

**Form ADV Part 2A - Firm Brochure
Item 1: Cover Page
March 2024**

**Triton Financial Group, Inc.
61 Florence Street
Marlborough, MA 01752
508-480-8383**

**Firm Contact:
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**Firm Website Address:
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This brochure provides information about the qualifications and business practices of Triton Financial Group, Inc. If you have any questions about the contents of this brochure, please contact Bob Gustafson by telephone at 508-480-8383 or email at bob@tritonfinancialgroup.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any State Securities Authority.

Additional information about Triton Financial Group, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

Please note that the use of the term "registered investment adviser" and description of Triton Financial Group, Inc. and/or our associates as "registered" does not imply a certain level of skill or training. You are encouraged to review this Brochure and Brochure Supplements for our firm's associates who advise you for more information on the qualifications of our firm and its employees.

Item 2: Material Changes

Triton Financial Group, Inc. is required to advise you of any material changes to our Firm Brochure ("Brochure") from our last annual update, identify those changes on the cover page of our Brochure or on the page immediately following the cover page, or in a separate communication accompanying our Brochure. We must state clearly that we are discussing only material changes since the last annual update of our Brochure, and we must provide the date of the last annual update of our Brochure.

Since our last annual amendment filing, we no longer have standing letters of authorization to move money to third-party accounts. Additionally, as a result of a merger announced in 2019, we have changed our recommended custodian from TD Ameritrade to Charles Schwab & Co.

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Item 4: Advisory Business

We specialize in the following types of services: comprehensive portfolio management, asset management, financial planning and consulting, and 3(21) Investment Consulting and 3(38) Investment Management. All material conflicts of interest are disclosed below regarding our firm, our representatives or our employees, which could be reasonably expected to impair the rendering of unbiased and objective advice.

We are dedicated to providing individuals and other types of clients with a wide array of investment advisory services. Our firm is a corporation formed in the State of Massachusetts in February 2008. Our firm has been in business as an investment adviser since 2010 and is wholly owned by Robert Keenan Gustafson.

Description of the Types of Advisory Services We Offer

Comprehensive Portfolio Management

Our Comprehensive Portfolio Management service encompasses asset management as well as providing financial planning/financial consulting to clients. It is designed to assist clients in meeting their financial goals through the use of financial investments. We conduct at least one, but sometimes more than one meeting (in person if possible, otherwise via telephone conference) with clients in order to understand their current financial situation, existing resources, financial goals, and tolerance for risk. In these meetings, we gather relevant information on the client's available money on hand needed in an emergency, existing debt structure on their home and other assets, individual and group insurances (ie: life, disability, long term care, home, auto and liability), wills and trusts, state and federal tax returns, ownership arrangements of assets, investments statements, retirement planning (ie: IRAs, Roth IRAs, pensions, profit sharing plans, 401(k) plans, etc), employee stock options and grants, and social security. Based on what we learn, we propose an investment approach to the client. We may propose an investment portfolio, consisting of exchange traded funds, mutual funds, individual stocks or bonds, or other securities. Upon the client's agreement to the proposed investment plan, we work with the client to establish or transfer investment accounts so that we can manage the client's portfolio. Once the relevant accounts are under our management, we review such accounts on a regular basis. We may periodically rebalance or adjust client accounts under our management. If the client experiences any significant changes to his/her financial or personal circumstances, the client must notify us so that we can consider such information in managing the client's investments.

Asset Management:

We emphasize continuous and regular account supervision. As part of our asset management service, we generally create a portfolio, consisting of individual stocks or bonds, exchange traded funds ("ETFs"), options, mutual funds and other public and private securities or investments. The client's individual investment strategy is tailored to their specific needs and may include some or all of the previously mentioned securities. Each portfolio will be initially designed to meet a particular investment goal, which we determine to be suitable to the client's circumstances. Once the appropriate portfolio has been determined, we review the portfolio periodically and if necessary, rebalance the portfolio based upon the client's individual needs, stated goals and objectives. Each client has the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio.

Clients entering into our Asset Management service are generally required to complete and pay for a financial plan, apart from their Asset Management services. This is a one time fee, and thereafter such clients are entitled to the annual updates to their financial plan that are described in our Comprehensive Portfolio Management offering in addition to the Asset Management services.

Our firm utilizes the sub-advisory services of a third party investment advisory firm or individual advisor to aid in the implementation of an investment portfolio designed by our firm. Before selecting a firm or individual, our firm will ensure that the chosen party is properly licensed or registered. Our firm will not offer advice on any specific securities or other investments in connection with this service. We will provide initial due diligence on third party money managers and ongoing reviews of their management of client accounts. In order to assist in the selection of a third party money manager, our firm will gather client information pertaining to financial situation, investment objectives, and reasonable restrictions to be imposed upon the management of the account.

Our firm will periodically review third party money manager reports provided to the client at least annually. Our firm will contact clients from time to time in order to review their financial situation and objectives; communicate information to third party money managers as warranted; and, assist the client in understanding and evaluating the services provided by the third party money manager. Clients will be expected to notify our firm of any changes in their financial situation, investment objectives, or account restrictions that could affect their financial standing.

Asset Management Services through American Funds:

As part of this service, we manage portfolios consisting of mutual funds available through American Funds ("AF"), a family of funds available from the Capital Group. We will not evaluate any type of security other than mutual funds offered by AF. Portfolios will be designed to meet a particular investment goal, determined to be suitable to the client's circumstances. Once the appropriate portfolio has been determined, portfolios are continuously and regularly monitored, and if necessary, rebalanced based upon the client's individual needs, stated goals and objectives. Each client has the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio. Investment strategies available through this service are limited to mutual funds offered through the AF family of funds.

Financial Planning and Consulting:

We provide a variety of financial planning and consulting services to individuals, families and other clients regarding the management of their financial resources based upon an analysis of client's current situation, goals, and objectives. Generally, such financial planning services will involve preparing a financial plan or rendering a financial consultation for clients based on the client's financial goals and objectives. This planning or consulting may encompass one or more of the following areas: Investment Planning, Retirement Planning, Estate Planning, Charitable Planning, Education Planning, Corporate and Personal Tax Planning, Cost Segregation Study, Corporate Structure, Real Estate Analysis, Mortgage/Debt Analysis, Insurance Analysis, Lines of Credit Evaluation, Business and Personal Financial Planning.

Our written financial plans or financial consultations rendered to clients usually include general recommendations for a course of activity or specific actions to be taken by the clients. For example, recommendations may be made that the clients begin or revise investment programs, create or revise wills or trusts, obtain or revise insurance coverage, commence or alter retirement savings, or establish education or charitable giving programs. It should also be noted that we refer clients to an

accountant, attorney or other specialist, as necessary for non-advisory related services. For written financial planning engagements, we provide our clients with a written summary of their financial situation, observations, and recommendations. For financial consulting engagements, we usually do not provide our clients with a written summary of our observations and recommendations as the process is less formal than our planning service. Plans or consultations are typically completed within six (6) months of the client signing a contract with us, assuming that all the information and documents we request from the client are provided to us promptly. Implementation of the recommendations will be at the discretion of the client.

3(21) Investment Consulting:

This service consists of assisting employees with monitoring and reviewing their company's participant-directed retirement plan. As the needs of the clients dictate, areas of advising could include:

- Market overview addressing the major markets, indices, sectors and the economic statistics that are affecting them;
- An in-depth portfolio summary, including fund and benchmark returns, style analysis and overall portfolio return;
- Assist with selection and monitoring of investment options at the plan level;
- A detailed examination of each mutual fund investment option within the plan, including performance numbers versus the category and index, manager style drift, risk/return, standard deviation, Sharpe ratio, upside and downside capture and fund allocation. This Agreement does not guarantee the future performance or results of any investment option recommended or reviewed.

Adviser will conduct strategic planning sessions to review current performance (annual reports) and establish future objectives and strategies for the Plan.

In performing the foregoing Services, Adviser acknowledges that it will be acting as a 3(21) fiduciary to the plan pursuant to Employee Retirement Income Security Act of 1974, as amended ("ERISA") and the Investment Advisers Act of 1940. However, Client acknowledges that Adviser does not maintain discretionary authority over the administration of the Plan, the establishment of the Plan's investment policy or the selection of the Plan's investment platform. Adviser does not have the authority to interpret the Plan or determine eligibility of participants and is not the Plan Administrator as defined in ERISA. Additionally, Adviser will not have any authority and does not assume any responsibility with respect to firm's stock or self-directed brokerage accounts.

3(38) Investment Management:

Our firm represents that it is a registered investment adviser and qualifies as an investment manager under Section 3(38) of ERISA, and that it is a fiduciary to the Plan within the meaning of ERISA. Adviser is authorized by the client to exercise its best judgment in investing, selling and reinvesting the cash and securities in the Account in its discretion. Adviser will not hold any assets of the Plan, all of which will be held by an independent custodian selected by client.

We shall have discretion over the establishment of the Plan's investment policy, the prudent selection, monitoring, removal and replacement of the Plan's investment options. Adviser agrees that it will be serving as a fiduciary to the Plan under ERISA in performing these functions.

We shall provide investment education to Plan participants regarding the selection of Model Portfolios and will survey each plan participant to assess the individual's risk profile that will assist in the selection of an appropriate portfolio.

Tailoring of Advisory Services

We offer individualized investment advice to clients utilizing the following services offered by our firm: Comprehensive Portfolio Management and Asset Management. Additionally, we offer general investment advice to clients utilizing the following services offered by our firm: Financial Planning and Consulting, 3(21) Investment Consulting and 3(38) Investment Management.

We usually do not allow clients to impose restrictions on investing in certain securities or types of securities due to the level of difficulty this would entail in managing their account.

Participation in Wrap Fee Programs

We do not offer wrap fee programs.

Regulatory Assets Under Management

As of December 31, 2023, we manage \$232,634,678 on a discretionary basis and \$4,520,030 on a non-discretionary basis.

Item 5: Fees & Compensation

We are required to describe our brokerage, custody, fees and fund expenses so you will know how much you are charged and by whom for our advisory services provided to you. We disclose that lower fees for comparable services may be available from other sources. Our fees may be negotiable in certain circumstances.

How We Are Compensated for Our Advisory Services

Comprehensive Portfolio Management

As described in Item 4, Clients entering into our Asset Management service are generally required to complete and pay for an initial financial plan, apart from their Asset Management services. This is a one time fee, and thereafter such clients are entitled to the annual updates to their financial plan that are described in our Comprehensive Portfolio Management offering in addition to the Asset Management services. These annual updates come at no additional cost, and after year one, clients will be only subject to the Asset Management fees described below.

Asset Management:

<u>Assets Under Management</u>	<u>Annual Percentage of Assets Charge*</u>
\$0 - \$1,000,000	1.00% Maximum
Over \$1,000,000	Negotiable

Our firm's fees are billed on a pro-rata annualized basis quarterly in advance based on the time weighted daily average of the previous quarter or on the value of your account on the last day of the

previous quarter. Fee adjustments are made for deposits and withdrawals in client accounts. Unless otherwise agreed to in writing, fees will be assessed on cash and cash equivalents. Fees will generally be automatically deducted from your managed account*. As part of this process, you understand and acknowledge the following:

- a) Your independent custodian sends statements at least quarterly to you showing all disbursements for your account, including the amount of the advisory fees paid to us;
- b) You provide authorization permitting us to be directly paid by these terms;

Third party manager fees are generally paid for out of the fees charged by our firm and do not result in an increased fee to the client. If third party managers charge a fee that is in addition to the fee charged for our firm's advisory services, that fee will be disclosed on our firm's executed client agreement.

Asset Management Services through American Funds:

The maximum annual fee charged for this service is 0.75% of assets under management. Annualized fees are billed on a pro-rata basis quarterly in arrears based on the time-weighted daily average of the quarter. Fees are negotiable and will be deducted directly from client account(s). Our firm does not offer direct invoicing for this service.

Our firm shall never have custody of any client funds or securities. Custodial information is dependent on the individual funds and asset types. You may request more specific custodial information from our firm at (858) 798-5544, or by reviewing the specific fund's Statement of Additional Information. Advisory fees paid to our firm are controlled by Capital Group under a separate agreement between the client and Custodian.

Fees will be deducted from your managed account. As part of this process, Clients understand the following:

- a) Capital Group acts as the client's custodian and sends statements at least quarterly, showing all disbursements for each account, including the amount of the advisory fees paid to our firm;
- b) Clients provide authorization permitting Capital Group to deduct these fees;
- c) Capital Group calculates the advisory fees for all fee schedules and deducts them from the client's account.

*In rare cases, we will agree to directly bill clients.

Financial Planning and Consulting:

We charge on an hourly or flat fee basis for financial planning and consulting services. The total estimated fee, as well as the ultimate fee that we charge you, is based on the scope and complexity of our engagement with you. Our hourly fees are \$250 and our flat fees generally range from \$500 to \$5,000.

We require a retainer of fifty to one hundred percent (50-100%) of the ultimate financial planning or consulting fee with the remainder of the fee directly billed to you and due to us within thirty (30) days of your financial plan being delivered or consultation rendered to you. In all cases, we will not require a retainer exceeding \$1,200 when services cannot be rendered within 6 (six) months.

3(21) Investment Consulting:

<u>Assets Under Management</u>	<u>Annual Percentage of Assets Charge:</u>
\$0-\$500,000	1.00%
\$500,000 - \$999,999	0.75%
\$1,000,000 - \$1,999,999	0.50%
\$2,000,000 - \$9,999,999	0.40%
\$10,000,000 - \$19,999,999	0.30%
Above \$20,000,000	Negotiable

These annual fees shall be negotiable in certain circumstances and be pro-rated and paid quarterly in advance based on the value of your account on the time-weighted daily average of the previous quarter or on the value of your account on the last day of the previous quarter. Fees will be automatically deducted from the account for which the Client will give written authorization in the Advisory Agreement. Fee adjustments are made for deposits and withdrawals in client accounts. Clients will be provided with a quarterly statement reflecting deduction of the advisory fee from their custodian.

3(38) Investment Management:

<u>Assets Under Management</u>	<u>Annual Percentage of Assets Charge:</u>
\$0-\$500,000	1.00%
\$500,000 - \$999,999	0.75%
\$1,000,000 - \$1,999,999	0.50%
\$2,000,000 - \$9,999,999	0.40%
\$10,000,000 - \$19,999,999	0.30%
Above \$20,000,000	Negotiable

These annual fees shall be negotiable in certain circumstances and be pro-rated and paid quarterly in advance based on the value of your account on the time-weighted daily average of the previous quarter or on the value of your account on the last day of the previous quarter. Fee adjustments are made for deposits and withdrawals in client accounts. Fees will be automatically deducted from the account for which the Client will give written authorization in the Advisory Agreement. Clients will be provided with a quarterly statement reflecting deduction of the advisory fee from their custodian.

Other Fees:

Clients will incur transaction charges for trades executed in their accounts. These transaction fees are separate from our fees and will be disclosed by the firm that the trades are executed through. TD Ameritrade recently eliminated transaction fees for U.S. listed equities and exchange traded funds. Also, clients will pay the following separately incurred expenses, which we do not receive any part of: charges imposed directly by a mutual fund, index fund, or exchange traded fund which shall be disclosed in the fund's prospectus (i.e., fund management fees and other fund expenses).

Refunds Following Termination

We charge our advisory fees quarterly in advance. In the event that you wish to terminate our services, we will refund the unearned portion of our advisory fee to you. You need to contact us in writing and state that you wish to terminate our services. Upon receipt of your letter of

termination, we will proceed to close out your account and process a pro-rata refund of unearned advisory fees.

Commissionable Securities Sales

We do not sell securities for a commission. In order to sell securities for a commission, we would need to have our associated persons registered with a broker-dealer. We have chosen not to do so.

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

We do not charge performance fees to our clients.

Item 7: Types of Clients & Account Requirements

We have the following types of clients:

- Individuals and High Net Worth Individuals; and
- Pension and Profit Sharing Plans.

We do not require a minimum account balance for opening and maintaining accounts or otherwise engaging us.

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

Methods of Analysis

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

- Fundamental;
- Cyclical.

Investment Strategies We Use

Triton Financial Group uses both qualitative and quantitative criteria in the process of determining which investment options are selected, held, or disposed of in client accounts. These criteria include but may not be limited to the costs associated with the investment option, the relative performance of the investment option against a specified benchmark that in Triton Financial Group's opinion is appropriate for that particular investment option over 3, 5, and 10 year + periods of time, management experience and tenure of the investment option. Triton Financial Group evaluates each investment option against this set of criteria at least on an annual basis and uses a number of independent sources to obtain qualitative and quantitative data, one of which includes various reports provided by TD Ameritrade and Morningstar.

We utilize both short term and long term purchased to execute general asset allocation strategies in managing client accounts. We strive to ensure that such strategies are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations.

Please Note:

Investing in securities involves risk of loss that clients should be prepared to bear. While the stock market may increase and your account(s) could enjoy a gain, it is also possible that the stock market may decrease and your account(s) could suffer a loss. It is important that you understand the risks associated with investing in the stock market, are appropriately diversified in your investments, and ask us any questions you may have.

Description of Material, Significant or Unusual Risks

We generally invest client's cash balances in money market funds, FDIC Insured Certificates of Deposit, high-grade commercial paper and/or government backed debt instruments. Ultimately, we try to achieve the highest return on our client's cash balances through relatively low-risk conservative investments. In most cases, at least a partial cash balance will be maintained in a money market account so that our firm may debit advisory fees for our services related to asset management service.

Cryptocurrency Trusts: Some securities we recommend have unique risks. Specifically, we may recommend investment in digital (crypto) currency products. These products are typically structured as a trust which pools capital together to purchase holdings of digital currencies. Such products are extremely volatile and are suitable only as a means of diversification for investors with high risk tolerances. Furthermore, these securities carry very high internal expense ratios, and often sell at a significant premium to the market value of their underlying holdings. Security is also a concern for digital currency investments which make them subject to the additional risk of theft.

Item 9: Disciplinary Information

There are no legal or disciplinary events that are material to the evaluation of our advisory business or the integrity of our management.

Item 10: Other Financial Industry Activities & Affiliations

Mr. Gustafson owns Advisors Choice Insurance Agency, Inc. and is licensed to sell life, accident and health insurance as well as property casualty and life settlement. He may receive normal commissions for insurance sales in his separate role as an insurance agent/broker which may make up to 10% of his total compensation. Clients of our firm are under no obligation to utilize such services and should understand that the receipt of this compensation creates a financial conflict of interest. Mr. Gustafson will only recommend these services when he deems them to be in the client's best interest.

Mr. Gustafson is a Principal Business Consultant and founder of Triton Business Advisors, Inc. In this capacity, he may also provide business consulting services and earn revenue from these consulting engagements. These services are independent of our financial planning and investment advisory services and are governed under a separate engagement agreement. Clients of our firm are under no obligation to utilize such services and should understand that the receipt of this compensation creates a financial conflict of interest. Mr. Gustafson will only recommend these services when he deems them to be in the client's best interest.

Mr. Gustafson is a licensed real estate agent. As a result, he may receive customary fees associated with real estate transactions. These services are independent of our advisory services and are

governed under a separate engagement agreement. Clients are under no obligation to utilize this service and should understand that the receipt of this compensation creates a financial conflict of interest. Mr. Gustafson will only recommend these services when he deems them to be in the client's best interest.

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

Code of Ethics

We recognize that the personal investment transactions of members and employees of our firm demand the application of a high Code of Ethics and require that all such transactions be carried out in a way that does not endanger the interest of any client. At the same time, we believe that if investment goals are similar for clients and for members and employees of our firm, it is logical and even desirable that there be common ownership of some securities.

Therefore, in order to prevent conflicts of interest, we have in place a set of procedures (including a pre-clearing procedure) with respect to transactions effected by our members, officers and employees for their personal accounts¹. In order to monitor compliance with our personal trading policy, we have a quarterly securities transaction reporting system for all of our associates.

Furthermore, our firm has established a Code of Ethics which applies to all of our associated persons. An investment adviser is considered a fiduciary. As a fiduciary, it is an investment adviser's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of our clients at all times. We have a fiduciary duty to all clients. Our fiduciary duty is considered the core underlying principle for our Code of Ethics which also includes Insider Trading and Personal Securities Transactions Policies and Procedures. We require all of our supervised persons to conduct business with the highest level of ethical standards and to comply with all federal and state securities laws at all times. Upon employment or affiliation and at least annually thereafter, all supervised persons will sign an acknowledgement that they have read, understand, and agree to comply with our Code of Ethics. Our firm and supervised persons must conduct business in an honest, ethical, and fair manner and avoid all circumstances that might negatively affect or appear to affect our duty of complete loyalty to all clients. This disclosure is provided to give all clients a summary of our Code of Ethics. However, if a client or a potential client wishes to review our Code of Ethics in its entirety, a copy will be provided promptly upon request.

Related persons of our firm may buy or sell securities and other investments that are also recommended to clients. In order to minimize this conflict of interest, our related persons will place client interests ahead of their own interests and adhere to our firm's Code of Ethics, a copy of which is available upon request.

Related persons of our firm may buy or sell securities for themselves at or about the same time they buy or sell the same securities for client accounts. In order to minimize this conflict of interest, our related persons will place client interests ahead of their own interests and adhere to our firm's Code of

¹ For purposes of the policy, our associate's personal account generally includes any account (a) in the name of our associate, his/her spouse, his/her minor children or other dependents residing in the same household, (b) for which our associate is a trustee or executor, or (c) which our associate controls, including our client accounts which our associate controls and/or a member of his/her household has a direct or indirect beneficial interest in.

Ethics, a copy of which is available upon request. Further, our related persons will refrain from buying or selling the same securities within 48 hours of buying or selling for our clients. If related persons' accounts are included in a block trade, our related persons will always trade personal accounts last.

Item 12: Brokerage Practices

Custodian & Brokers Used

Our firm does not maintain custody of client assets (although our firm may be deemed to have custody of client assets if given the authority to withdraw assets from client accounts. See *Item 15 Custody*, below). Client assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. Our firm recommends that clients use the Schwab Advisor Services division of Charles Schwab & Co. Inc. ("Schwab"), a FINRA-registered broker-dealer, member SIPC, as the qualified custodian. Our firm is independently owned and operated, and not affiliated with Schwab. Schwab will hold client assets in a brokerage account and buy and sell securities when instructed. While our firm recommends that clients use Schwab as custodian/broker, clients will decide whether to do so and open an account with Schwab by entering into an account agreement directly with them. Our firm does not open the account. Even though the account is maintained at Schwab, our firm can still use other brokers to execute trades, as described in the next paragraph.

How Brokers/Custodians Are Selected

Our firm seeks to recommend a custodian/broker who will hold client assets and execute transactions on terms that are overall most advantageous when compared to other available providers and their services. A wide range of factors are considered, including, but not limited to:

- combination of transaction execution services along with asset custody services (generally without a separate fee for custody)
- capability to execute, clear and settle trades (buy and sell securities for client accounts)
- capabilities to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- breadth of investment products made available (stocks, bonds, mutual funds, exchange traded funds (ETFs), etc.)
- availability of investment research and tools that assist in making investment decisions
- quality of services
- competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate them
- reputation, financial strength and stability of the provider
- prior service to our firm and our other clients
- availability of other products and services that benefit our firm, as discussed below (see "*Products & Services Available from Schwab*")

Custody & Brokerage Costs

Schwab generally does not charge a separate fee for custody services but is compensated by charging commissions or other fees to clients on trades that are executed or that settle into the Schwab account. In addition to commissions, Schwab charges a flat dollar amount as a "prime broker" or "trade away" fee for each trade that our firm has executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into a Schwab account. These fees are in addition to the commissions or other compensation paid to the

executing broker-dealer. Because of this, in order to minimize client trading costs, our firm has Schwab execute most trades for the accounts.

Products & Services Available from Schwab

Schwab Advisor Services is Schwab's business serving independent investment advisory firms like our firm. They provide our firm and clients with access to its institutional brokerage – trading, custody, reporting and related services – many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help manage or administer our client accounts while others help manage and grow our business. Schwab's support services are generally available on an unsolicited basis (our firm does not have to request them) and at no charge to our firm. The availability of Schwab's products and services is not based on the provision of particular investment advice, such as purchasing particular securities for clients. Here is a more detailed description of Schwab's support services:

Services that Benefit Clients

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

Services that May Not Directly Benefit Clients

Schwab also makes available other products and services that benefit our firm but may not directly benefit clients or their accounts. These products and services assist in managing and administering our client accounts. They include investment research, both Schwab's and that of third parties. This research may be used to service all or some substantial number of client accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

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

Services that Generally Benefit Only Our Firm

Schwab also offers other services intended to help manage and further develop our business enterprise. These services include:

- educational conferences and events
- technology, compliance, legal, and business consulting;
- publications and conferences on practice management and business succession; and
- access to employee benefits providers, human capital consultants and insurance providers.

Schwab may provide some of these services itself. In other cases, Schwab will arrange for third-party vendors to provide the services to our firm. Schwab may also discount or waive fees for some

of these services or pay all or a part of a third party's fees. Schwab may also provide our firm with other benefits, such as occasional business entertainment for our personnel.

Irrespective of direct or indirect benefits to our client through Schwab, our firm strives to enhance the client experience, help clients reach their goals and put client interests before that of our firm or associated persons.

Our Interest in Schwab's Services.

The availability of these services from Schwab benefits our firm because our firm does not have to produce or purchase them. Our firm does not have to pay for these services, and they are not contingent upon committing any specific amount of business to Schwab in trading commissions or assets in custody.

In light of our arrangements with Schwab, a conflict of interest exists as our firm may have incentive to require that clients maintain their accounts with Schwab based on our interest in receiving Schwab's services that benefit our firm rather than based on client interest in receiving the best value in custody services and the most favorable execution of transactions. As part of our fiduciary duty to our clients, our firm will endeavor at all times to put the interests of our clients first. Clients should be aware, however, that the receipt of economic benefits by our firm or our related persons creates a potential conflict of interest and may indirectly influence our firm's choice of Schwab as a custodial recommendation. Our firm examined this potential conflict of interest when our firm chose to recommend Schwab and have determined that the recommendation is in the best interest of our firm's clients and satisfies our fiduciary obligations, including our duty to seek best execution.

In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Although our firm will seek competitive rates, to the benefit of all clients, our firm may not necessarily obtain the lowest possible commission rates for specific client account transactions. Our firm believes that the selection of Schwab as a custodian and broker is the best interest of our clients. It is primarily supported by the scope, quality and price of Schwab's services, and not Schwab's services that only benefit our firm.

Client Brokerage Commissions

Schwab does not make client brokerage commissions generated by client transactions available for our firm's use.

Client Transactions in Return for Soft Dollars

Our firm does not direct client transactions to a particular broker-dealer in return for soft dollar benefits.

Brokerage for Client Referrals

Our firm does not receive brokerage for client referrals.

Directed Brokerage

Our firm requires that clients direct us to execute through a specified broker-dealer. Our firm requires the use of Schwab. Each client will be required to establish their account(s) with Schwab if not already done. Please note that not all advisers have this requirement.

Special Considerations for ERISA Clients

A retirement or ERISA plan client may direct all or part of portfolio transactions for its account through a specific broker or dealer in order to obtain goods or services on behalf of the plan. Such direction is permitted provided that the goods and services provided are reasonable expenses of the plan incurred in the ordinary course of its business for which it otherwise would be obligated and empowered to pay. ERISA prohibits directed brokerage arrangements when the goods or services purchased are not for the exclusive benefit of the plan. Consequently, our firm will request that plan sponsors who direct plan brokerage provide us with a letter documenting that this arrangement will be for the exclusive benefit of the plan.

Client-Directed Brokerage

Our firm does not allow client-directed brokerage outside our recommendations.

Aggregation of Purchase or Sale

Our firm provides investment management services for various clients. There are occasions on which portfolio transactions may be executed as part of concurrent authorizations to purchase or sell the same security for numerous accounts served by our firm, which involve accounts with similar investment objectives. Although such concurrent authorizations potentially could be either advantageous or disadvantageous to any one or more particular accounts, they are affected only when our firm believes that to do so will be in the best interest of the effected accounts. When such concurrent authorizations occur, the objective is to allocate the executions in a manner which is deemed equitable to the accounts involved. In any given situation, our firm attempts to allocate trade executions in the most equitable manner possible, taking into consideration client objectives, current asset allocation and availability of funds using price averaging, proration and consistently non-arbitrary methods of allocation.

Item 13: Review of Accounts or Financial Plans

Clients who subscribe to our Comprehensive Portfolio Management and Asset Management service will receive reviews on a periodic and annual basis. Our Financial Advisors will review ETFs, mutual funds, and allocations on a periodic basis. While, individual accounts are reviewed on an annual basis. The nature of these reviews is to learn whether clients' accounts are in line with their investment objectives, appropriately positioned based on market conditions, and investment policies, if applicable. We do not provide written reports to clients, unless asked to do so. Verbal reports to clients take place on at least an annual basis when we meet with clients who subscribe to our Comprehensive Portfolio Management and Asset Management service.

We may review client accounts more frequently than described above. Among the factors which may trigger an off-cycle review are major market or economic events, the client's life events, requests by the client, etc.

For 3(21) Investment Consulting and 3(38) Investment Management, we will conduct strategic planning sessions to review current performance (annual reports) and establish future objectives and strategies for the Plan. 3(21) Investment Consulting and 3(38) Investment Management clients receive reviews of their pension plans for the duration of the service. We may also provide ongoing services where we meet with such clients upon their request to discuss updates to their plans, changes in their circumstances, etc.

Financial planning clients do not receive written or verbal updated reports regarding their financial plans unless they separately contract with us for a post-financial plan meeting or update to their initial written financial plan. Financial planning clients do not receive reviews of their written plans unless they take action to schedule a financial consultation with us. We do not provide ongoing services to financial planning clients, but are willing to meet with such clients upon their request to discuss updates to their plans, changes in their circumstances, etc.

Item 14: Client Referrals & Other Compensation

Referral Fees

We may pay referral fees (non-commission based) to independent solicitors (non-registered representatives) for the referral of their clients to our firm in accordance with Rule 206 (4)-3 of the Investment Advisers Act of 1940. Such referral fee represents a share of our investment advisory fee charged to our clients. This arrangement will not result in higher costs to you. In this regard, we maintain Solicitors Agreements in compliance with relevant state statutes and rules and applicable state and federal laws. All clients referred by Solicitors to our firm will be given full written disclosure describing the terms and fee arrangements between our firm and Solicitor(s). In cases where state law requires licensure of solicitors, we ensure that no solicitation fees are paid unless the solicitor is registered as an investment adviser representative of our firm. If we are paying solicitation fees to another registered investment adviser, the licensure of individuals is the other firm's responsibility.

Item 15: Custody

Our firm does not have custody of client funds or securities. All of our clients receive account statements directly from their qualified custodians at least quarterly upon opening of an account. If our firm decides to also send account statements to clients, such notice and account statements include a legend that recommends that the client compare the account statements received from the qualified custodian with those received from our firm. Clients are encouraged to raise any questions with us about the custody, safety or security of their assets and our custodial recommendations.

Item 16: Investment Discretion

Clients have the option of providing our firm with investment discretion on their behalf, pursuant to an executed investment advisory client agreement. By granting investment discretion, we are authorized to execute securities transactions, which securities are bought and sold, the total amount to be bought and sold, and the costs at which the transactions will be effected. Limitations may be imposed by the client in the form of specific constraints on any of these areas of discretion with our firm's written acknowledgement.

Item 17: Voting Client Securities

We do not and will not accept the proxy authority to vote client securities. Clients will receive proxies or other solicitations directly from their custodian or a transfer agent. In the event that proxies are sent to our firm, we will forward them on to you and ask the party who sent them to mail them directly to you in the future. Clients may call, write or email us to discuss questions they may have about particular proxy votes or other solicitations.

Item 18: Financial Information

We are not required to provide financial information in this Brochure because:

- We do not require the prepayment of more than \$1,200 in fees and six or more months in advance.
- We do not take custody of client funds or securities.
- We do not have a financial condition that is likely to impair our ability to meet contractual commitments.
- We have never been the subject of a bankruptcy proceeding.