

Part 2A Appendix 1 of Form ADV

Wrap Fee Program Brochure

Merit Financial Group, LLC

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This Wrap Fee Program Brochure provides information about the qualifications and business practices of Merit Financial Group, LLC. If you have any questions about the contents of this Brochure, please contact our Chief Compliance Officer by telephone at (678) 867-7050 or email at compliance@meritfa.com. 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. Additional information about Merit Financial Group, LLC is also 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 Merit Financial Group, LLC and/or our associates as "registered" does not imply a certain level of skill or training. You are encouraged to review this Wrap Fee Program 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

This document includes material updates to the firm's Brochure that have occurred since the last annual amendment was filed on March 31, 2023. These material changes relate mainly to recent acquisitions and may not be material to all of the firm's clients. Each of the material changes is described in more detail below.

- We amended Item 4 to add Fidelity as a custodian for our Wrap Fee Program, to disclose the transition assistance Merit will receive from Fidelity, and use of certain default cash sweep vehicles at Fidelity, and related conflicts of interest.
- We amended Item 5 to disclose the availability to household, for billing purposes, multiple accounts under the same tiered fee schedule.
- We updated Items 4, 5, 10, 12, 14 and 15 to reflect the removal of LPL Financial as a custodian, the removal of LPL advisory programs from our services, and, for advisors who are also registered representatives, the change from LPL to PKS as the broker-dealer utilized for commission products.

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Item 4. Services, Fees & Compensation

General information

Merit Financial Group, LLC (hereinafter “Merit,” “the Firm,” “we,” “our,” or “us”) was established as an SEC registered investment advisory firm in 2007. Our mission is to provide coordinated, objective advice to help you achieve your financial goals through professional wealth management. We provide our clients with a wide array of advisory services, including asset management, financial planning, retirement plan advice, participant and other consulting, employee wellness programs and educational workshops.

Merit Holdings, LLC is the ultimate owner of Merit Financial Group, LLC. Merit Intermediate Holdings, LLC, is principal owner of Merit Holdings, LLC. In addition, WPCG Management InvestCo 2.0, LLC (“WPCG”), an affiliate of Wealth Partners Capital Group, LLC (“Wealth Partners”) and Catapult Investments, LLC (“Catapult”), a subsidiary of HGGC, LLC (“HGGC”) (collectively, “Indirect Owners”), through their ownership interest in Project Alpha Acquisition, LLC (“Alpha”) hold an indirect equity interest in Merit Financial Group, LLC (“Merit”). The Indirect Owners’ interest in Merit is structured so that Merit maintains operational autonomy in managing its business. The relationship between the Indirect Owners, Alpha and Merit is defined by an operating agreement that provides that neither the Indirect Owners nor Alpha have the authority or the ability to operate or manage Merit’s business in the normal course. Accordingly, the Indirect Owners and Alpha are not “control persons” of Merit. Wealth Partners also holds equity interests in certain other investment advisers (“WPCG Affiliates”) and HGGC may, from time to time, hold equity interests in other investment advisers and/or financial services industry members (“HGGC Affiliates”) (collectively, “Indirect Affiliates”). Each of the Indirect Affiliates, including Merit, operates autonomously and independently of the Indirect Partners and each other. Merit does not have any business dealings with these Indirect Affiliates and does not conduct any joint operations with them. Merit carries out its asset management activity, including the exercise of investment discretion and voting rights, independently of the Indirect Affiliates. Except as described in this Form ADV, the Indirect Affiliates do not formulate advice for Merit’s clients. In certain cases, managers and products selected by Merit may include those of Indirect Affiliates. However, none of the Indirect Owners or Indirect Affiliates have any involvement or influence in Merit’s selection of managers and/or products. As such, the Indirect Owners’ ownership interest in Merit through Alpha does not, in Merit’s view, present any material conflict of interest for Merit with respect to its clients. Consequently, information about individual Indirect Affiliates is not listed in Section 7.A of Schedule D of Part 1A of Form ADV. A list of all Indirect Affiliates is available to Merit clients upon request.

The firm also has a network of offices that provide advisory services under local *doing business as* (“DBA”) names. We provide investment advisory services to clients through licensed individuals who are Investment Adviser Representatives of our firm (referred to as your “investment adviser representative” or “IAR” throughout this brochure). Your investment adviser representative could be an independent contractor of our firm. Investment adviser representatives may have their own legal business entities whose business names and/or trademarks may appear on marketing materials as approved by us, or on client statements as accepted by your account’s custodian. Clients should understand that these businesses are legal entities of the investment adviser representative and not of our firm or the custodian. A complete list of our approved DBA names can be found by searching for Merit Financial Group, LLC CRD# 142457 at www.adviserinfo.sec.gov.

Merit is the sponsor of a wrap fee program (the “Wrap Program” or “Program”). The Wrap Program is only available to clients who had an existing wrap account that was transferred to Merit at the time of their advisor’s transition to Merit. Clients who participate in the Program pay a consolidated fee (“wrap fee”) that includes both the investment advisory fee and transaction execution costs. The wrap fee is based on a percentage of the value in the client’s account in the Program (“wrap fee account”).

This Wrap Fee Program Brochure describes the asset management services that we offer through our Wrap Fee Program, which is administered through our custodians; Fidelity Institutional Wealth Services (“FIWS” or “Fidelity”) and Charles Schwab & Co., Inc. (“Schwab”) (collectively “Custodians”). Information contained in this brochure applies specifically to the Wrap Fee Program. You will find additional information about the Firm in our Form ADV Part 2A, which is referenced variously herein, and provided in conjunction with this document.

Wrap fee programs create conflicts of interest for advisers and risks to investors. Examples include incentives for advisers trading less frequently than may be in the client’s best interest, engaging in transactions that reduce costs to the adviser, or mis-billing by failing to incorporate certain covered transactions costs into the wrap fee – to the extent that advisers or their supervised persons have incentives to lower their internal costs. We mitigate this conflict of interest by conducting a risk-based review of trading activity in wrap accounts on an annual basis. Clients may pay more or less by participating in the Wrap Program than if they arranged to receive the same or similar services in a non-wrap account. For example, accounts with low trading volumes, high cash balances, or significant fixed income weightings may be able to receive similar services at a lower cost outside of a wrap fee program. Clients should be aware that while the advisory fee in a wrap fee account is typically higher than a non-wrap fee account, that is not always the case.

Clients should also be aware that a wrap fee account may cost you more or less than if the assets were held in a traditional brokerage account. In a brokerage account, you are charged commissions for each transaction, and the representative typically will not agree to monitor your account or provide ongoing advice with respect to the account. So, if you plan to follow a buy and hold investment strategy for the account or do not wish to receive ongoing investment advice or management services, you should consider opening a brokerage account rather than a wrap fee account.

When deciding whether one of our advisory services is appropriate for your needs, you should bear in mind that fee-based accounts often result in lower costs than commission-based accounts during periods of heavier trading. However, during periods of lighter trading a fee-based account may result in higher costs. Depending on various factors, the total cost for a fee-based account versus a commission-based account can vary significantly. Factors which affect the total cost include account size, amount of turnover, type and quantities of securities purchased or sold, commission rates, and your tax situation. It should also be noted that lower fees for comparable service may be available from other sources. You should discuss the advantages and disadvantages of fee-based and commission-based accounts with your investment adviser representative.

FIWS has agreed to provide Merit with certain financial assistance in relation to Merit’s transition of client assets from LPL Financial to Fidelity during the conversion of client accounts from LPL to Fidelity. Fidelity will provide Merit with transition assistance funds designated to reimburse Merit and Merit clients for certain transition related expenses, including reimbursements to clients for account termination fees, repayment of outstanding loans between Merit and LPL, and other transition related expenses incurred by Merit. In order to receive such transition assistance, Merit has entered into an agreement with FIWS whereby the default cash sweep vehicle for client accounts

will be either the Bank Deposit Sweep Program (“BDSP”) for eligible retirement accounts and FCASH for eligible non-retirement accounts.

These cash sweep vehicles facilitate the automatic transfer of cash awaiting investment in your account. BDSP provides access to a Federal Deposit Insurance Corporation (“FDIC”) insured bank sweep product; FCASH does not provide this access. In both sweep vehicles, uninvested cash assets eligible to be swept will go into either FCASH or, for BDSP, a bank deposit sweep product insured by the FDIC, or remain as free credit depending on the client’s choice. Available money market funds outside of default cash sweep vehicles provide a higher yield than that of the default sweep vehicles. If you are seeking the highest yield currently available in the market for your cash balances, clients have the option to invest in money market mutual funds outside of the sweep vehicles depending on their goals and objectives. Please contact your IAR to discuss investment options available outside of the default cash sweep vehicles that may be more suitable for your investment goals.

The use of the default cash sweep vehicles creates a conflict of interest due to the financial benefits for Merit and FIWS. Cash balances held in default cash sweep vehicles receive a lower interest rate than the prevailing interest rates paid in other interest-bearing accounts, including money market funds. This makes the default cash sweep vehicles less profitable to clients while providing an economic benefit to Merit. The use of these default cash sweep vehicles creates a conflict of interest due to the transition assistance received by Merit. These default cash sweep vehicles should not be viewed as long-term investment options. For help with understanding the best option for your account, please contact your IAR.

Asset Management Services

We generally follow an established investment management process with a long-term orientation. For most clients, we believe that a long-term diversified approach is the most suitable investment strategy. As part of our asset management services, we may create a portfolio consisting of individual stocks or bonds, exchange traded funds (“ETFs”), options, mutual funds, fee-based variable annuities and other public and private securities or investments. We also manage a group of standard model asset allocation portfolios that are used in client accounts, when appropriate.

Each portfolio is designed to meet the client’s particular investment goals, risk tolerance and financial circumstances. The client’s individual investment strategy is tailored to their specific needs and may include some or all of the previously mentioned strategies and securities. The investment adviser representative recommends a strategy after obtaining a reasonable belief that it is in the client’s best interest. Once a portfolio has been determined and agreed by the client, we review the portfolio periodically or as often as necessary and will rebalance and/or recommend modifications to the portfolio as needed.

Each investment adviser representative remains responsible for managing client portfolios directly or using Merit Investment Management to assist with managing client portfolios. The experience of our investment adviser representatives, who may also serve as portfolio managers, will vary from one individual to another. Along those same lines, performance results will also vary from one investment adviser representative to another.

We will manage the client’s investment portfolio on a discretionary or a non-discretionary basis. As a discretionary investment adviser, we will have the authority to supervise and direct the portfolio without prior consultation with the client. Under a non-discretionary arrangement, clients must be contacted prior to the execution of any trade in the account(s) under management.

Clients may impose certain reasonable written restrictions in the management of their investment portfolios, such as prohibiting the inclusion of certain types of investments in an investment portfolio or prohibiting the sale of certain investments held in the account at the commencement of the relationship.

We will not enter into an investment adviser relationship with a prospective client whose investment objectives we consider to be incompatible with our investment philosophy or strategies or where the prospective client seeks to impose unduly restrictive investment guidelines.

We may recommend or offer to our clients the services of other wrap program sponsors. Those services are described in our ADV Part 2A, **Item 4 - Advisory Business**. This Wrap Fee Program Brochure only addresses the Program which Merit sponsors.

The annual investment advisory fee charged ranges up to a maximum of 2.50% of the assets held in the account. Asset Management Fees are negotiable depending on the Investment Adviser Representative (IAR) providing the management services, the market value of the account, asset types, complexity of the client's portfolio, the client's financial situation, level of portfolio trading activity, anticipated future assets, the relationship of the client to the IAR and additional services requested or performed. Fee waivers or discounts can be offered to Owners, Directors, Officers and associated persons of Merit and our related companies in addition to family members and friends of associated persons of Merit which are not available to clients.

It is important to note that it is possible that different investment adviser representatives may charge different fees for providing the same types and level of service to clients. The specific level of services you will receive and the fees you will be charged will be specified in your asset management agreement. The annual fee for asset management services is divided and paid quarterly through a direct debit to your account. The annual fee is billed either quarterly in advance based on the market value of the assets under management on the last day of the preceding quarter or quarterly in arrears based on the market value of the assets under management on the last day of the calendar quarter. If management begins after the start of the quarter, fees will be prorated accordingly. Our fees may be negotiable, and in certain circumstances, clients could be provided a tiered fee schedule, or a flat fee could be charged for asset management services.

Under a tiered fee schedule the assets can be billed at more than one fee rate.

- Example: An account is billed under the following tiered fee schedule and the account has a billable market value of \$500,000
 - \$0 - \$100,000 @ 1.50%
 - \$100,000 - \$250,000 @ 1.25%
 - Above \$250,000 @ 1.00%
- This account would have the first \$100,000 in Assets Under Management billed at 1.50%;
- The next \$150,000 would bill at 1.25%; and
- The Remaining \$250,000 would be billed at 1.00%.

Merit may "household", for fee billing purposes, multiple Client Accounts together within the Asset Management Agreement at the Client's request. Accounts to be combined under the same billing household will be indicated as such on the Asset Management Agreement. This practice is designed to allow you the benefit of an increased asset total, which could potentially cause your account(s) to be assessed a reduced advisory fee based on the tiered fee schedule. Accounts opened at a later date may be added to the same billing household. Client understands that they are responsible for

notifying the IAR and Merit of which Account(s) Client would like to household under the Asset Management Agreement for fee billing purposes.

Clients of independent contractor IARs of Merit will pay a platform fee in addition to the Asset Management Fee charged by the IAR. The platform fee is 0.25% of AUM for accounts managed by Merit's corporate investment team and 0.35% of AUM for accounts managed by the IAR. The platform fee will be fully disclosed to the client via the Asset Management Agreement and will be charged on the same frequency as the Asset Management Fee.

For accounts that are billed in advance, fees will only be prorated for intra-quarter deposits or withdrawals of \$100,000 or greater for accounts that were active the full quarter. For accounts we apply our fees in arrears, we make adjustments for all intra-quarter deposits or withdrawals. For all accounts at all custodians, we begin calculating fees at the later of (1) the date the Asset Management Agreement is signed, or (2) the date the account is funded.

Fees are generally automatically deducted from the client's managed account in accordance with the authority granted by the client pursuant to the executed Asset Management Agreement. Clients should receive account statements from the custodian at least quarterly, reflecting the value of their account holdings and all deposits and disbursements from their account(s), including the amount of the advisory fees paid to us.

Merit believes that its annual fee is reasonable in relation to the services provided and fees charged by other investment advisers offering similar services/programs. However, our fees may be higher or lower than fees charged by other financial professionals offering similar services.

Clients who participate in the Wrap Program pay a wrap fee that includes both the investment advisory fee and transaction execution costs. Although clients do not pay a transaction charge for transactions in a Wrap account, clients should be aware that Merit and/or your investment adviser representative pays the custodian of your account transaction charges for those transactions. The transaction charges paid by us vary based on the type of transaction (e.g., mutual fund, equity or ETF) and the security selected. Transaction charges paid by Merit/IAR for equities and ETFs are \$0 to \$4.95 depending on the custodian of your account. For mutual funds, the transaction charges range from \$0 to \$45, depending on the custodian of your account. Because Merit and/or your investment adviser representative pays the transaction charges in Wrap accounts, there is a conflict of interest. Clients should understand that the cost to the firm of transaction charges may be a factor that the investment adviser representative considers when deciding which securities to select and how frequently to place transactions in a Wrap account.

In the event that you wish to terminate our services, we will refund the unearned portion of our advisory fee to you. Upon notification of termination or within a reasonable time after learning of your termination of our services, we will seek to return pro-rata, a refund of unearned advisory fees.

General Information Concerning Fees and Other Client Charges

1. **Custodian Charges:** Our Fee does not include miscellaneous and ancillary fees and charges assessed by the custodian. Such charges may include, but are not limited to, wiring fees, broker dealer mark-ups/mark-downs or broker dealer spreads, electronic fund and wire transfers, SEC fees, trade-away fees, alternative investment custody fees, debit balance or related margin interest, foreign exchange fees, odd-lot differentials, IRA fees, transfer taxes, exchange fees, non-sufficient funds fees, transfer fees, or other fees or taxes as required by law.

2. ETFs: Our Fee does not include the expenses of the individual ETFs. Each of the ETFs bears its own operating expenses, including compensation to the fund or sub-account advisor. By investing in ETFs, you indirectly bear the operating expenses of the ETFs because these expenses will affect the share price of an ETF. Fund expenses vary from fund to fund according to the actual amounts of expenses incurred and fluctuations in the fund's daily net assets. Further information regarding charges and fees assessed by an ETF are available in the prospectus and statement of additional information, which you should read carefully.

To the extent that cash used for investment comes from redemptions of a client's mutual fund or other investments outside of the Program, there may be tax consequences or additional cost from sales charges previously paid and redemption fees incurred. Such redemption fees would be in addition to the Fee on those assets.

3. Mutual Funds: Your mutual fund investments may be subject to early redemption fees, 12b-1 fees and mutual fund management fees as well as other mutual fund expenses. These fees are in addition to the fees and expenses referenced above. Please review the mutual fund prospectus for full details. Neither Merit nor the IAR retain 12b-1 fees paid by mutual funds for advisory accounts; these fees are retained by the custodian of your account.

Mutual funds generally offer multiple share classes available for investment based upon certain eligibility and/or purchase requirements. For instance, in addition to the more commonly offered retail share classes (typically, Class A, B and C shares), mutual funds may also offer institutional shares classes and other share classes that are specifically designed for purchase in an account enrolled in fee-based investment advisory programs. Institutional share classes or classes of shares designed for purchase in an investment advisory program usually have no 12 b-1 fees and have lower internal expenses than other share classes.

Retail share classes are available for no-transaction fee ("NTF") and are either no-load or load-waived; meaning, there are no up-front charges to purchase these share classes. Institutional share classes typically bear an up-front charge to purchase. Merit's internal policy regarding Mutual Fund shares class selection is that Merit Investment Management will make the appropriate shares class selection based on account type and account size. Account balances below a specified threshold in standard model portfolios (as discussed below in Item 8) will invest in NTF mutual funds. This policy is reviewed on a quarterly basis. All model portfolios managed by individual IARs, and not part of the standard Merit model portfolios must be invested in Institutional shares or best available share class based on the net expense ratio.

There is no guarantee that, in hindsight, we will always have selected the most cost-effective share class. This may be due to multiple factors, including, but not limited to the following:

- Fewer trades than reasonably expected at the time of purchase;
- More trades than reasonable expected at the time of purchase;
- Changes in cost to purchase the Institutional share class; and
- Changes in the internal expenses of available share classes.

4. Variable annuity companies generally impose internal fees and expenses on your variable annuity investment, including contingent deferred sales charges and early redemption fees. In addition, variable annuity companies generally impose mortality charges annually. These fees are in addition to the fees and expenses referenced above. Complete details of such internal expenses are specified and disclosed in each variable annuity company's prospectus. Please review the Variable Annuity prospectus for full details. Certain variable annuity companies offer

lower cost fee-based variable annuity products with the same features available as commission variable annuity products. These fee-based variable annuity products do not pay a commission to your IAR in their capacity as a registered representative; however, Merit and your IAR will charge an advisory fee for the management of a fee-based variable annuity.

5. **Other Compensation:** Many of our investment adviser representatives are licensed insurance agents and are also associated with Purshe, Kaplan, Sterling Investments (“PKS”) as broker-dealer registered representatives (“Dually Registered Persons”). As such, they are entitled to receive commissions or other remuneration on the sale of securities and insurance products, including distribution or service (“trail”) fees from the sale of mutual funds in non-advisory accounts. The recommendation that a client purchase a commission product from our Dually Registered Persons presents a conflict of interest as the receipt of commissions provides an incentive to recommend investment products based on the commission to be received, rather than on a particular client’s need. No client is under any obligation to purchase any commission product from our Dually Registered Persons. To mitigate this conflict of interest, our Dually Registered Persons, are supervised by both PKS and our firm’s compliance programs. The firm’s Chief Compliance Officer remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.
6. As a result of this relationship, PKS may have access to certain confidential information (e.g., financial information, investment objectives, transactions, and holdings) about our clients, even if the client does not establish any account through PKS. If you would like a copy of PKS’s privacy notice, please contact us.
7. **Expense Reimbursements:** We will from time to time receive expense reimbursement for travel and/or marketing expenses from distributors of investment and/or insurance products. Travel expense reimbursements are typically a result of attendance at due diligence and/or investment training events hosted by product sponsors. Marketing expense reimbursements are typically the result of informal expense sharing arrangements in which product sponsors underwrite the costs incurred for marketing such as client appreciation events, advertising, publishing, and seminar expenses. Although receipt of these travel and marketing expense reimbursements are not predicated upon specific sales quotas, the product sponsor reimbursements are typically made by those sponsors for which sales have been made or for which it is anticipated sales will be made. This creates a conflict of interest in that there is an incentive to recommend certain products and investments based on the receipt of this compensation instead of what is in the best interest of our clients. The amount of these expense reimbursements is not considered to be material; further, we attempt to control this conflict by basing investment decisions on the individual needs of our clients.
8. **Step-Out Trades:** In certain circumstances, Merit may choose to execute trades for client accounts with a broker-dealer other than the custodian where the client maintains their account if we reasonably believe that another broker-dealer can obtain a more favorable execution under the circumstances. Occasionally, the firm will use a broker-dealer other than the custodian where the client maintains their account to execute large transactions if we determine that it is in our clients’ best interest and that other broker-dealer has the capability to handle such large transactions and to reduce or eliminate any potential negative price fluctuation. This generally will occur when the size of the transaction in any one security is so large that it could cause the price of the security to fluctuate, up or down, resulting in an unfavorable execution price for our clients. Where the firm trades through a broker-dealer other than the custodian where the client maintains their account, the wrap fee does not include the compensation that is paid to that

broker-dealer. This compensation is embedded into the price of the security which is paid by the client. These additional costs are in addition to the wrap fee paid by the client.

Item 5: Account Requirements & Types of Clients

We serve individuals, high net worth individuals, pension and profit-sharing plans, corporations, trusts, estates and charitable organizations. We may impose a minimum fee or minimum account balance for our asset management services, as set forth in the Asset Management Agreement.

Item 6: Portfolio Manager Selection & Evaluation

The Wrap Fee Program does not select third-party portfolio managers to manage wrap accounts. All portfolio management of the Program is performed by Merit Investment Management and the Firm's investment adviser representatives.

Advisory Business

Item 4 above discusses in detail the Wrap Fee Program which Merit sponsors, including how we tailor the client's portfolio to fit their needs, financial objectives, and risk tolerance, as well as any reasonable restrictions that the client may wish to place on the account. Item 4 also discusses how the Firm manages wrap fee accounts and the various conflicts of interest that wrap fee programs like ours present to the client, in particular around fees and expenses.

In addition to that Program, the Firm also offers a variety of other asset management services, needs based financial analysis, as well as comprehensive financial planning and consulting. Other asset management services include non-wrap accounts and recommendations to use a portfolio management program sponsored by third-party portfolio managers. We offer retirement plan consulting services, both as an ERISA 3(21) and 3(38) fiduciary. We also offer services to help clients realize the value of their employer's benefits package, and to help employers improve their employees' financial well-being. We also offer advisory services on a non-discretionary basis.

We generally do not review and consider the performance of our firm's performance information or have a uniform and consistent basis to review that information. Each investment adviser representative remains responsible for managing client portfolios directly or using us to assist with managing client portfolios.

The experience of our investment adviser representatives who may also serve as portfolio managers will vary from one individual to another. No specific experience standard applies to our investment adviser representatives who will manage accounts, although all must have the knowledge and appropriate registrations to perform these services. Along those same lines, performance results will also vary from one investment adviser representative to another.

Please see ADV Part 2A for more information in the following areas: ***Item 4 - Advisory Business, Item 6 - Performance Based-Fees and Side by Side Management, Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss, and Item 17 - Voting Client Securities.***

Item 7: Client Information Provided to Portfolio Manager

Our Firm and its investment adviser representatives are the only Portfolio Managers under the Program. No information is shared with any other Portfolio Manager.

Item 8: Client Contact with Portfolio Manager

Clients are always free to directly contact their investment adviser representative with any questions or concerns they have about their portfolios or other matters.

Item 9: Additional Information

Disciplinary Information

Neither our Firm nor its management persons have any disciplinary matters that require disclosure.

Please see ADV Part 2A for more information in the following areas: ***Item 10 - Other Financial Industry Activities and Affiliations, Item 11 - Code of Ethics, Item 13 - Review of Accounts, Item 14 - Client Referrals and Other Compensation, and Item 18 - Financial Information.***

Financial Information

We do not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore have no disclosure with respect to this item.