



ADV PART 2A BROCHURE

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This brochure provides information about the qualifications and business practices of Marnoa Private Wealth Counsel, Ltd. ("Marnoa"). If you have any questions about this brochure's contents, please contact us at 519-707-0048. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or any state securities authority. Marnoa is a Registered Investment Adviser ("RIA"). Registration as an Investment Adviser with the SEC or any state securities authority does not imply a certain level of skill or training.

Additional information about Marnoa is available on the SEC's website at <http://www.adviserinfo.sec.gov/>. You can search this site by a unique identifying number called an IARD number. The IARD number for Marnoa is 332639.

ITEM 2 - MATERIAL CHANGES

SUMMARY OF MATERIAL CHANGES

Under federal and state law, fiduciaries must make full disclosure to Clients of all material facts relating to the advisory relationship. This brochure provides clients or prospective clients with information and conflicts of interest about Marnoa Private Wealth Counsel, Ltd. that should be considered before or when obtaining our investment advisory services. We are required to update this item to describe the material changes made to this brochure on an annual basis and deliver to you, within 120 days of the end of the fiscal year, a free updated brochure that includes or is accompanied by a summary of material changes; or a summary of material changes and an offer to provide an updated brochure and how to obtain it. We will also provide interim disclosures regarding material changes, as necessary.

Since the last annual amendment filing on March 27, 2025, this brochure has been amended as follows:

- **Item 4:** The firm does not offer non-discretionary services to U.S based clients.

This brochure may be updated periodically for non-material changes to clarify and provide additional information.

QUESTIONS & CONCERNS

We encourage you to read this document in its entirety. Our Chief Compliance Officer, Pedro Ribeiro, remains available to address any questions or concerns regarding this Part 2A Brochure, including any material change disclosure or information described below.

ITEM 3 - TABLE OF CONTENTS

ITEM 1 - COVER PAGE	1
ITEM 2 - MATERIAL CHANGES	2
SUMMARY OF MATERIAL CHANGES	2
QUESTIONS & CONCERNS	2
ITEM 3 - TABLE OF CONTENTS	3
ITEM 4 - ADVISORY BUSINESS	5
ABOUT OUR FIRM	5
ADVISORY SERVICES WE OFFER	5
CLIENT OBJECTIVES & RESTRICTIONS	6
WRAP FEE PROGRAM	6
REGULATORY ASSETS UNDER MANAGEMENT	6
ITEM 5 - FEES AND COMPENSATION	6
INVESTMENT MANAGEMENT FEE	6
ADDITIONAL FEES & EXPENSES	8
ITEM 6 - PERFORMANCE-BASED FEES & SIDE-BY-SIDE MANAGEMENT	8
ITEM 7 - TYPES OF CLIENTS	8
ITEM 8 - METHODS OF ANALYSIS, STRATEGIES, & RISK OF LOSS	9
METHODS OF ANALYSIS	9
INVESTMENT STRATEGIES	10
RISK OF LOSS	10
ITEM 9 - DISCIPLINARY INFORMATION	13
ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES & AFFILIATIONS	13
INDUSTRY ACTIVITIES	13
ITEM 11 - CODE OF ETHICS, PARTICIPATION & INTEREST IN CLIENT TRANSACTIONS, & PERSONAL TRADING	14
ITEM 12 - BROKERAGE PRACTICES	14
INVESTMENT MANAGEMENT SERVICES	14
PERSHING	15
ITEM 13 - REVIEW OF ACCOUNTS	17
CLIENT REVIEWS	17
ITEM 14 - CLIENT REFERRALS & OTHER COMPENSATION	18

BROKERAGE PRACTICES _____	18
ITEM 15 - CUSTODY _____	19
FEE DEDUCTION _____	19
ITEM 16 - INVESTMENT DISCRETION _____	19
DISCRETIONARY AUTHORITY _____	19
ITEM 17 - VOTING CLIENT SECURITIES _____	20
PROXY VOTING _____	20
CLASS ACTION LAWSUITS _____	20
ITEM 18 - FINANCIAL INFORMATION _____	20
FINANCIAL CONDITION _____	20

ITEM 4 - ADVISORY BUSINESS

ABOUT OUR FIRM

Marnoa Private Wealth Counsel, Ltd. is currently registered with the Securities and Exchange Commission ("SEC") as an investment adviser, with its principal place of business located in Ontario, Canada. Marnoa provides investment advisory services to both U.S. and non U.S. clients. Marnoa Private Wealth Counsel, Ltd. has been in business since 2023, and its principal owner is Pedro Ribeiro. Our Firm was registered with the SEC as an investment adviser in 2024. Registration as an Investment Adviser with the United States SEC or any state securities authority does not imply a certain level of skill or training. While we comply with applicable U.S. federal securities laws when providing advisory services to U.S. clients, certain aspects of our operations, including regulatory oversight, recordkeeping, and dispute resolution, may be subject to Canadian laws and regulations.

This brochure is designed to provide detailed and precise information about each item noted in the table of contents. Certain disclosures are repeated in one or more items, and other disclosures are referred throughout to be as comprehensive as possible on the broad subject matters discussed.

Within this brochure, specific terms in either are used as follows:

- Marnoa refers to Marnoa Private Wealth Counsel, Ltd.
- "Firm," "we," "us," and "our" refer to Marnoa Private Wealth Counsel, Ltd.
- "Advisor," "Investment Advisor Representative," and "IAR" refers to our professional representatives who provide investment recommendations or advice on behalf of Marnoa Private Wealth Counsel, Ltd.
- "You," "yours," and "Client" refers to Clients of Marnoa Private Wealth Counsel, Ltd. and its advisors.
- "Code" refers to our Firm's Code of Ethics.
- "CCO" refers to our Chief Compliance Officer, Pedro Ribeiro.

ADVISORY SERVICES WE OFFER

Our Firm offers discretionary investment management services. Before rendering any preceding advisory services, Clients must enter into a written Investment Advisory Agreement ("Agreement"), setting forth the relevant terms and conditions of the advisory relationship.

We do not provide tax or legal advice. Clients should consult with an expert on tax or legal issues.

INVESTMENT ADVISORY SERVICES

Our Firm manages portfolios for individuals, high-net-worth individuals and families, small businesses, trusts, estates, and charities. We provide investment management and advisory services to multi-generational families using separately managed accounts under a custodial relationship with an independent brokerage firm.

With our discretionary relationship, we will reallocate and rebalance the portfolio as appropriate to help meet your financial objectives. We trade Client portfolios based on our Firm's market views and the Client's financial goals.

Clients are advised to promptly notify us if there are changes in their financial situation or if they wish to place any limitations on managing their portfolios.

Clients may impose reasonable restrictions on investing in certain securities by notifying Us through written notification.

Our Firm typically requires a minimum account size of \$100,000 for advisory accounts. However, sometimes, at our sole discretion, we may accept smaller accounts based on various criteria, such as anticipated future assets, related accounts, and other individual Client circumstances.

INDEPENDENT SUB-ADVISORY SERVICES

Marnoa may also select and appoint one or more Sub-Advisor(s) to provide Sub-Advisor Services to Client's Account. Such Sub-Advisor Services will be as determined by Marnoa. Such Sub-Advisor(s), in providing Sub-Advisor Services, shall have all of the same authority relating to the management, including fee deduction authority, of Client's Account as is granted to Marnoa. In addition, at Marnoa's discretion, Marnoa may grant such Sub-Advisor(s) full authority to further delegate such discretionary investment authority to other Money Managers. Client will agree to such authority within Marnoa's Advisory Agreement. All fees paid by Client to Marnoa are inclusive of the fees paid to Sub-Advisor.

CLIENT OBJECTIVES & RESTRICTIONS

Our Firm tailors our investment management and advisory services continuously to meet the needs of our Clients. We seek to ensure Client portfolios are managed consistently with those needs and objectives in mind. We meet with Clients on an initial and ongoing basis to assess their specific risk tolerance, time horizon, liquidity constraints, and other related factors relevant to managing their portfolios. Clients may impose reasonable restrictions on managing the accounts if the conditions do not impact the performance of a management strategy.

WRAP FEE PROGRAM

Our Firm does not sponsor or participate in a Wrap Program.

REGULATORY ASSETS UNDER MANAGEMENT

As of the date of this brochure, our Firm had \$19,273,422 in regulatory assets under management, all of which was managed on a discretionary basis.

ITEM 5 - FEES AND COMPENSATION

In addition to the information provided in Item 4 – Advisory Business, this section details our Firm's services and each service's fees and compensation arrangement. The Client and Marnoa's Investment Advisory Agreement will outline and agree upon the exact costs and other terms related to the Client's Accounts.

INVESTMENT MANAGEMENT FEE

Our Firm offers investment management services for an annual fee based on the amount of assets under management as follows.

Assets Under Management	Annual Fee
\$0 - \$500,000	1.50%
\$500,001 - \$3,000,000	0.85%
Over \$3,000,000	0.75%

Our annual fee is reasonable in relation to (1) the services provided and (2) the fees charged by other investment advisers offering similar services/programs.

This is a blended fee schedule, meaning different asset levels are assessed different fees, as shown above. Fees are billed monthly in arrears based on the amount of assets managed as of the close of business on the last business day of the previous billing period. Lastly, please note that Marnoa may group certain related Client accounts, often known as "householding", for the purposes of achieving the minimum account size and determining the annualized fee.

All investment management fees are deducted directly from the Client's account. Our Firm retains complete discretion to negotiate fees and may waive or impose different fees on any Client. The investment advisory fees will be deducted from your account and paid directly to our Firm by the qualified Custodian(s) of your account. The Client will authorize your account's qualified Custodian(s) to deduct fees from the account and pay such fees directly to our Firm. All account assets, transactions, and advisory fees will be shown on the monthly or quarterly statements provided by the Custodian. You should review your account statements received from the qualified Custodian(s) and verify that appropriate investment advisory fees are being deducted. The qualified Custodian(s) will not verify the accuracy of the investment advisory fees deducted. We may aggregate related Client accounts to calculate the advisory fee applicable to the Client. The investment management agreement will outline the fee charged to a Client and any breakpoints based on the level of assets managed. The fees are subject to change with prior written notice to the Client.

Our annual investment advisory fee may be higher than that of other investment advisers that offer similar services and programs. In addition to our compensation, you may incur charges imposed at the mutual fund level (e.g., advisory fees and other fund expenses).

INDEPENDENT SUB-ADVISORY FEES

A complete description of the SMA services, fee schedules, and account minimums will be disclosed in Manager's disclosure brochure, which will be provided to you before or when an agreement for services is executed, and the account is established. Each sub-adviser is required under federal securities laws to provide their clients, including SMA Clients, with a Form ADV Part 2A ("Adviser Brochure" or "this Brochure") that includes disclosures, and among other things, the fees charged to their clients.

The actual fee charged to the Client will vary depending on SMA. All fees are calculated and collected by the Manager, who will be responsible for delivering our Firm's portion of the fee paid by the Client. With SMA, you may incur additional charges, including mutual fund sales loads, 12b-1 fees and surrender charges, and IRA and qualified retirement plan fees.

There is a potential conflict of interest in using independent Managers if they pay us a portion of their advisory fee and have met the conditions of our Firm's due diligence review. Our Firm is committed to always working in the Client's best interest. There may be other Managers not affiliated with our Firm that may be suitable for a Client or may be more or less costly. As with any Advisor, no guarantees can be made that the SMA will achieve your financial goals or objectives. Further, no guarantees of performance can be offered.

Clients should review the SMA's Brochure in its entirety, along with this Brochure, to fully understand the services, fees, agreements, and risks surrounding these arrangements and fully understand that these types of arrangements have layers of fees that may or may not be apparent without reading the SMA's Brochure and this Brochure, along with the offering document/prospectus for underlining investments.

ADDITIONAL FEES & EXPENSES

In addition to the advisory fees paid to our Firm, Clients also incur certain charges imposed by other third parties, such as broker-dealers, Custodians, trust companies, banks, and other financial institutions. These additional charges include securities, transaction fees, custodial fees, fees charged by the SMA, ITPM, and Manager charges imposed by a mutual fund or ETF (Exchange Traded Funds) in a Client's account, as disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Our brokerage practices are described at length in Item 12 below. Neither our Firm nor its supervised persons accept commission compensation for selling securities or other investment products. Further, we do not share any additional fees and expenses outlined above.

Our Firm's investment strategies may include mutual and exchange-traded funds ("ETFs"). Our policy is to purchase institutional share classes of those mutual funds selected for the Client's portfolio. The institutional share class generally has the lowest expense ratio. The expense ratio is the annual fee that all mutual funds or ETFs charge their shareholders. It expresses the percentage of assets deducted each fiscal year for funds expenses, including 12b-1 fees, management fees, administrative fees, operating costs, and all other asset-based costs incurred by the fund. Some fund families offer different classes of the same fund, and one share class may have a lower expense ratio than another. Mutual fund expense ratios are in addition to our fees; we do not receive any portion of these charges. If an institutional share class is not available for the mutual fund selected, the adviser will purchase the least expensive share class available for the mutual fund. As share classes with lower expense ratios become available, we may use them in the Client's portfolio or convert the existing mutual fund position to the lower-cost share class. Clients who transfer mutual funds into their accounts with our Firm would bear the expense of any contingent or deferred sales loads incurred upon selling the product. If a mutual fund has a frequent trading policy, the policy can limit a Client's transactions in fund shares (e.g., for rebalancing, liquidations, deposits, or tax harvesting). All mutual fund expenses and fees are disclosed in the respective mutual fund prospectus.

When selecting investments for our Clients' portfolios, we might choose mutual funds on your account Custodian's Non-Transaction Fee (NTF) list. This means that your account Custodian will not charge a transaction fee or commission associated with the purchase or sale of the mutual fund.

The mutual fund companies that choose to participate in the Client's Custodial NTF fund program pay a fee to the Custodian to be included in the NTF program. The mutual fund owners bear the fee that a company pays to participate in the program, as captured in the fund's expense ratio. When choosing a fund from the Client's Custodial NTF list, our Firm considers the expected holding period, position size, and expense ratio versus alternative funds. Depending on our Firm's analysis and future events, NTF funds might not always be in the Client's best interest.

ITEM 6 - PERFORMANCE-BASED FEES & SIDE-BY-SIDE MANAGEMENT

Performance-based fees are based on a share of capital gains on or appreciation of the assets in a Client's account.

Our Firm does not accept performance-based or other fees based on a share of capital gains or appreciation of a Client's assets.

ITEM 7 - TYPES OF CLIENTS

Our Firm provides investment services to individuals, high-net-worth individuals, small businesses, trusts, estates, and charities.

Our firm requires a minimum account value of \$100,000 for advisory services. Clients have the option to aggregate all household accounts to meet this minimum. Exceptions to the minimum account requirement may be granted based on the Client's relationship with their representative.

For fee calculation purposes, unless instructed otherwise, we will automatically aggregate related client accounts, a practice commonly known as "householding" portfolios. Householding may result in lower fees than if each account were billed separately, as the combined value is used to determine the account size and the corresponding annualized fee.

Our approach to householding considers the overall family dynamic and relationship. Additionally, if applicable, and as noted in the Investment Management Agreement, legacy positions may be excluded from the fee calculation.

Clients must execute a written agreement with our Firm specifying the advisory services to establish a Client arrangement with us.

ITEM 8 - METHODS OF ANALYSIS, STRATEGIES, & RISK OF LOSS

METHODS OF ANALYSIS

Our Investment Advisory Representatives will generally use the following analysis methods to formulate our investment advice and manage Client assets. However, each IAR can manage its Client's account as necessary, and their specific analysis method may vary from below. Clients should acknowledge that investing in securities involves the risk of loss, regardless of the strategies, that Clients should be prepared to bear.

CYCLICAL

In this type of technical analysis, we measure the movements of a particular stock against the overall market to predict the security price movement.

FUNDAMENTAL

Fundamental analysis attempts to identify stocks offering sturdy growth potential at a competitive price by examining the underlying company's business and conditions within its industry or the broader economy. Investors have traditionally used fundamental analysis for longer-term trades, relying on metrics such as earnings per share, price-to-earnings ratio, price-to-earnings growth, and dividend yield.

MODERN PORTFOLIO THEORY

Modern portfolio theory is a theory of investment that attempts to maximize portfolio expected return for a given amount of portfolio risk or equivalently minimize risk for a given level of expected return, each by carefully choosing the proportions of various assets.

QUANTITATIVE

Our Firm uses a proprietary optimization model that takes historical price performance, quantitative risk metrics, and several other data points as inputs and attempts to recommend securities that will enhance the overall risk-reward characteristic of the whole portfolio.

RISKS FOR ALL FORMS OF ANALYSIS

Our Firm's securities analysis method relies on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that the analysis may be compromised by inaccurate or misleading information.

INVESTMENT STRATEGIES

Our Firm may use any of the following investment strategies when managing Client assets and providing investment advice:

LONG-TERM HOLDING

Our Firm purchases securities with the intent to hold them in the Client's account long-term (longer than one year). In extreme circumstances, we may be forced to sell a fund completely within a year of buying it. An example would be a fund Manager resigns, and we do not have confidence in the new management. Also, fund positions may be trimmed occasionally to rebalance the portfolio.

A risk in a long-term purchase strategy is that holding the security for this length of time may decline in value before we decide to sell. We do not guarantee the future performance of the account or any specific level of performance, the success of any investment decision or strategy we may use, or the success of the overall management of the account. The Client understands that the investment decisions our Firm makes for the Client's account are subject to various market, currency, economic, political, and business risks and that those investment decisions will not always be profitable. Clients are reminded that investing in any security entails the risk of loss, which they should be willing to bear.

CASH & CASH EQUIVALENT ALLOCATION

Our Firm generally invests client cash balances in money market funds, FDIC Insured Certificates of Deposit, high-grade commercial paper and/or government backed debt instruments. Ultimately, our Firm tries to achieve the highest return on client 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 our Asset Management and Comprehensive Portfolio Management services, as applicable.

RISK OF LOSS

A Client's investment portfolio is affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic conditions, changes in laws, and national and international political circumstances.

Investing in securities involves certain investment risks. Securities may fluctuate in value or lose value. Clients should be prepared to bear the potential risk of loss. Our Firm will assist Clients in determining an appropriate strategy based on their tolerance for risk.

While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

ACTIVE MANAGEMENT RISK

Due to its active management, a portfolio could underperform other portfolios with similar investment objectives or strategies.

ALLOCATION RISK

A portfolio may use an asset allocation strategy to pursue its investment objective. There is a risk that a portfolio's allocation among asset classes or investments will cause a portfolio to lose value or cause it to underperform other portfolios with a similar investment objective or strategy or that the investments themselves will not produce the returns expected.

CAPITALIZATION RISK

Small-cap and mid-cap companies may be hindered due to limited resources or less diverse products or services. Their stocks have historically been more volatile than the stocks of larger, more established companies.

COMPANY RISK

The risk related to a Firm's business plans, stock valuation, profitability, accounting practices, growth strategy, and other factors particular to a company rather than the overall market. Some of these risks cannot be predicted, such as the retirement or death of a senior executive, which may lead to negative performance in the future.

CONCENTRATION RISK

Strategies concentrated in only a few securities, sectors or industries, regions or countries, or asset classes could expose a portfolio to greater risk. They may cause the portfolio value to fluctuate more widely than a diversified portfolio. Overexposure to certain sectors or asset classes (e.g., MLPs, REITs, etc.) may be detrimental to an investor if there is a negative sector move.

CROSS-BORDER AND JURISDICTIONAL RISK

Clients should be aware that because our Firm's principal place of business is located outside the United States, certain legal, regulatory, and operational risks may differ from those associated with U.S.-based investment advisers. These differences may include variations in regulatory oversight, investor protections, tax treatment, currency considerations, and the manner in which legal claims or disputes are resolved. Such factors may affect a client's ability to pursue remedies or enforce rights under U.S. securities laws.

CYBERSECURITY RISK

Increased Internet use makes a portfolio susceptible to operational and informational security risks. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyberattacks include but are not limited to infection by computer viruses or other malicious software code, gaining unauthorized access to systems, networks, or devices through "hacking" or other means to misappropriate assets or sensitive information, corrupting data, or causing operational disruption. Cybersecurity failures or breaches of third-party service providers may cause disruptions at third-party service providers and impact our business operations, potentially resulting in financial losses; the inability to transact business; violations of applicable privacy and other laws, regulatory fines, or penalties; reputational damage; unanticipated expenses or other compensation costs; or additional compliance costs. Our Firm has an established business continuity and disaster recovery plan

and related cybersecurity procedures designed to prevent or reduce the impact of such risks; there are inherent limitations in such plans and systems due in part to the evolving nature of technology and cyberattack tactics.

EQUITY RISK

Equity instruments are subject to equity market risk, the risk that common stock prices fluctuate over short or extended periods. Equity securities have greater price volatility than fixed-income securities. The market price of equity securities may increase or decrease, sometimes rapidly or unpredictably. Equity securities may decline in value due to factors affecting markets, industries, sectors or geographic regions represented in those markets, or individual security concerns.

EVENT RISK

The possibility is that an unforeseen event will negatively affect a company or industry and, thus, increase security volatility.

FIXED INCOME & DEBT RISK

Debt securities are affected by changes in interest rates. When interest rates rise, the value of debt securities is likely to decrease. Conversely, when interest rates fall, the values of debt securities are likely to increase. The values of debt securities may also be affected by changes in the issuing entities' credit rating or financial condition.

FREQUENT TRADING RISK

A portfolio Manager may actively and frequently trade investments in a portfolio to carry out its investment strategies. Frequent trading of investments increases the possibility that a portfolio, as relevant, will realize taxable capital gains (including short-term capital gains, which are typically taxable at higher rates than long-term capital gains for U.S. federal income tax purposes), which could reduce a portfolio's after-tax return. Frequent trading can also mean higher brokerage and other transaction costs, which could reduce a portfolio's return. The trading costs and tax effects of portfolio turnover can adversely affect its performance.

GEOGRAPHIC CONCENTRATION RISK

If an account concentrates its investments in a particular geographic region or country, its performance is closely tied to the market, currency, social, political, economic, environmental, and regulatory conditions within that country or region. These conditions include anticipated or actual government budget deficits or other financial difficulties, levels of inflation and unemployment, fiscal and monetary controls, and political and social instability in such countries and regions. As a result, the account is likely to be more volatile than an account with more geographically diverse investments.

INDUSTRY OR SECTOR RISK

An account that focuses its investments in specific industries or sectors is more susceptible to developments affecting those industries and sectors than a more broadly diversified fund. Issuers in a single industry can react similarly to market, economic, industry, social, political, regulatory, and other conditions. For example, suppose an account has significant investments in technology companies. In that case, the account may perform poorly during a downturn in one or more industries or sectors that heavily impact technology companies.

INTEREST RATE RISK

When interest rates increase, the value of the account's investments may decline, and the account's share value may decrease. This effect is typically more pronounced for intermediate and longer-term obligations. This effect is also typically more pronounced for mortgages and other asset-backed securities since the value may fluctuate more significantly in response to interest rate changes. When interest rates decrease, the account's current income may decline.

ISSUER RISK

The risk is that an issuer of a security may perform poorly, and therefore, the value of its securities may decline. Poor management decisions, competitive pressures, technological breakthroughs, reliance on suppliers, labor problems or shortages, corporate restructurings, fraudulent disclosures, natural disasters, or other events, conditions, or factors may cause inferior performance.

MANAGEMENT RISK

An account is subject to the risk that judgments about the attractiveness, value, or potential appreciation of the account's investments may prove to be incorrect. If the selection of securities or strategies fails to produce the intended results, the account could underperform other accounts with similar objectives and investment strategies.

MARKET RISK

Even a long-term investment approach cannot guarantee a profit. Economic, political, and issuer-specific events will cause the value of securities to rise or fall. Because the value of investment portfolios will fluctuate, there is the risk that you will lose money, and your investment may be worth less upon liquidation. Due to a lack of demand in the marketplace or other factors, an account may only be able to sell some or all the investments promptly or may only be able to sell assets at desired prices.

ITEM 9 - DISCIPLINARY INFORMATION

Registered investment advisers are required to provide information about all disciplinary information that would be material to a Client's evaluation of our Firm or the integrity of its management. Clients should refer to the Advisor's Form ADV Part 2B Brochure Supplement. If the Client did not receive the Advisor's Form ADV Part 2B Brochure Supplement, the Client should contact the Chief Compliance Officer using the information provided on the cover page of this Brochure. Our Chief Compliance Officer is available to address any questions a Client or prospective client may have regarding the above or any information outlined in this Brochure.

Our Firm has no legal or disciplinary events that are material to a Client or prospective clients, evaluation of our advisory business, or the integrity of our management services.

ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES & AFFILIATIONS

INDUSTRY ACTIVITIES

Our Firm is an independent investment registered adviser that provides only investment advisory services. Our Firm is not engaged in any other business activities and offers no other services except those described in this Brochure.

ITEM 11 - CODE OF ETHICS, PARTICIPATION & INTEREST IN CLIENT TRANSACTIONS, & PERSONAL TRADING

Our Firm maintains a Code of Ethics to reinforce the fiduciary principles governing our Firm and its employees. The Code, among other things, requires all employees to act with integrity and ethics, and professionalism.

Policies against overreaching, self-dealing, insider trading, and conflicts of interest are outlined in our Code. Our Code forbids employees from trading, either personally or on behalf of others, based on non-public material information or communicating non-public material information to others violating the law.

Additionally, our Code sets forth restrictions and quarterly attestations on receiving gifts, outside business activities, personal trading activity, maintenance of personal brokerage accounts, and other matters. The Code is appropriately designed and implemented to prevent or eliminate potential conflicts of interest between our Firm, our employees and IARs, Clients, and investors. We always strive to make decisions in our Client's best interest should a conflict of interest arise.

Clients should be aware that no set of rules, policies, or procedures can anticipate, avoid, or address all potential conflicts of interest.

PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS & PERSONAL TRADING

Our employees, IARs, and our associated persons are not prohibited from owning or trading securities bought, sold, and recommended to our Clients, provided such personal trading activity complies with the parameters, limitations, and requirements of the Code. Employees, IARs, and associated persons must receive approval from our Firm's CCO when engaging in reportable securities transactions. Our CCO is responsible for reviewing all employees', IARs, and associated persons' trading when they occur and periodically reviewing trading activity. Our CCO has broad discretion to reject employee trading for any reason. Our Firm's policies and procedures related to the personal trading activity of employees aim to demonstrate our commitment to placing Clients' interests ahead of our trading interests.

While our Firm does not maintain a proprietary trading account and therefore does not have a direct material financial interest in any securities it recommends to Clients, in certain situations, our Firm's employees and associated persons may purchase interests in the same securities at the same or different portfolio percentages or risk levels, in which one or more Clients is investing or has invested. Conversely, a Client may purchase interests in security where our employees, IARs, and associated persons are investing or have invested.

Any exceptions to the Code require the prior approval of the CCO. We will provide a copy of the Code to any Client or prospective client upon such written or verbal request. Such requests should be directed to our Firm's CCO at the contact information listed in Item 1 - Cover Page of this Brochure.

ITEM 12 - BROKERAGE PRACTICES

INVESTMENT MANAGEMENT SERVICES

Clients must maintain assets in an account with a "qualified Custodian," a broker-dealer or bank. If our Firm is asked to give a recommendation, our recommendation is based on the broker's cost and fees, skills, reputation, dependability, and compatibility with the Client. The Client may obtain lower commissions and fees from other brokers.

PERSHING

While our Firm recommends that Clients use Pershing as a Custodian, Clients must decide whether to do so and open accounts with Pershing by entering into account agreements directly with them. The Client opens the accounts with Pershing. The accounts will always be held in the Client's name and never in our Firm's.

HOW OUR FIRM SELECTS CUSTODIAN-BROKER

Our Firm seeks to recommend a Custodian-Broker who will hold Client assets and execute the transactions on terms that are, overall, most advantageous compared to other available providers and their services. Our Firm considers a wide range of factors, including, among others:

Combination of transaction execution and asset custody services (without a separate fee for custody).

- Capability to execute, clear, and settle trades (buy and sell securities for Client accounts).
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payments, etc.).
- The breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds (ETFs), etc.).
- Availability of investment research and tools that assist us in making investment decisions.
- Quality of services.
- Competitiveness of the price of those services (commission rates, other fees, etc.) and willingness to negotiate the prices.
- Reputation, financial strength, and stability.
- Prior service to our Firm and our other Clients.

Availability of other products and services that benefit our Firm, as discussed below (see "Products and Services Available to Us from Pershing").

CLIENT BROKERAGE & CUSTODY COSTS

For Clients' accounts, Pershing maintains and generally does not charge separately for custody services. However, Pershing receives compensation by charging ticket charges or other fees on trades it executes or settling into Clients' Pershing accounts. In addition to commissions, Pershing 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 Client's Pershing account. These fees are in addition to the ticket charges or compensation the Client pays the executing broker-dealer. Because of this, our Firm has Pershing execute most trades for Client accounts to minimize trading costs. Our Firm has determined that having Pershing execute most trades is consistent with our duty to seek the "best execution" of Client trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see How Our Firm Selects Custodian-Broker).

SERVICES THAT BENEFIT OUR CLIENTS

Pershing'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 Pershing include some we might not otherwise have access to or would require a significantly higher minimum initial investment by our Clients. Pershing's services described in this paragraph benefit our Clients and their accounts.

SERVICES THAT MAY NOT DIRECTLY BENEFIT OUR CLIENTS

Pershing also makes other products and services available that benefit our Firm but may not directly benefit our Clients or their accounts. These products and services assist our Firm in managing and administering our Clients' accounts. They include investment research, both Pershing's own and that of third parties. Our Firm may use this research to service all or a substantial number of our Client's accounts, including accounts not maintained at Pershing. In addition to investment research, Pershing also makes available software and other technology that:

- Provides access to Client account data (such as duplicate trade confirmations and account statements).
- Facilitate trade execution and allocate aggregated trade orders for multiple Client accounts.

Provide pricing and other market data.

- Facilitate payment of our fees from our Clients' accounts.
- Assist with back-office functions, recordkeeping, and Client reporting.

SERVICES THAT GENERALLY BENEFIT ONLY US

Pershing also offers other services to help our Firm manage and further develop our business enterprise.

These services may include, but are not limited to:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers

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

OUR INTEREST IN PERSHING'S SERVICES

The availability of these services from Pershing benefits our Firm because we do not have to produce or purchase them. These services are not contingent upon our Firm committing any specific amount of business to Pershing in trading commissions. We believe our selection of Pershing as Custodian and Broker is in our Client's best interests.

Some of the products, services, and other benefits provided by Pershing benefit our Firm and may not benefit our Client accounts. Our recommendation or requirement that you place assets in Pershing's custody may be based, in part, on the benefits Pershing provides to our Firm or our Agreement to maintain certain Assets Under Management at Pershing and not solely on the nature, cost, or quality of custody and execution services provided by Pershing.

Our Firm places trades for our Clients' accounts subject to its duty to seek the best execution and other fiduciary duties. Pershing's execution quality may be different from other broker-dealers.

Our Firm does not routinely recommend, request, or require that the Client direct us to execute the transactions through a specified Custodian. Additionally, our Firm typically does not permit the Client to direct brokerage. We place trades for Client accounts subject to our duty to seek the best execution and other fiduciary duties.

- We will aggregate trades for ourselves or our associated persons with your trades, providing that the following conditions are met:
 - Our policy for the aggregation of transactions shall be fully disclosed separately to our existing Clients (if any) and the broker/dealer(s) through which such transactions will be placed.
 - We will only aggregate transactions if we believe that aggregation is consistent with our duty to seek the best execution (which includes the duty to seek the best price) for the Client and is consistent with the terms of our investment advisory agreement.
 - No advisory Client will be favored over any other Client; each Client that participates in an aggregated order will participate at the average share price for all transactions in a given security on a given business day, with transaction costs based on each Client's participation in the transaction.
 - Our Firm will prepare a written statement ("Allocation Statement") specifying the participating Client accounts and how to allocate the order among those Clients.
 - If the aggregated order is filled in its entirety, it will be allocated among Clients per the allocation statement; if the order is partially filled, the accounts that did not receive the previous trade's positions should be "first in line" to receive the next allocation.
 - Notwithstanding the preceding, the order may be allocated on a basis different from that specified if all Client accounts receive fair and equitable treatment. The reason for the difference in allocation will be documented and reviewed by our Firm's Compliance Officer. Our Firm's books and records will separately reflect, for each Client account, the orders which are aggregated, and the securities held by and bought for that account.
 - Our Firm will not receive additional compensation or remuneration of any kind because of the proposed aggregation; and
 - Individual advice and treatment will be accorded to each advisory Client.

BROKERAGE FOR CLIENT REFERRALS

Our Firm does not receive Client referrals from any Custodian or third party in exchange for using that broker-dealer or third party.

DIRECTED BROKERAGE

Our Firm does not routinely recommend, request, or require that the Client direct us to execute the transaction through a specified broker-dealer. Additionally, our Firm typically does not permit the Client to direct brokerage. Our Firm places trades for Client accounts subject to its duty to seek the best execution and other fiduciary duties.

ITEM 13 - REVIEW OF ACCOUNTS

CLIENT REVIEWS

Our Firm reviews Client accounts and financial plans periodically. Our IARs will monitor Client accounts regularly and perform annual reviews with each Client. All accounts are reviewed for consistency with Client investment

strategy, asset allocation, risk tolerance, and performance. More frequent reviews may be triggered by changes in an account holder's personal, tax, or financial status. Geopolitical and macroeconomic-specific events may also trigger reviews. Our recommendations depend on the information provided by the Client. Our Client must notify our Firm of any situation that would impair our ability to manage our Client accounts properly.

The Client receives a copy of each trade confirmation (unless the Client has authorized the Custodian to suppress the confirmations) and the standard written account statement from the qualified account Custodian every quarter.

ITEM 14 - CLIENT REFERRALS & OTHER COMPENSATION

BROKERAGE PRACTICES

As disclosed under Item 12 Brokerage Practices, we participate in the Custodian's institutional customer programs, and we may recommend a Custodian to our Clients for custody and brokerage services. There is no direct link between our participation in the program and the investment advice we give to our Clients. However, we receive economic benefits through our participation in the program that is typically not available to any other independent advisors participating in the program. These benefits include the following products and services (provided without cost or at a discount):

- Receipt of duplicate Client statements and confirmations.
- Research-related products and tools.
- Consulting services.
- Access to a trading desk serving adviser participants.
- Access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to Client accounts);
- The ability to have advisory fees deducted directly from Client accounts.
- Access to an electronic communications network for Client order entry and account information.
- Access to mutual funds with no transaction fees and certain institutional money Managers.
- Discounts on compliance, marketing, research, technology, and practice management products or services provided to us by third-party vendors.

Custodians may also have paid for business consulting and professional services received by some of our IARs. Some of the products and services made available by Custodians through the program may benefit us but may not benefit your account. These products or services may assist us in managing and administering Client accounts, including accounts not maintained at our recommended Custodian. Other services made available by the Custodian are intended to help us manage and further develop our business enterprise. The benefits our Firm or our IARs receive through participation in the program do not depend on the amount of brokerage transactions directed to the Custodian. Due to these arrangements, our Client does not pay more for assets maintained at Pershing. As part of our fiduciary duties to Clients, we always endeavor to put our Client's interests first. Clients should be aware, however, that receiving economic benefits from our Firm or our IARs in and of itself creates a conflict of interest because the cost of these services would otherwise be borne directly by us. These arrangements could indirectly influence our choice of Custodian for custody and brokerage services. Clients should consider these conflicts of interest when selecting a Custodian. The products and services provided by the Custodian, how they benefit us, and the related conflicts of interest are described above.

CLIENT REFERRALS

Our Firm neither accepts nor pays fees for Client referrals. Further, we do not have any compensation arrangements other than what is disclosed in this Brochure.

OTHER PROFESSIONALS

Our Firm may refer business to estate planning attorneys, accountants, insurance brokers, and other professionals. However, we do not receive monetary or other material compensation for referring Clients to such professionals. We also do not pay any person or firm commissions or other items of material value when referring Clients to us. If we receive or offer an introduction to a Client, we do not pay or earn a referral fee, nor are there established quid pro quo arrangements. Each Client can accept or deny such referral or subsequent services.

ITEM 15 - CUSTODY

Regulators have defined custody as having access or control over Client funds or securities. As it applies to our Firm, we do not have physical custody of funds or securities.

FEE DEDUCTION

Our Firm is deemed to have constructive custody over those Client accounts where it can deduct our fees directly from the Client account. If we comply with certain regulatory requirements, this constructive custody does not mandate that our Firm undergo a surprise audit for those accounts. Our Clients receive account statements directly from the qualified Custodian at least quarterly. Our Firm may send Clients quarterly reports that our Firm produces using our portfolio accounting system.

We strongly urge our Clients to compare such reports with the statements received from the qualified Custodian. Furthermore, when our Firm calculates our investment management fees and instructs the Custodian to remit these fees to us directly from Clients' accounts, the Custodian does not verify our calculation of fees. Our Firm performs quarterly testing to ensure that our fees are charged per the Client's Investment Advisory Agreement on file with our Firm.

ITEM 16 - INVESTMENT DISCRETION

DISCRETIONARY AUTHORITY

Upon receiving written authorization from the Client, our Firm provides discretionary investment advisory services for Client accounts. For discretionary accounts, before engaging our Firm to provide investment advisory services, you will enter into a written Investment Advisory Agreement with us granting our Firm the authority to supervise and direct, on an ongoing basis, investments per the Client's investment objective and guidelines. In addition, our Client will need to execute additional documents required by the Custodian to authorize and enable our Firm, in its sole discretion, without prior consultation with or ratification by our Client, to purchase, sell or exchange securities in and for your accounts. We are authorized, at our discretion and without prior consultation with the Client, to (1) buy, sell, exchange, and trade any stocks, bonds, or other securities or assets and (2) determine the amount of securities to be bought or sold and (3) place orders with the Custodian. Any limitations to such discretionary authority will be communicated to our Firm in writing by you, the Client.

The limitations on investment and brokerage discretion held by our Firm are:

- For discretionary accounts, we require that we be given the authority to determine which securities and the amounts to be bought or sold.
- Any limitations on this discretionary authority shall be in writing as indicated in the Investment Advisory Agreement. Clients may change or amend these limitations as required.

ITEM 17 - VOTING CLIENT SECURITIES

PROXY VOTING

Our Firm cannot vote for Client securities. Clients will receive proxies or other solicitations directly from the Custodian or a transfer agent. Clients are responsible for obtaining and voting proxies for all securities maintained in their portfolios. We may provide advice to you regarding your voting of proxies. Clients can contact our Firm with any questions or concerns about a particular solicitation.

CLASS ACTION LAWSUITS

Our Firm does not advise or instruct Clients on whether to participate as a member of class action lawsuits and will not automatically file claims on the Client's behalf. However, if a Client notifies us that they wish to participate in a class action, we will provide the Client with transaction information about the Client's account that is required to file a proof of claim in a class action.

ITEM 18 - FINANCIAL INFORMATION

FINANCIAL CONDITION

Our Firm has no financial commitment that impairs its ability to meet Client contractual and fiduciary obligations and has not been the subject of a bankruptcy proceeding. We do not require or solicit prepayment of more than \$1,200 in fees per Client six months or more in advance. Therefore, we are not required to include a balance sheet for the most recent fiscal year.