order is filled, it will be allocated according to the allocation statement. If the aggregated order is partially filled, it will be allocated pro rata. Pro rata trade allocation means an allocation of the trade is issued among applicable advisory clients in amounts proportional to each participating advisory client's intended investment. Adviser calculates the pro rata share of each transaction included in a block order and assigns the appropriate number of shares for each allocated transaction executed for a client's account. This process is executed on a per-custodian basis. It is possible for clients to receive different average prices from block trades executed on the same trading day due to multiple trade iterations.

Bunching does not guarantee the lowest possible price for execution - instead, aggregation is intended to reduce the overall volatility in execution price for several orders applicable to clients and Employees relating to the same security that, if not bunched together, may experience significantly different execution prices. Bunching may also result in more favorable commissions or other transaction-related fees or a more equitable allocation of commissions or other transaction-related fees among our clients that might have been obtained had such trades been placed independently. Adviser believes that, over time, aggregation of orders is fair and equitable to all of our clients.

Any transactions that are not bunched, will be effected independently. Adviser may (but is not obligated to) combine or "bunch" trades any orders. Adviser does not receive any additional compensation or remuneration as a result of the aggregation of any trades.

12(I) Allocation of Trades

If trade allocations are required, they will be made prior to the close of business on the trade date. In the event an order is "partially filled," the allocation will be made in the best interests of all the clients in order, considering all relevant factors, including the size of each client's allocation, clients' liquidity needs, and previous allocations. In most cases, accounts will get a pro forma allocation based on the initial allocation. This policy also applies if an order is "over-filled."

12(J) Securities Allocations

Since Adviser manages accounts of Separate Account Clients with similar investment strategies, Adviser sometimes aggregates orders for securities for such accounts. In such event, allocation of the securities so purchased or sold, as well as expenses incurred in the transaction, is made by Adviser in the manner it considers to be the most fair, equitable and consistent with its fiduciary obligations to such accounts.

Adviser's allocation procedures seek to allocate investment opportunities among clients fairly, taking into account clients' best interests. Adviser will follow procedures to ensure that allocations do not involve a practice of favoring or discriminating against any Adviser client or group of clients. Account performance is never a factor in trade allocations.

Adviser's advice to certain clients and any action of Adviser for those and other clients are frequently premised not only on the merits of a particular investment, but also on the suitability of that investment for the particular client in light of his or her applicable investment objectives, overall risk tolerance, guidelines, and circumstances. Thus, any action of Adviser with respect to a particular investment can, for a particular client, differ or be opposed to the recommendations, advice, or actions of Adviser to or on behalf of other clients.

While Adviser aggregates many trades, there are reasons for executing a particular trade outside of a block trade, including:

- the type of security subject to the trade,
- the timing of the availability of cash or cash equivalents in the account necessary to execute a purchase,
- the timing of the trading department's receipt of the request to place a trade,

- the type of trade order that is being requested (market order, limit order or stop order),
- the specific reason for the placement of the trade,
- the degree of volatility applicable to the financial market, as a whole, or a particular segment of the financial market, or the specific security subject to the trade, or
- specific events, news, or disclosures that relate to the specific security subject to the trade.

Furthermore, there are instances when, because of, or in connection with, discussions with a particular client, the specific investment adviser representative assigned to such client may request that our trading department place an individual trade (or, in some circumstances, may directly place an individual trade through the applicable custodian's portal or by means of a phone call to the applicable custodian). There also are instances when a particular client places an unsolicited trade request (Please refer below to Item 12(N) – Unsolicited Trades).

As an investment manager, Adviser's primary focus is to invest on behalf of our clients in securities with the general intention of holding such securities for extended periods of time. The impact of execution time lapses on the price of many securities during any given trading day, except in situations of extreme financial market volatility, is generally minimal in the context of investing. The reason is that investing (as compared to trading - see description of Trading in the discussion of Investment Strategies in Item 8(A)(4) above) generally seeks larger returns over extended periods through buying and holding. Trading, by contrast, takes advantage of both rising and falling markets to enter and exit positions over a substantially shorter time frame, taking smaller, more frequent profits (or losses).

With respect to Pooled Investment Clients, Adviser serves as the general partner, manager or investment adviser to multiple funds, some of which pursue a similar or the same investment strategy. Situations may arise in which accounts managed by Adviser have made investments that would have been suitable for investment by one client but, for various reasons, were not pursued by, or available to, another client. This could arise with respect to an underlying fund that, for example, places stringent restrictions on the number of investors whose money it will manage or their aggregate assets under management. As a result, certain underlying funds to which Adviser would like to allocate assets may limit, or be unable or unwilling to accept, an allocation of such client's assets. To the extent that entities affiliated with Adviser invest in underlying funds, the ability of a client to invest in the same underlying fund may be adversely affected by any limitation on availability of the investment.

Further, with respect to Pooled Investment Clients, there may be instances in the allocation of investments among clients where some clients may participate in certain opportunities made available to Adviser while other clients may not. Where accounts have competing interests in a limited investment opportunity, Adviser may not allocate investment opportunities pro rata among clients but rather may allocate investment opportunities based on numerous other considerations, including, without limitation, the percentage of committed capital already allocated to investment opportunities, investment objectives and restrictions, participation in other opportunities, appropriate design and balancing of investment portfolios of such account, compliance with applicable laws, and tax concerns as well as the relative size of different accounts' same or comparable portfolio holdings. As noted above, Adviser will allocate all investment opportunities among clients in the manner it considers to be the most fair, equitable and consistent with its fiduciary obligations over time, and Adviser has adopted policies and procedures to address this conflict of interest.

12(K) Trade Errors

From time to time, Adviser, the applicable broker, dealer or custodian, or a sub-adviser may make an error in placing a trade on a client's behalf. Adviser generally defines "trade error" as the execution of a transaction on behalf of a client on terms other than those intended or the failure to execute a transaction on behalf of a client on the intended terms. Adviser faces an inherent conflict in addressing trade errors, as trade errors are often detected by firm personnel who may have an inherent incentive to mitigate such trade errors in our favor, which could be to the detriment of clients. To address this risk, Adviser logs and our compliance department actively reviews all trade errors. Adviser feels that these controls, along with periodic employee training, function to mitigate these inherent risks.

Our policy is to ensure clients will be made whole following a trade error, with the objective to return the client's account to the position that it would have been in had there been no error by means of the responsible party reimbursing the client for any loss incurred. Adviser will typically process the correction through an error account with the applicable custodian. If the trade error results in a gain, the treatment of any gains resulting from trade error corrections will be dependent on which broker, dealer or custodian is processing the trade. Some brokers, dealers or custodians cause trade error gains to be donated to a charitable organization. In some instances, Adviser reimburses the client directly by providing a cash payment or a management fee credit.

12(L) Client Trade Requests/Instructions

Adviser does not accept written trade instructions or trade instructions left in a voice-mail, unless they are confirmed for security reasons through a live conversation with a client service team member via phone call or video conference with the client.

12(M) Clients Placing Trades Directly with Custodians

Clients generally contact Adviser (instead of contacting the custodian of the account managed by Adviser) to request the placement of trades with respect to such account. It may be possible (but some brokers, dealers or custodians may restrict this ability with respect to institutional accounts) for a client also to place a trade request/instruction directly with the applicable broker, dealer or custodian of any of such client's applicable accounts, including by placing the trade through the applicable broker, dealer or custodian's client portal (accessible via internet or mobile application) or by placing a phone call to the broker, dealer or custodian's client service department, or, in the context of investments with respect to which Adviser provides Advisement Services, by contacting the applicable investment fund or management company of the fund. If a client wishes to take advantage of the direct broker, dealer or custodian trading feature, such client should contact Adviser in advance to ensure that such feature is available and, if so, to learn whether such feature has been set-up, and, if not, to have Adviser assist such client with the setting-up of the same; alternatively, such client may also directly contact the applicable broker, dealer or custodian to inquire if such direct broker, dealer or custodian trading feature is available and, if so, to request the Custodian's assistance with the setting up of the same.

12(N) Unsolicited Trades

There are instances when a particular client contacts Adviser to request that Adviser place a trade for the purchase or sale of a particular security in an account that is subject to the investment management of Adviser, which type of trade is generally referred to as an "**unsolicited trade**". <u>Unsolicited trades have the potential to conflict with the investment objectives with respect to the account in which such trades are made and the overall investment objectives or risk tolerances of the client requesting the unsolicited trade</u>. Furthermore, depending on the security that is the subject of the unsolicited trade, if Adviser has not completed any up-to-date due diligence or research with respect to such security prior to its receipt of the unsolicited trade, no up-to-date due diligence or research with respect to such security will be completed by Adviser in connection with such unsolicited trade. Adviser does not assume any responsibility with respect to any specific unsolicited trade, except, upon our receipt of an unsolicited trade request, placing such trade according to the instructions that Adviser received from the applicable client (unless Adviser expressly communicates to the requesting client that Adviser will not place such specifically requested unsolicited trade).

Clients that like to be actively involved in trading (rather than investing) with respect to a portion of their investments are urged to consider opening a retail investment account at a Custodian, funding the same, and using such account to place trades directly, without the assistance of Adviser. Alternatively, at the request of a client, Adviser may agree to open a courtesy account at an Institutional Broker/Custodian (where the client already has other accounts). Any investments in such a **retail account** or **courtesy account** are not Assets Under Management and **<u>not</u> included in the calculation of the Advisory Fee** payable by any such clients to Adviser with respect to Assets Under Management.

Item 13 Review of Accounts

13(A) Timing of Reviews of Accounts, Financial Plans and Supervised Persons Involved

(1) Client Accounts:

Client accounts are subject to different reviews by various of our Supervised Persons.

Investment Adviser Representative Review:

Clients receiving Investment Management Services or Advisement Services are encouraged to review with Adviser, at least annually, their investment objectives, risk capacity and tolerances, financial situation and account performance, and remain responsible for advising Adviser of any changes and requesting any Financial Planning. Accounts are reviewed by an investment adviser representative upon client request or periodically, to determine whether holdings and strategies remain consistent with the client's objectives, risk tolerances and communicated goals.

Client account(s) feeding through the Pontera platform will be reviewed at least quarterly. To facilitate use of the Pontera platform, the client securely logs into the Pontera site and entitles Adviser to manage the assets.

Please Note: It is possible, and not infrequent, for a specific account's investment objective not to be consistent with the client's risk tolerance. While risk tolerance is one of the factors that are taken into account in setting an account's investment objective, it is not the only one. The investment objective set for a particular account can deviate from a client's risk tolerance for good reasons, including:

- a large concentrated position in a low tax basis stock that client does not want to sell,
- a more aggressive investment objective because the account is for the benefit of children or grandchildren with a longer time-horizon or more aggressive risk-tolerance,
- a group of accounts being assigned to the same investment objective but being managed in the aggregate (in such case, the allocations to equities or fixed income in all such grouped accounts may be consistent with the client's risk tolerance, even though the allocations to equities or fixed income in each such account may not be consistent).

Please Also Note: Sometimes, Adviser sets an investment objective with respect to a group of accounts and manages the assets in such group of accounts in the aggregate. In such case, Adviser will maintain allocations to equities or fixed income in all such grouped accounts, when viewed in the aggregate, consistent with the client's investment objective, but the allocations to equities or fixed income in each such account may not be consistent with the client's investment objective.

Quarterly Statements and Client Portal: Adviser sends clients quarterly statements and makes available through its Client Portal information on the client's overall portfolio and each account, broken down by asset category or risk category allocation, along with summary, performance, position and transaction views. Clients are reminded to review their Client Portal and every quarterly statement periodically and to contact their advisor immediately with any needed corrections, questions or comments — including if the risk category allocation shown appears inconsistent with the client's overall risk tolerance.

Adviser's investment strategies may include target allocations to broad asset classes (e.g., Domestic Equity, International Equity, Fixed Income, Alternatives, Cash), which the Investment Committee may tactically or strategically overweight or underweight in its discretion, subject to equity-allocation rebalancing thresholds that require rebalancing, at a time Adviser deems appropriate, when the actual equity allocation deviates beyond specified limits.

Investment strategies of acquired Legacy Groups/Individuals generally are maintained post-closing, so multiple similar strategies may exist at any given time; Adviser uses reasonable efforts to consolidate similar strategies over time.

Compliance Review:

Our compliance team periodically reviews information relating to a sample of clients.

Investment Management Review**:**

Our investment management team undertakes diverse tasks periodically in support of, and in connection with, the continuous and ongoing monitoring and review of client accounts:

- Review of performance of securities in strategies relative to benchmarks or financial indices;
- Review of performance of securities in strategies vs. peer groups;
- Review of strategies and client accounts based on qualitative and quantitative factors;
- Review of strategies and client accounts based on risk/return and investment expense profiles;
- Review of the qualifications and status of the current custodians, internal trading process, and state of the trading systems used;
- Review of the investment management companies that manage securities in strategies; and
- Review of the mix of securities in strategies and client accounts.

Portfolio Activity. Adviser has a fiduciary duty to provide services consistent with the client's best interest. As part of its investment advisory services, Adviser will review client portfolios on an ongoing basis to determine if any changes are necessary based upon one or more factors, including, but not limited to, market conditions, investment performance, fund manager tenure, style drift, account additions/withdrawals, and/or a change in the client's overall risk tolerance or the account's primary investment objective. Based upon these factors, there may be extended periods of time when Adviser determines that changes to a client's portfolio are neither necessary nor prudent. Adviser's advisory fee remains payable during periods of account inactivity.

13(B) Review of Client Accounts on Non-Periodic Basis

Adviser may also conduct non-periodic account reviews upon a triggering event, such as a material change in a client's investment objectives, risk capacity, risk tolerances or financial situation, a material change in client-initiated transaction volume or in a strategy in which the client is invested, or a client request.

13(C) Content of Client-Provided Reports and Frequency

Adviser provides written investment reports to clients in connection with periodic review meetings and at the request of clients. These reports may include:

- changes in market values;
- current and historical time-weighted performance statistics;
- information relating to benchmarks or financial indices;
- strategies applicable to each account; or
- individual account holdings.

Clients receiving Investment Management Services or Advisement Services also generally receive quarterly statements, portfolio summaries or reports from Adviser (or directly from an Institutional Broker/Custodian, record-keeper or third-party administrator), including the Advisory Fee calculation, and may access them through their client portal. The Institutional Broker/Custodian's statements are the official record of a client's Assets Under Management and supersede any Adviser-prepared reports; clients are encouraged to cross-reference Adviser reports against custodian statements for the same period.

The Financial Planning services provided by Adviser may include a written report containing an analysis (which may include applicable assumptions) and recommendations that is delivered as part of a regular review meeting or during a Financial Planning specific presentation meeting. The content of the financial plan depends on the particular terms of the engagement, including the specific scope of the services. For more information on Financial Planning, please see Item 4(B)(2) above.

Adviser may mail to a client or upload to the internet-based client portal of such client an investment report or financial plan in the event that such client is not able to meet with Adviser for an extended period of time.

13(D) Directly Affiliated Private Funds, Indirectly Affiliated Private Funds, or the Managed Private Funds:

The investments made by many of the Directly Affiliated Private Funds, Indirectly Affiliated Private Funds, or the Managed Private Funds are private, illiquid, and long-term in nature. Thus, the review process for such funds is not focused on a short-term decision whether to dispose of securities or other investments. Nevertheless, Adviser's investment professionals conduct periodic reviews of investments held by the Directly Affiliated Private Funds, Indirectly Affiliated Private Funds, or the Managed Private Funds. This review may include analyzing financial statements and periodic reports, attending annual and informal meetings, checking allocations of income and loss, and reviewing financial statements, valuations, transactions, and underlying investment information. Adviser may perform ad hoc reviews on an as-needed basis if there has been a material change in a fund's investment objectives or in how Adviser formulates investment advice.

Each investor of the Directly Affiliated Private Funds, Indirectly Affiliated Private Funds, or the Managed Private Funds will receive periodic summaries of the fund's performance and of such investor's estimated capital account activity and balance for that period. Investors in such funds will also receive an annual report for such report's year containing financial statements and a statement showing the change to such holder's capital account with respect to such year. Tax information, including a Schedule K-1, will be provided to fund investors as soon as reasonably practicable following the end of each calendar year. Adviser, in its discretion, may furnish additional reports to fund investors.

Item 14 Client Referrals and Other Compensation

14(A) Adviser Payments for Client Referrals

(1) Employee or Promoter Referrals

Adviser has agreements in place with several unaffiliated or affiliated individuals or entities pursuant to which any such individual or entity receives mutually agreed compensation from Adviser if any referral from such individual or entity of prospective qualified investment advisory clients results in revenue to Adviser.

- Affiliated individuals or entities under such arrangements are generally Employees or partners, whose referrals are compensated by Adviser through the payment of a percentage of the Advisory Fee received by Adviser from the referred client for a limited period of time. Employees or partners that refer clients and receive compensation from Adviser must disclose the nature of their relationship with Adviser to prospective clients at the time of the referral.

- Unaffiliated individuals or entities under such arrangements are generally referred to as “promoters” and compensated by Adviser through the payment of either a percentage of the Advisory Fee received by Adviser from the referred client or a flat fee, in each case during an expressly specified time-period. The promoter agreements are subject to the requirements of the Advisers Act, which imposes disclosure obligations on promoters and supervision obligations on investment advisers in the context of testimonials or endorsements, and any corresponding state securities law requirements. Any such referral fee does not result in any increase to the Advisory Fee that Adviser would have charged without such referral. If a prospective client is introduced to Adviser by an unaffiliated promoter, the promoter, at the time of the referral, is required to disclose the nature of such promoter's relationship to Adviser, together with a copy of a separate written disclosure statement from the promoter to such prospective client disclosing the terms of the promoter arrangement between Adviser and the promoter, including the compensation to be received by the promoter from Adviser in connection with any referral.

Adviser compensates Warren Averett RIA, LLC and BT Financial Services, LLC for client referrals; referral compensation is paid from our Advisory Fee and does not result in an additional charge to the referred client. Adviser also maintains an internal compensation arrangement for clients introduced by Supervised Persons and participates in the Schwab Advisor Network® referral program (see Items 4(B)(12) and 12(C) above).

(2) Paid Advertising for Client Referrals

Some of the professionals of Adviser are profiled in on-line registries. Investors use these registry online services to learn about investment advisers, how to avoid bad financial advice, how to select quality advisers, to search for investment advisers, and to view adviser documentation. Some registries match our financial professionals to investors who use the registry's custom search services and its documentation to review our professional's credentials, ethics, business practices, and financial services. Adviser pays fixed monthly or annual dues or a fee for our professionals to be profiled in the registry and/or receive referrals. Some registries use the dues to provide free information and search services to investors. Other sites are considered paid advertising. Inclusion in a registry is not indicative of an endorsement of Adviser by the registry sponsor.

(3) Cross-Referrals

Adviser sometimes makes referrals to, or receives referrals from, third-party service providers, including accountants. In some instances, Adviser receives referrals from third-party service providers to whom Adviser previously has made referrals, and vice versa. While no payments are made by Adviser to any third-party from which it receives referrals in consideration for any received referrals, Adviser obtains a benefit from the revenue that it receives from any referral. Please refer above to Item 10 - Other Financial Industry Activities and Affiliations.

14(B) Other Compensation

(1) Support Services and Products

Adviser receives an economic benefit in the form of different support products and services that are made available to us by some or all of the Institutional Brokers/Custodians. Please refer to Item 12 above for a detailed description of these economic benefits from support products and services.

Adviser will also receive additional benefits from Trade-PMR, which includes electronic systems that assist in the management of our client accounts, access to research, the ability to directly debit client fees, software and other technology that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), pricing information and other market data, assist with back-office functions, recordkeeping and client reporting.

Our clients do not pay more for investment transactions effected and/or assets maintained at Schwab, Fidelity, Pershing, Raymond James, Trade-PMR and MATC because of this arrangement. There is no corresponding commitment made by Adviser to Schwab, Fidelity, Pershing, Raymond James, Trade-PMR and MATC or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities, or other investment products as a result of the above arrangement.

(2) Pontera Platform

Adviser uses Pontera, a third-party platform that facilitates the discretionary management of Assets Under Advisement of certain clients.

Adviser receives compensation from those clients for such Adviser's services. Such compensation is part of the Advisory Fee, is calculated on a quarterly basis based on the market value of the Assets Under Advisement on the Pontera platform as of the last day of the preceding calendar quarter, and is deducted by Adviser in advance from any Assets Under Management or invoiced in advance by Adviser to Client.

Pontera charges Adviser a percentage-based fee with respect to the market value of the Assets Under Advisement on the Pontera platform. Clients do not pay any additional fee to Pontera or to Adviser in connection with platform participation. Adviser is not affiliated with Pontera in any way and receives no compensation from Pontera for using Pontera's platform.

Item 15 Custody

Adviser is deemed to have custody of certain accounts of Separate Account Clients or Pooled Investment Clients held at certain custodians because Adviser directly deducts its advisory or other management fees (please see above Item 5 – Fees and Compensation).

Adviser is considered to have custody of those client assets that are subject to third-party payment standing letters of authorization (authorizations to make payments to any party other than the applicable client account holders). Adviser engages in other practices and/or services, including trustee services, power of attorney, password possession and General Partner or Manager services, on behalf of our clients, which cause Adviser to be subject to an annual surprise CPA examination and the submission of a Form ADV-E.

Clients receiving Investment Management Services will receive at least quarterly account statements directly from their Custodian and/or program sponsor for the client accounts containing a description of all transaction activity, cash balances, and portfolio holdings in their accounts. These Custodian or program sponsor statements are the official records of the accounts.

Please Note: To the extent that Adviser provides clients with periodic statements, invoices or reports with respect to any account, each client is urged to compare any such Adviser statement, invoice or report with any Custodian or program sponsor statement applicable to any such account. **Please Also Note:** Custodians do not verify the accuracy of our calculation of Advisory Fee payable by any client.

Waverly must meet other requirements of the custody rule because of its relationship to the Directly Affiliated Funds. An independent CPA audits the Directly Affiliated Funds annually, and copies of the audited financials are made available to the limited partners within 120 days (or 180 days for a fund of funds) from the Affiliated Fund's fiscal year end.

Adviser is affiliated through ownership and control with trust company Pacific Portfolio Trust Company. As Trustee, PPTC has the power and authority to access and distribute client funds and/or securities from the trust. Client funds are held at a qualified custodian (typically Charles Schwab & Co., Inc. or Fidelity). Adviser has implemented internal control procedures so that the PPTC accounts undergo an independent custody verification review by a Certified Public Accountant.

Item 16 Investment Discretion

Adviser provides Investment Management Services on either a discretionary or non-discretionary basis. The specific type of discretionary authority applicable to any client can be selected by the client and is set forth expressly in such client's Investment Advisory Agreement, naming Adviser as the client's attorney and agent in fact with full authority to buy, sell, or otherwise effect investment transactions involving the Assets in Client's name. Further, discretionary authority is often granted to the adviser in separate limited power of attorney custodian documentation completed by each applicable client with such client's custodian(s).

Regardless of our engagement as a discretionary or non-discretionary investment manager, a client may still direct us, **in writing**, to take or not to take certain actions with respect to any or all of such client's Assets. For example, a client may place certain restrictions on or exceptions with respect to one or more of the client's accounts relating to trading, margin, particular investment categories, specific securities, etc.). Adviser generally will implement a client's unsolicited trade requests but may communicate any concerns about or objections to any such request. Furthermore, even when Adviser has been engaged by a client generally to provide Investment Management

Services on a discretionary basis, if such client holds or transacts in certain investments on their own directly with the Custodian or does not grant Adviser trading authority, all services that Adviser provides with respect to such investments are considered Advisement Services. Please see Item 12 – Brokerage Practices for more detailed information on unsolicited trades or directly trading with Brokers/Custodians.

Discretionary:

Adviser designs, develops and uses multiple proprietary investment strategies for clients, generally, on a discretionary basis. Many of Adviser's investment strategies are customized for particular clients. Adviser also has developed certain investment strategies that it uses to allocate all or some of the Assets Under Management of different clients. In those instances, the account of one client may be in the same strategy as the accounts of other clients. Some clients have multiple accounts, and some accounts may be in customized strategies and others may be in strategies used for multiple clients.

Our discretion in the performance of our Investment Management Services includes all of the following:

1) The specific securities to be bought or sold on the client's behalf.
2) The amount of securities to be bought or sold on the client's behalf.
3) The amount, if any, of transaction fees to be paid to third parties.
4) Timing as to when such securities are to be bought or sold.
5) The particular broker-dealer or custodian ("Custodian") to be used for arranging securities transactions for any client.
6) The engagement or the termination of advisers or sub-advisers

While Adviser will typically inform clients of transactions performed by Adviser, either prior to or immediately following such transactions, unless Adviser has received written instruction from a particular client always to inform such client of any transaction and has sent a written response expressly accepting such instruction, Adviser has no obligation to inform such client of any such transaction. Clients receive detail of every transaction from the custodian, whether that is via trade confirmation or statement.

Non-Discretionary:

In limited circumstances, Adviser provides Investment Management Services on a non-discretionary basis. In such cases, Adviser provides investment recommendations to clients with respect to their Assets Under Management. If a recommendation from Adviser to a client relating to Assets Under Management is approved by such client, Adviser will facilitate the execution of such recommendations, using its discretion as to the timing of the transaction or the setting of limit prices related to such recommendations.

Retirement Plans:

Sponsors for ERISA-governed retirement plans may choose to engage Adviser as an ERISA 3(21) investment fiduciary or 3(38) investment manager. When acting in a 3(21) capacity, Adviser does not have discretion, but rather makes investment recommendations to the plan. When acting in a 3(38) capacity, Adviser has the discretion to implement changes to plan investment options.

Pooled Investment Clients:

When Adviser acts as a general partner, manager or investment adviser of funds, Adviser has discretionary authority to manage investments on behalf of the funds in accordance with the investment objectives set forth in each fund's governing documents. Generally, Adviser does not allow individual investors in the funds to place limitations on this authority. Adviser assumes this authority pursuant to the terms of the fund's governing documents or pursuant to the terms of an investment management agreement.

Item 17 Voting Client Securities

17(A) Authority of Adviser to Vote Client Securities

A client shall be solely responsible for voting all client proxies relating to the securities of such client, except in the event, and to the extent, that (1) Adviser expressly agrees to assume any responsibility to vote client proxies with respect to certain securities that are comprised within such client's Assets Under Management, which express agreement, if any, generally would be reflected in the applicable investment advisory agreement between Adviser and client, and (2) client has completed and delivered, to every broker-dealer or custodian involved in making trades or serving as custodian with respect to such client's Assets Under Management, the appropriate documentation authorizing the transmission of proxy voting data to Broadridge Financial Solutions, Inc. Clients who utilize trust services through an affiliated trust company of Adviser will have their proxies handled pursuant to the proxy voting policy of the affiliated trust company. Trust services clients are advised to contact their trust officer for more information regarding the applicable proxy voting policy.

Except as required by applicable law, Adviser will not be obligated to render advice or take any action on behalf of the client with respect to securities comprised within the client's Assets Under Management which become the subject of any legal proceedings, including bankruptcies. The client maintains exclusive responsibility for all legal proceedings or other type of events pertaining to securities comprised within the client's Assets Under Management, including class action lawsuits. For example, if any security is subject to a pending or resolved class action lawsuit, Adviser has no obligation to determine if any client holds such security, to evaluate if any client is eligible for filing a claim, or to complete and submit a claim to participate in the proceeds of a securities class action settlement or verdict.

Item 18 Financial Information

18(A) Balance Sheet

Adviser does not require clients to prepay more than $1,200 in fees per client, six months or more in advance.

18(B) Financial Condition

Adviser does not believe that is has a financial condition that is reasonably likely to impair our ability to meet our commitments to our clients.

18(C) Bankruptcy Petitions During the Past Ten Years

There is nothing to report on this item.