

Item 1: Cover Page

NobleBridge Wealth Management, LLC

CRD No.146612

8 Hillside Ave, Suite LL1
Montclair, NJ 07042
(866) 798-0354 – Office
(973) 265-7677 – Fax

www.noblebridgewealth.com

March 18th, 2019

This brochure provides information about the qualifications and business practices of NobleBridge Wealth Management, LLC, a State of New Jersey, Connecticut, Florida, North Carolina, Puerto Rico, South Carolina, and Virginia Registered Investment Advisory Firm. If you have any questions about the contents of this brochure, please contact us at (866)798-0354. 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 NobleBridge Wealth Management, LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

NobleBridge Wealth Management, LLC is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Item 2: Material Changes

This Brochure dated March 18th, 2019 is an updated document. Presently and in the future, this Item will discuss only specific material changes made to the Brochure and provide clients with a summary of such changes. We will also reference the date of the last annual update of our brochure. And annually, within 120 days of the end of the investment adviser's fiscal year we are required to furnish each advisory client additional disclosure or information pertaining to the adviser or investor protections. Since our previous Firm Brochure update of February 18th, 2019, the following notices are the material changes.

Registration

NobleBridge Wealth is now registered in the state of South Carolina as of March 12, 2019 and Virginia as of March 04, 2019.

Main Office

As of March 18, 2019, NobleBridge Wealth Management, LLC has relocated its principal office to 8 Hillside Ave, Suite LL1 Montclair, NJ 07042.

Investor Protection Information Form
NJBOS Form 8

Pursuant to N.J.A.C. 13:47A-2.14

The New Jersey Bureau of Securities (“Bureau”), an arm of the Office of the New Jersey Attorney General, is charged with protecting investors from investment fraud, and regulating the securities industry in New Jersey. In addition to bringing investigative and enforcement actions against firms or individuals who violate the [New Jersey Uniform Securities Law](#) and [regulations](#) thereunder, the Bureau registers securities offered or sold in New Jersey and oversees the firms and individuals selling securities or providing investment advice to or from New Jersey.

Investors can contact the Bureau to research the professional background of current and former registered broker-dealers, investment advisers, agents, and investment adviser representatives. **To research a financial professional, contact the Bureau via phone at 1-866-I-Invest (within New Jersey) or at 973-504-3600 (both within and outside New Jersey) or via email at njbos@lps.state.nj.us.**

Investors can also file complaints with the Bureau against individuals and firms selling securities or offering investment advice, as well as companies issuing securities investments directly.

To file a complaint or learn more about the Bureau, visit the Bureau’s website at www.NJSecurities.gov.

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Item 4: Advisory Business

About Our Firm

NobleBridge Wealth Management, LLC (“NBWM”) is an investment advisory firm that was established September 10, 2007 and business commenced March of 2008. Mr. Corey Franco owns 100% of NBWM. NBWM is a private entity and independent investment adviser, which was previously doing business under the name of Cross Creek Financial. Mr. Franco is the Managing Member and President. NBWM as a new business name occurred in July of 2013 and is presently registered as an investment adviser in the State of New Jersey. Our primary place of business is 8 Hillside Ave, Suite LL1, Montclair, NJ 07042.

Types of Services Offered by NBWM

Third-Party Program Consulting Services

We offer these advisory services through Financial Consultants (“Consultant”), thus the services will be referred to as Consultant services. From the client, the Consultant will obtain information about the client’s investment objectives, financial circumstances, risk tolerance and any reasonable investment restrictions that the client wishes to place on the management of the client’s account. The client is responsible for the accuracy and adequacy of information, records, and data provided to the Consultant. Based on the information provided, the Consultant assists the client in selecting one or more third-party advisory programs, strategies, and/or managers.

These services may include assistance with the selection of portfolio managers, the selection of investment strategies, sub-advisers, and the allocation of assets among managers or strategies. NBWM will not have trading discretion over any client assets in these programs; however, other managers may have discretion over client assets invested in the program. The client will receive a disclosure brochure describing each program selected. The client may also receive the disclosure brochure of each portfolio manager selected. Clients should read these programs brochures carefully before deciding whether to invest through a program or select a portfolio manager.

The client will make all decisions regarding the specific third-party managed account service that the client selects. NBWM may have additional trading authority or discretion in choosing either the investment services or the specific investments on behalf of clients in third-party advisory programs. For additional information regarding these types of programs, refer to the applicable manager or program brochure. Minimum account sizes for the third-party managed account programs may vary and will be listed in the Disclosure Document (Form ADV Part II and related Brochures).

Retirement Plan Consulting Services

Under NBWM’s Retirement Plan Consulting Services (“RPCS”), the Consultant assists clients that are trustees or other fiduciaries to retirement plans (“Plan” or “Plans”) by providing fee-based consulting and/or advisory services. NBWM will perform one or more of the following services, as selected by the client in the client agreement:

- Assistance with the preparation, distribution and evaluation of Request for Proposals, finalist interviews, and conversion support in connection with vendor analysis and service provider support. NBWM may also function as a liaison between the Plans and service providers or other advisers.

- Preparation or review of an investment policy statement (“IPS”) for the Plan based upon consultation with the client to ascertain the Plan’s investment objectives and constraints.
- Ongoing monitoring of investment manager(s) or investments in relation to the criteria specified in the Plan’s IPS or other written guidelines provided by the client to NBWM.
- Ongoing recommendations, for consideration and selection by client, about specific investments to be held by the Plan or, in the case of a participant-directed defined contribution plan, to be made available as investment options under the Plan.
- Preparation of reports describing the performance of Plan investment manager(s) or investments, as well as comparing the performance to benchmarks.
- Assistance in enrolling Plan participants in the Plan, including conducting an agreed upon number of enrollment meetings. As part of such meetings, NBWM may provide participants with information about the Plan, which may include information describing the benefits of Plan participation, the benefits of increasing Plan contributions, the impact of pre-retirement withdrawals on retirement income, the terms of the Plan and the operation of the Plan.
- Assistance with investment education seminars and meetings for Plan participants. Such meetings may be on a group or individual basis and may include information about the investment options under the Plan (e.g., investment objectives, risk/return characteristics, and historical performance), investment concepts (e.g., diversification, asset classes, and risk and return), and how to determine investment time horizons and assess risk tolerance. Such meetings do not include specific investment advice about investment options under the Plan as being appropriate for a particular participant.
- As part of the ongoing investment recommendation service set out above, assistance in identifying investment options in connection with the “broad range” requirement of Section 404(c) of the Employee Retirement Income Security Act of 1974 (“ERISA”). As part of the ongoing investment recommendation service set out above, NBWM will assist in identifying an investment fund product or model portfolio in connection with the definition of a “Qualified Default Investment Alternative” (“QDIA”) under ERISA.

Additionally, if participants in the Plans invest the assets in their accounts through individual brokerage accounts, a mutual fund window, or other similar arrangement, or obtain participant loans, NBWM does not provide any individualized advice or recommendations to the participants regarding these decisions. Furthermore, RPCS will not provide individualized investment advice to Plan participants regarding their Plan assets.

NBWM provides advisory services under RPCS as an investment advisor under the Investment Advisers Act of 1940. In addition, if client elects to engage NBWM to perform ongoing investment monitoring and ongoing investment recommendation services in the client agreement, such services will constitute “investment advice” under Section 3(21)(A)(ii) of ERISA. Therefore, NBWM will be deemed a “fiduciary” as such term is defined under Section 3(21)(A)(ii) of ERISA in connection with those services. Clients should understand that to the extent NBWM is engaged to perform services other than ongoing investment monitoring and recommendations, those services are not “investment advice” under ERISA and therefore, NBWM will not be a “fiduciary” under ERISA with respect to those other services.

Financial Planning and Related Consulting Services

NBWM, through certain Consultants, may provide financial planning, related business consulting or start-up consulting services to clients that have entered into the NBWM Consulting Services Agreement (“Agreement”). Financial planning services may include, but not be limited to, the following: estate planning, retirement planning, financial planning, education planning, asset allocation, insurance needs analysis, as well as, other planning issues and investment recommendation. NBWM may also provide the client with a quarterly performance review of the assets identified in the client’s financial consulting services agreement. NBWM offers its written evaluation consultation services under a flexible model, depending upon the complexity and duration of the services, as negotiated through an Agreement, between the Consultant and client. From time to time, Consultants from NBWM will conduct workshops or be asked to participate in speaking engagements which may cover general financial topics and concepts.

Personal consultations with clients are intended to address the client’s individual questions, financial needs, and personal circumstances. The consulting services may encompass a wide variety of issues and topics, including investment recommendations. Services may also include an evaluation and series of recommendations for companies throughout their development, from start-up to well-established businesses. The client has sole responsibility for determining whether to implement any recommendations made during any personal consultation. The client may, but is not required to, implement any of the recommendations through NBWM as investment adviser. If the client chooses to use NBWM to implement any recommendations, those activities are separate and distinct from the consulting services provided by NBWM under a consulting services agreement.

Services Retained Monthly

- 1. Goal planning.** For an implementation and monthly fee, NBWM works directly with clients to identify and create short and long-term financial goals. As part of this service clients receive:
 - A tailored investment plan for each goal
 - Data-driven simulations to analyze goals and scenarios
 - Link external accounts from thousands of financial institutions
 - Analytics to net worth and cash flow
 - Actionable progress reporting
- 2. Advanced financial planning.** For an implementation and monthly fee, NBWM provides advanced financial planning services, including but not limited to:
 - Financial management, wealth protection, and analysis
 - Asset management and investment structure
 - Risk management coverage
 - Tax planning
 - Retirement planning
 - Estate planning analysis

Managed Account Services

NBWM manages accounts on a discretionary or non-discretionary basis by purchasing, selling, or otherwise trading securities or other investments. Such securities may include: exchange-listed equity securities, securities traded over-the-counter, foreign equities, corporate debt securities (other than commercial paper), certificates of deposit, and municipal securities, options on securities, government securities, exchange-traded funds, and mutual funds. Clients direct that transactions be executed through a non-affiliated broker-dealer. Presently, we do not sponsor but do participate in a wrap fee program or account structure. In such wrap fee programs, we only receive our investment management fee as part of the total fee.

NBWM currently has an approved adviser trading relationship with Interactive Brokers, LLC (Interactive), which is a limited service broker-dealer. In addition to investment services utilizing CitiGroup Private Bank & Adviser Services, Charles Schwab (CS&Co) and The Vanguard Group, Inc. (Vanguard), NBWM will often recommend Interactive or CS&Co as broker for client accounts because of their execution services, transaction cost, and depth of services and technology. All third-party brokers and custodians will review and approve authorization only upon client request for trading authorization of NBWM and its Consultant as adviser. NBWM has no obligation to accept an account for investment services. Clients are under no obligation to establish an account with the above-named custodians. If a client so directs, the client may pay more in transaction charges and/or commissions depending on which broker-dealer the client chooses.

Automated Investing Services

NBWM offers an automated investment program (commonly termed “robo advisor”) through which clients are invested in a range of investment strategies we have constructed and manage, each consisting of a portfolio of exchange-traded funds (“ETFs”) and a cash allocation. This is executed with the assistance of an independent third party, ETF Global[®], who provides quantitative, qualitative, and behavioral research and rankings on exchange-traded funds, through which we model and implement 11 ETF portfolios. Information about automated digital investment advisory programs and digital investing may be found at The Investor Bulletin from the Securities and Exchange Commission, which is available at https://www.sec.gov/oiea/investor-alerts-bulletins/ib_roboadvisers.html. CS&Co acts as the qualified custodian for this program.

The client’s portfolio is held in a brokerage account opened by the client at CS&Co. We use the Institutional Intelligent Portfolios[®] Platform (“IIP Platform”) offered by Schwab Performance Technologies (“SPT”), a software provider to independent investment advisors and an affiliate of CS&Co., to operate the automated investment program. We are independent of and not owned by, affiliated with, or sponsored or supervised by SPT, CS&Co., or their affiliates (together, “Schwab”). We, and not Schwab, are the client’s investment advisor and primary point of contact with respect to the automated investment program. We are solely responsible, and Schwab is not responsible, for determining the appropriateness of this program for the client, choosing a suitable investment strategy and portfolio for the client’s investment needs and goals, and managing that portfolio on an ongoing basis.

We have contracted with SPT to provide us with the IIP Platform, which consists of technology and related trading and account management services for the automated investment program. The IIP Platform

enables us to make this program available to clients online and includes a system that automates certain key parts of our investment process (the “System”). The System includes an online questionnaire that helps us determine the client’s investment objectives and risk tolerance and select an appropriate investment strategy and portfolio. Clients should note that we will recommend a portfolio via the System in response to the client’s answers to the online questionnaire. The client may then indicate an interest in a portfolio that is one level less or more conservative or aggressive than the recommended portfolio, but we then make the final decision and select a portfolio based on all the information we have about the client. The System also includes an automated investment engine through which we manage the client’s portfolio on an ongoing basis through automatic rebalancing and tax-loss harvesting (if the client is eligible and elects).

We charge clients a fee for our services as described below under Item 5 Fees and Compensation. Our fees are not set or supervised by Schwab. Clients do not pay brokerage commissions or any other fees to CS&Co. as part of the automated investment program. Schwab does receive other revenues in connection with this program. We do not pay SPT fees for the IIP Platform so long as we maintain \$100 million in client assets in accounts at CS&Co. that are not enrolled in the automated investment program. If we do not meet this condition, then we pay SPT an annual licensing fee of 0.10% (10 basis points) on the value of our clients’ assets in this program. This fee arrangement gives us an incentive to recommend or require that our clients with accounts not enrolled in the automated investment program be maintained with CS&Co. Additional information about the Program can be obtained separately, the “Schwab Intelligent Portfolios Disclosure Brochure” provides detailed information about qualifications, program process, technology, risks, cost, and investment strategies. The “Schwab Intelligent Portfolios Disclosure Brochure” is available on the SEC’s website at www.adviserinfo.sec.gov.

Seminars and Workshops

NBWM offers seminars and workshops to interested parties including individuals and business entities. These seminars and workshops are conducted by advisory representatives of NBWM. The seminars and workshops regard financial literacy for families, children, business enterprises, small business enterprises, and employees. We include basic investment planning, estate and financial planning, retirement income education and preparation, information about benefit packages, health insurance and other financial services education topics. These seminars and workshops may also include information about the use of technology and analytics to support employees and provide mentorship to help individuals improve their use of employer-provided financial services and workplace benefits. Advice is offered on these topics as part of these seminars and workshops.

Some members of the team may participate in industry-related events as moderators, presenters, and content experts. These events may include the use of ETFs as an investment platform, digital currency, and other current investment topics. Advice on these topics is offered as part of these seminars and workshops.

The advice and topics discussed are general in purpose; they are not designed to take into account a participant’s specific and unique set of financial and personal circumstances. These meetings do not provide a formalized client onboarding, or transition into a client relationship, and open forums of

engagement for the benefit of providing education to address the lack of understanding of analytics that often result in the workplace as an example.

Individual Client Needs and Restrictions

NBWM's servicing Consultant can refer and/or recommend their clients to these programs and/or services based upon their clients' investment objectives, risk tolerance, and time horizon, as well as any particular policies, guidelines and reasonable restrictions. NBWM provides advisory services to the individual needs of clients. Clients may impose reasonable restrictions on investing in certain securities or types of securities.

In the automated investment program, Client is not able to opt out of ETFs selected as part of this program. Any imposed restrictions under the automated investment advisory program may be considered; however, if accepted and approved they will result in delays in the management of the account. The Client will be notified if the account cannot be managed with the requested management restrictions.

Assets Managed

NBWM managed approximately \$40,440,000 of assets on a discretionary basis and \$7,030,000 of assets on a non-discretionary basis as of 12/31/2018. Total assets managed by NBWM is approximately \$47,470,000.

Item 5: Fees and Compensation

Third-Party Program Consultant Services

If a third-party money manager, sub-adviser or strategist is retained to manage all or a portion of the client's assets, the client will pay the money manager or strategist a management fee in addition to the NBWM Consulting Fee. Clients enrolled with third-party money managers, sub-advisers or strategists will pay additional fees related to services received in the program. To the extent that your NBWM consultant does not directly manage the account him- or herself, the representative may designate NBWM as a sub-adviser to your account or elect to use outside asset management or sub-adviser services. Money manager or sub-adviser strategist fees will be set forth in a third-party manager addendum agreement and/or applicable program agreement. For more information about these fees, see the applicable manager/strategist or program brochure.

The combination of management, custodian, trading, platform, and our Consulting Fees are generally subject to negotiation and typically range from 0.35% to 2.00% of the value of the assets in the account per year, depending upon the money manager and/or strategist selected, under which platform the account is managed on, the size of the account and the services covered. NBWM either receives a portion of the fee collected by the third-party program sponsor or it charges a separate fee for its consulting and investment management services.

- The NBWM portion of the total fee when providing consultant services is a maximum of 0.65% when allocating to third-party strategists. This is negotiable based on the account size and nature of the relationship

- The 2.00% fee will only come into effect when a third-party strategist, manager, or program is used and their fee is added to the NBWM Consultant Fee portion. The third-party strategist, manager, or program provides an additional service to the client wherein specialized expertise is used to allocate to specific investment disciplines or unique strategies beyond the scope provided in house by NBWM. In these instances, NBWM accepts additional responsibility for due diligence, client technology and reporting services, and outsourcing the functionality of account management
- Some programs are offered on an all-inclusive fee basis which covers account management, brokerage, clearance, custody and administrative services
- In other programs the account may be charged separately for such services. Fees may be customizable depending on the needs of the client
- No increase in the annual fee shall be effective without prior written notification to the Client

The fee is charged and paid as described in the applicable program brochure. To the extent that client elects to use NBWM, an outside asset management or sub-adviser services in connection with the accounts, NBWM and client will enter into a separate Addendum agreement identifying the sub-adviser/manager and provide written notice of the arrangement and an itemization of the sub-adviser/manager fees to be assessed. All fees associated with the use of outside asset managers, sub-advisers, or NBWM on service the account will be fully disclosed in Third-Party Manager Addendum agreement.

Collection of fees: This fee will be deducted by the custodian in whole from the client account and be billed either quarterly in advance or in arrears, which will be described in the applicable program's client agreement. Often the client will authorize the account manager or program sponsor to deduct the entire fee from the client's account(s) and the choice to be billed directly outside of the account is not available. In some instances, NBWM may invoice the client directly or instruct the custodian to perform fee billing for the NBWM portion of the Consultant Fee. The fee will be based on the value of the assets in designated accounts and will be *pro-rated* for any partial quarters in which an account was billed in advance and terminated during the quarter. In an instance when NBWM has been elected as a sub-adviser on an account, a *pro-rata* Advisory Fee will occur based on when contributions and withdrawals in an amount over \$10,000 occur during the current quarterly period and adjusts the quarterly advisory fee in the next billing period.

Reimbursement: Any partial refund will be based on the actual number of days the account was invested in the strategy selected before termination. Agreement may be terminated by either party upon 30 days written notice or immediately by a material breach of the agreement by either party.

Additional Client Fees

Clients may also incur certain fees or charges imposed by third-party entities other than NBWM in relation to investments made through or deposited into a third-party advisory account. The following types of third-party charges may be incurred: mutual fund 12(b)-1 service fees, redemption fees, mutual fund and exchange-traded funds "internal fund expenses"; annuity and annuity sub-account expenses and/or IRA Qualified Retirement Plan custodian fees. Additional fees and charges may include: brokerage commissions, transaction fees, exchange fees, SEC fees, custodial fees, deferred sales

charges (on MFs or annuities), odd-lot differentials, deferred sales charges (charged by MFs), transfer taxes, wire transfer and electronic fund processing fees, and Commissions or mark-ups/mark-downs on security transactions, margin interest, account maintenance fees and other fees as expressed in the third-party sponsor's applicable brochure and fund's prospectus. NBWM does not share or receive any of these account fees, distribution or service fees. Registered representatives of NBWM also do not receive service trail fees on money funds or mutual funds for our managed account services.

A client may invest directly in certain securities such as some types of mutual funds (MFs), without the services of NBWM. In that case, the client would not receive the services provided by NBWM which are designed, among other things, to assist the client in determining which investments, programs, and/or money managers are appropriate to the client's financial situation and objectives. The client should review both the fees charged by the mutual fund companies and the fees charged by NBWM and, if applicable, the third-party money manager, to fully understand the total amount of fees to be paid by the client. Only then will the client be able to fully evaluate the advisory services being provided and the fees being paid.

The client pays a fee covering advisory services and brokerage services for each third-party money manager or program. This fee may cost the client more or less than purchasing advisory and brokerage services separately, depending on the cost of the services if provided separately, the trading activity in the client's account, the size of the client's account and the fee structure negotiated with the third-party investment adviser and/or NBWM. Clients may terminate their participation in third-party investment advisor program as stated in the applicable brochure. Any prepaid quarterly fees will be pro-rated as noted in the applicable brochure. NBWM will facilitate the crediting of any fees incurred after termination.

NBWM does not accept compensation for the sale of securities or other investment products, including asset-based sales charges (12b-1 fees) or service fees from third-party mutual fund programs. If our primary recommendation is a third-party mutual fund program, we will recommend no-load funds. If exchange traded funds are part of strategy, clients will pay brokerage execution and brokerage custodian account costs as part of the overall program costs. NBWM does not share or receive any of these fees.

Retirement Plan Consulting Services Fees

For clients who engage NBWM solely for retirement plan consultation services, NBWM will charge an hourly fee ("RPCS Fee") of \$350 per hour, or a total minimum consulting fee of \$6,500 per year, depending on the services the client selects. These minimum fees may prevent NBWM from providing services to small ERISA plan sponsors. The published fees are negotiable and is scaled based upon the size of the plan and/or the scope of work and the duration/ongoing responsibility of the engagement.

ERISA Fee Disclosure for Qualified Retirement Plans

In accordance with the Department of Labor regulations under Section 408(b)(2) of ERISA, we are required to provide certain information regarding our services and compensation to assist plan sponsors and fiduciaries. The information about the services we provide, and fees are provided to you at the outset of your relationship with us and will be set forth in your advisory agreement with NBWM, and then at

least annually to the extent that there are changes to any investment related disclosures for services as fiduciary under the Plan and ERISA.

In some instances, clients may pay a Consultant Fee based on assets in the plan. These services will often be in conjunction with a third-party plan provider. For these retirement plan consulting services, the fee will be based on a percentage of the assets held in the Plan (up to 0.85% annually, see fee schedule below), as negotiated between the Plan Sponsor, and NBWM, and when applicable, a third-party provider may also be involved in the fee negotiation for services. NBWM either receives a portion of the fee collected by the third-party program plan provider or it charges a separate fee for its consulting services. The fee is charged and paid as described in the program brochure.

Value of Assets	Maximum Annual Fee Rate
Up to \$1,000,000	0.85%
\$1,000,001 - \$3,000,000	0.75%
\$3,000,001 - \$5,000,000	0.65%
\$5,000,001 - \$10,000,000	0.50%
\$10,000,001+	negotiable

Collection of Fees: The RPCS Fee will be payable to NBWM in advance or in arrears on the frequency (e.g., semi-annual, quarterly, monthly, etc.) agreed upon among the client (plan sponsor) and the third-party plan provider if applicable. If the RPCS Fee is paid by the Plan through a third-party plan provider, such fee will be calculated as determined by the provider. The plan sponsor will often elect to pay fees in whole or in part if a pro-rata fee is determined based on the start date of a Plan and/or when new participants enroll in a Plan. In some instances, if the plan sponsor does not pay the plan costs directly, it will be deducted from participant level accounts via the custodian.

Reimbursement: If the RPCS Fee is paid prior to the services being provided, the Plan and/or the participant will be entitled to a prorated refund of any prepaid fees for services not received upon termination of the client agreement among the client and NBWM (and the third-party plan provider, if applicable).

Additional Client Fees

Clients will incur fees and charges imposed by third-parties other than NBWM in connection with RPCS services. These third-party fees can include mutual fund management fees, plan administrative servicing fees, plan recordkeeping and other service provider fees. Further information regarding charges and fees assessed by a fund or third-party provider of services are available in the appropriate prospectus and program providers' brochure. If a Plan makes available a pooled guaranteed investment contract (GIC) fund, there are investment management and administrative fees associated with the pooled GIC fund, which are also found in the applicable fund's prospectus. NBWM does not recommend annuity-based programs.

If a client engages NBWM to provide ongoing investment recommendations to the Plan regarding the investment options (e.g., mutual funds, collective investment funds) made available to Plan participants,

there generally will be two layers of advisory fees with respect to such assets. The Plan will pay an advisory fee to the fund manager and other expenses as a shareholder of the fund. The client will also pay NBWM or other advisers a RPCS Fee for the investment recommendation and ongoing advisory services. Therefore, clients could generally avoid the second layer of advisory fees by not using the advisory services of NBWM or other advisers and by making their own decisions regarding the investment platform. NBWM is responsible for determining the fee to charge each Plan based on factors such as total amount of assets involved in the relationship, the complexity of the services, and the number and range of supplementary advisory and client-related services to be provided.

Fees negotiated with NBWM by the client may be higher than the fees charged by other investment advisers or Consultants for similar services. NBWM does not share or receive any of the distribution or service fees paid to third-party providers. NBWM does not accept or share compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from plan providers or mutual funds [12(b)-1 fees]. If our primary recommendation for exchange-traded and mutual fund investments or program, we will recommend no-load funds. If exchange traded funds are part of the Plan, participants will pay brokerage execution and brokerage custodian account costs. NBWM does not share or receive any of these fees.

Financial Planning and Related Consulting Services

Fixed fee. NBWM offers financial planning, financial consultation, and investment consultation services based on an hourly rate of \$250, with one hour minimum and billing at 15-minute increments. This fee is fixed and non-negotiable. The written evaluation shall be provided to client within a 30-day period. Payment in full will be required at the completion of the services for the written evaluation. The Agreement will be considered fulfilled and, therefore, terminated upon delivery and presentation of the written evaluation to the client. The Fee covers only financial planning and related consulting services provided by NBWM under the financial consulting services agreement.

Collection of fees: this fee is paid directly by check or electronic payment, which is initiated by the client. The agreement shall be for a one-year term subject to early termination by company or client.

There is no reimbursement: The term of the agreement is automatically renewed for an additional one-year period on the same terms and conditions unless company or client has given to the other notice of intent to no renew with not less than 30 days' notice prior to the end of the term. Such termination does not affect client's abilities or obligations from payment incurred or arising from services rendered (thus, clients are not credited back.)

Services Retained Monthly

- 1. Goal planning.** Goal-planning services are billed as follows: the first month's bill is the initial assessment and implementation of services for \$150. Months 2 through 12 are billed at \$25 per month. In the anniversary month an annual assessment is performed for a fee of \$150. Each subsequent year is billed at a monthly rate of \$25 as described. This fee schedule is not negotiable; the client commits to a 1-year agreement which can be terminated in lieu of the annual assessment or in the first month after the subsequent assessment.

- 2. Advanced financial planning.** Advanced financial planning services, including but not limited to asset management and investment structure advice, risk management analysis, tax and retirement planning, and estate planning are billed as follows: the first month's bill is the initial assessment and implementation of services for \$300. Months 2 through 12 are billed at \$150 per month. In the anniversary month an annual assessment is performed for a fee of \$300. Each subsequent year is billed at a monthly rate of \$150 as described. This fee schedule is not negotiable; the client commits to a 1-year agreement which can be terminated in lieu of the annual assessment or in the first month after the subsequent assessment.

Additional Client Fees

In any situation in which clients choose to implement the recommendations will incur certain fees and charges imposed by custodians, brokers, third-party investments and other third-parties such as fees charged by managers. The fees and charges may include: brokerage commissions, transaction fees, exchange fees, SEC fees, custodial fees, deferred sales charges (on MF or annuities), odd-lot differentials, deferred sales charges (charged by MFs), transfer taxes, wire transfer and electronic fund processing fees, and Commissions or mark-ups/mark-downs on security transactions, inactivity-fees and margin interest on debt balances. Each mutual fund, exchange-traded fund ("ETF") or private fund in which a client may invest also bears its own investment advisory fees and other expenses. Fund transactions are also subject to applicable commissions, transaction charges or other fees. Certain fees may also be included on money market funds. Additionally, broker-dealers may receive compensation for distribution or administrative services that are distributed from the fund's total assets.

NBWM does not accept or share compensation for the sale of securities or other investment products, including asset-based sales charges (12b-1 fees) or service fees. If our primary recommendation is a third-party mutual fund program, we will recommend no-load funds. If exchange traded funds are part of the recommendation, clients will pay brokerage execution costs. See brokerage practices for additional details.

If the client chooses to implement any portion of the recommendations through NBWM, we will receive additional compensation relative to financial planning fees. For example, if the client decides to implement a portion of the recommendations through a NBWM managed account or a third-party program, the client will pay advisory fees to NBWM in connection with the managed account or third-party program as part of the total advisory fee that is negotiated with the NBWM Consultant who will generally receive a portion of advisory fees for services rendered under the NBWM platform of services.

Seminars and Workshops

When Consultants from NBWM participate in corporate or higher education workshops, they may be paid an hourly fee of \$250 to be determined based on the program, audience, amount of prework needed, and other pertinent research or overall time toward the engagement criteria. This hourly rate is not negotiable and no fixed rate is offered. The fee is paid by client directly via electronic invoice through the use of AdvicePay technology solutions; the client may select banking ACH or credit/debit card done by secure electronic transmission. Payment is required when services have been completed or rendered. No

payment is received in advance and no pro-rata or adjustment is provided if an event is canceled or rescheduled.

Managed Account Services

Generally, fees for investment supervisory accounts are based on a percentage of the market value of assets under management including cash. The fee for managed account services is negotiable based on the amount of household assets, the amount of ongoing consulting and advising currently being rendered unto the client in addition to the total household assets under management and dedicated for discretionary or nondiscretionary services with NBWM.

The advisory fee compensates the Consultant for the asset management services, investment advice and recommendations provided. The value of the assets will be based on information provided by the custodian of the assets, the client or other third-party, as applicable. NBWM is entitled to rely on the financial and other information that the client, any custodian, or any other third-party provides to NBWM. NBWM does not independently verify this information nor does NBWM guarantee the accuracy or validity of such information. Clients generally instruct the custodian to take instructions from NBWM to debit the fee from one of client's accounts or client may be invoiced. Our policy allows our clients to choose either method or both, as some account types should be invoiced.

NBWM charges an asset-based advisory fee either at the beginning of each quarter for advisory services in advance. Additionally, we offer alternative billing options, for instance we may charge an asset-based advisory fee on a monthly or on a daily basis. This fee is equal to a maximum of 1.50% per annum based on the value of the assets for each account. These rates are subject to negotiation between NBWM and each client. The actual fee rates paid by the client may be blended and will be set forth in the client's agreement with NBWM. The fee is based on the value of the assets in designated accounts and will be pro-rated for any partial quarters or months.

- When NBWM is delegated as a manager and our advisor Consultants are used, NBWM will receive a maximum of 0.40% and total client fee will be no more than 1.90%. This fee is negotiable dependent upon the size of the account and the nature of the relationship

Collection of fees: This fee will be deducted by the custodian in whole from the client account and be billed either quarterly in advance, which will be described in the client agreement. The client will authorize fee deduction to occur via the custodian. NBWM will instruct the custodian to perform fee billing for the NBWM portion of the Consultant Fee. The fee will be based on the value of the assets in designated accounts and will be *pro-rated* for any partial quarters in which an account was billed in advance and terminated during the quarter. A *pro-rata* Advisory Fee will occur based on when contributions and withdrawals in an amount over \$10,000 occur during the current quarterly period and adjusts the quarterly advisory fee in the next billing period.

Reimbursement: Any partial refund will be based on the actual number of days the account was invested in the strategy selected before termination. Agreement may be terminated by either party upon 30 days written notice or immediately by a material breach of the agreement by either party.

The maximum annual advisory fee rates for NBWM Managed Accounts are:

Value of Assets	Maximum Annual Fee Rate
Up to \$1,000,000	1.50%
\$1,000,001 - \$3,000,000	1.25%
\$3,000,001 - \$5,000,000	1.15%
\$5,000,001 - \$10,000,000	1.00%
\$10,000,001+	negotiable

Consultants, who recommend NBWM advisory services to the client, receive compensation as a result of the client's participation. This compensation is in the form of an Advisory Fee based upon a percentage of the assets in the NBWM advisory account. The amount of this compensation may be more or less than what the Consultant would receive if the client participated in other programs or paid for investment advice, brokerage and/or other client services combined.

The NBWM advisory services may cost the client more or less than purchasing advisory and brokerage account services together or just brokerage services. Factors that bear upon the cost of the NBWM advisory services in relation to the cost of the same services purchased together or separate include: the type and size of the account, the historical and/or expected size or number of trades for the account, and the number and range of supplementary advisory and client-related services provided to the account.

Additional Client Fees

Each mutual fund and exchange-traded fund or funds in which a client may invest also bears its own investment management fees and expenses. Our primary recommendation in our Managed Account services is for general equities, fixed income, exchange-traded and mutual fund investments and we will recommend no-load funds. NBWM does not share or receive any of these execution or service fees. Further information regarding charges and fees assessed by a particular mutual fund or exchange-traded fund are available in the product prospectus.

Additionally, fund transactions are subject to applicable commissions, transaction charges or other execution fees. Clients may also incur certain fees or charges imposed by third-party custodian or broker-dealer entities other than NBWM in relation to investments made through or deposited into a NBWM advisory account. Client accounts will be debited by the broker-dealer and the clearing firm for ancillary administrative and clearance charges. The following types of third-party charges may be incurred: mutual fund 12(b)-1 service fees; deferred sales charges on certain previously purchased mutual funds deposited into the NBWM advisory account when said mutual funds are sold; redemption fees, ETF internal expenses; annuity costs and expenses; as well as IRA and Qualified Retirement Plan custodian fees. The fees and charges may also include: brokerage commissions, transaction fees, exchange fees, fees for exchanging foreign currencies, SEC fees, custodial fees, deferred sales charges (on MF or annuities), odd-lot differentials, deferred sales charges (charged by MFs), transfer taxes, wire transfer and electronic fund processing fees, postage fees, extensions, non-sufficient funds, mailgrams, legal transfers, commissions or mark-ups/mark-downs on security transactions, other fees or taxes

required by law. The Advisory Fee does not cover: margin interest, brokerage commission or other charges resulting from transactions, or custody services provided by any custodian.

Clients have the option to direct brokerage to a broker dealer including but not limited to Interactive Brokers, CS&Co or Vanguard. The client will pay commissions and execution fees to the broker. As a result, the fees clients pay directly and indirectly may be more or less for certain execution services depending on which brokerage execution services they select. The fee that a client pays to NBWM for advisory services will not be reduced if fees are paid to a broker-dealer. Broker-dealers may receive distribution or service (“trail”) fees from the sale of certain mutual funds (including money market funds) pursuant to a 12(b)-1 distribution plan or other such plan as compensation for distribution or administrative services and are distributed from the fund’s total assets. These fee arrangements will be disclosed to a client and are available in the applicable fund’s prospectus.

In addition, broker-dealers receive compensation in connection with cash held in the account. Broker-dealers may receive compensation from the custodian based on the value of credit balances in the accounts. If cash is swept into a money market fund, broker-dealers may receive compensation based on the value of assets in these funds as broker-dealer. NBWM and its Consultants do not have incentive to recommend that the client select a money market fund as a sweep vehicle that pays more compensation to broker-dealers. NBWM does not share or receive any of these distribution or service fees. Registered representatives of NBWM also do not receive commissions, mark-ups or service trail fees on money funds or mutual funds for our managed account services.

Automated Investing Services

Automated investment portfolios pay an annual flat fee of 0.40% of their account balance for enrolling in the program. This fee is fixed and non-negotiable. The advisory fee for the Program will be calculated by multiplying the daily value of the assets in a client account for each calendar day in the quarter by the applicable daily fee rate (i.e., the annual rate of 0.40% divided by the number of days in that year) and then adding together the fee for each calendar day in the quarter. Trades in the program are not subject to CS&Co brokerage commissions. As described in Item 4 Advisory Business, clients do not pay fees to SPT or brokerage commissions or other fees to CS&Co. as part of the Program. Schwab does receive other revenues in connection with the Program. Brokerage arrangements are further described below in Item 12 Brokerage Practices. Accounts in this Program require a minimum investment of \$5,000. If you choose to enroll with tax-loss harvesting, the minimum account balance for enrollment is \$50,000.

Collection of fees: This fee will be deducted by the custodian in whole from the client account and be billed either quarterly in advance, which will be described in the client agreement. The client will authorize fee deduction to occur via the custodian. NBWM will instruct the custodian to perform fee billing for the NBWM portion of the Consultant Fee. The fee will be based on the value of the assets in designated accounts and will be *pro-rated* for any partial quarters in which an account was billed in advance and terminated during the quarter. A *pro-rata* Advisory Fee will occur based on when contributions and withdrawals in an amount over \$10,000 occur during the current quarterly period and adjusts the quarterly advisory fee in the next billing period.

Reimbursement: Any partial refund will be based on the actual number of days the account was invested in the strategy selected before termination. Agreement may be terminated by either party upon 30 days written notice or immediately by a material breach of the agreement by either party.

Additional Client Fees

Through the automated investing program, the combination of CS&Co and third-party ETFs are utilized. Each ETF, including Schwab ETF, pays investment advisory, administrative, distribution, transfer agent, custodial, legal, audit, and other customary fees and expenses, which ultimately are borne by its shareholders. Clients may incur sales charges, redemption fees and other costs, as well as tax consequences, if they redeem or make other transactions in ETFs, mutual funds or other investments in order to fund an account. To the extent that cash used by clients to fund SIA Accounts comes from redemptions of mutual fund shares, ETFs or other investments outside of the program, there may be tax consequences or additional costs from sales charges previously paid and redemption fees incurred. Schwab Bank will pay CS&Co a fee for administrative services provided in support of the Deposit Accounts in an amount up to a \$20 annual flat fee for each brokerage account that sweeps into a Deposit Account. This fee is more fully described in the Schwab Intelligent Portfolios Sweep Program Disclosure Statement. NBWM does not share or receive any of these distribution or service fees. The fees that clients pay directly and indirectly in the program may be more or less than they would pay if they purchased separately the types of services in each.

Additional information about the Program can be obtained separately; the “Schwab Intelligent Portfolios Disclosure Brochure” provides detailed information about qualifications, program process, technology, risks, cost, and investment strategies. The “Schwab Intelligent Portfolios Disclosure Brochure” is available on the SEC’s website at www.adviserinfo.sec.gov.

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

NBWM does not charge or accept advisory fees on a performance-based fee basis or a share of the capital appreciation of the funds or securities in a client account (so-called performance-based fees). Our advisory fee compensation is charged only as disclosed above.

Item 7: Types of Clients

Our firm generally provides portfolio management services mostly to individuals, high net worth individuals, trusts and other business entities.

Our RPCS services are available to clients that are trustees or other fiduciaries to Plans, including 401(k), 457(b), 403(b) and 401(a) plans. Plans include participant-directed defined contribution plans and defined benefit plans. Plans may or may not be subject to ERISA. NBWM does not require a minimum asset amount for retirement plan consulting services.

Account Requirements: Generally, there is no set minimum annual fee or minimum account size to open or maintain an account.

Managed Account Platforms and Wrap Programs: Access to certain third-party money managers, platforms, and programs may be limited to certain types of accounts and may be subject to account minimums, which will vary and may be negotiable depending upon the third-party money managers, strategist, platforms, and programs selected. Such minimums will be disclosed through separate disclosure documents.

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

Third-Party Program Consulting Services

Factors that NBWM consider in selecting and monitoring third-party programs performance may include performance of accounts in the programs relative to certain market indices or asset allocation objectives, other money managers, strategies, and/or programs. Other factors include allocation and/or manager risk analysis, comparative expenses, and other qualitative factors and analysis. For information about material risks related to the program or specific portfolio managers in the programs, see the appropriate disclosure brochure.

NBWM employs a regiment of quantitative and qualitative investment criteria which allows us to arrive at a universe of funds and/or managers. Below are some of the quantitative criteria utilized:

- Top quartile of performance within its peer group
- Positive alpha, which indicates a fund's relative performance compared to the risk being taken by the portfolio manager
- Performs well in bear markets
- Lead portfolio manager must have a minimum of 3 years as head portfolio manager of fund
- Have a portfolio composition that is consistent (greater than 80%) with its corresponding asset class

Qualitative analysis may include assessment of a portfolio manager's investment process, its information sources, generation of its investment ideas, its competitive advantage, and its performance in down markets, the depth of its management skills and its liquidity management.

NBWM may also hire sub-advisers who will provide the following services for NBWM Account Services:

- Economic analysis, portfolio design, model design, and securities selection to be provided in investment models ("Portfolio Models"), for one or more investment accounts for which NBWM has been designated as the investment advisor ("Accounts")
- Monitoring and recommendation of changes to the Portfolio Models based on their investment analysis
- Technical analysis, market trading signals, sector alerts, and other independent market perspectives which may be used by NBWM to guide changes to the Portfolio Models

- Account reporting, analytics, internal wholesaling, marketing, and sales support services to NBWM, their investment advisor representatives and other investment advisor firms approved to offer Managed Account Services

Retirement Plan Consulting Services

If clients elect to engage NBWM to provide ongoing investment recommendations for a Plan, NBWM may conduct analysis of mutual funds, exchange-traded funds (“ETFs”), collective investment trusts, and other securities using a technical/quantitative and/or fundamental/qualitative approach. The sources of information that NBWM may use to provide advice to Plans include the following: research conducted by NBWM, research materials prepared by third parties, statistical and/or analytical industry databases, financial newspapers and magazines, and vendor or company press releases.

The trustees or other fiduciaries of a Plan may choose to select a number of different types of securities to make available to Plan participants, including mutual funds, collective investment funds, GICs, ETFs, or other securities. Each different type of security carries with it risks that are inherent in that specific type of security.

Financial Planning and Related Consulting Services

Consultants may assist the client in the design of an asset allocation, investment policy statement, selection of investments, and selection of third-party money managers or asset allocation programs. In addition, Consultants may assist in determining the client’s investment objectives, evaluating and selecting managers, funds, programs or portfolios, setting restrictions or limitations on the management of the account, explaining portfolio strategies and transactions, and answering questions. Consultants may also evaluate the overall investment strategy and performance of any third-party money manager or asset allocation program.

Factors to be considered in selecting and monitoring performance may include comparing a portfolio’s performance relative to certain market indices or asset allocation objectives, other money managers, strategies, and/or programs. Other factors may often include allocation and/or manager risk analysis, comparison of expenses, and other qualitative factors and analyses.

NBWM advisor representatives will provide planning services primarily from financial planning software to determine the client’s current financial position and to define and quantify the client’s long-term goals and objectives. In order to determine a suitable course of action for an individual client, NBWM performs a review of the variables that are presented. Such review may include but would not necessarily be limited to: investment objectives, consideration of the client’s overall financial condition, income and tax status, personal and business assets, risk profile, liquidity constraints and other factors unique to the client’s particular circumstances. Pursuant to a written financial planning agreement, NBWM will review and analyze the information the client provides to our firm and the data derived from the financial planning software.

Recommendations developed by the Consultant are based upon their professional judgment; however, NBWM cannot guarantee the results of any of their recommendations. Results may use simplifying assumptions that do not completely or accurately reflect the client’s specific circumstances. No financial

plan or report has the ability to predict the future accurately. As investment returns, inflation, taxes, and other economic conditions vary from assumptions, the client's actual results will vary (perhaps significantly) from those presented.

Managed Account Services

Our approach combines fundamental, charting and valuation analysis with technical factors to evaluate a universe of individual securities and asset-classes based upon a risk-adjusted return forecast.

NBWM offers a specific global asset allocation and/or investment strategies to manage risk and returns using asset allocation models, technical analysis and securities selection. Investing in securities involves risk, and the investor should be prepared to bear such risk and or losses.

NBWM Global Allocation Strategy - We utilize the underpinnings of modern portfolio theory to develop strategic asset allocation models. Our objective is then to act as an Overlay Manager by providing dynamic asset allocation for enhanced long-term portfolio risk adjusted returns, by actively managing around risk relative to our investment policy statement or strategic allocation. We believe that added value is captured by independent research, selecting ETF's and fund managers carefully, utilizing fundamentally weighted exchange-traded funds (ETFs), and by performing equity and fixed income analysis for portfolio inclusion. Our Global Allocation Strategy is focused on risk management and can maintain consistent hedging or over-weighting to cash equivalent(s). We will customize our investment methodology to your individual target allocation based upon risk profile and client policy statement or specific portfolio requirements.

NBWM's asset allocation styles utilize a static core to ensure portfolios maintain a diverse framework, often encompassing more than five asset classes. NBWM then uses an active strategic and tactical allocation to rebalance accounts as our macro market outlook changes and to incorporate its best ideas to attempt to enhance return. In addition to modern portfolio theory as our core principal strategy, we may add a satellite investment strategy focused in the alternative investment asset class or specific sectors/segments. The investment strategies used to manage accounts may include: fixed income securities, US equities, international emerging equities, alternative investments, Real Estate Investment Trusts (REITs), commodity funds, market neutral investing, managed futures, long term purchases (securities held at least a year), short- term purchases (securities sold within a year), selling securities within 30 days, short sales, inverse funds, leveraged funds, margin transactions, and option strategies.

NBWM employs a regiment of quantitative and qualitative investment criteria as described above in "Third-Party Program Consulting Services."

Biotech Health Science – We have developed a dedicated portfolio that offers exposure to the biotech and health sciences sub-sector of the U.S. health care industry, providing access to a group of stocks that can thrive on medical and technological advances or disciplined ETF themes. Our approach is to invest in stocks of companies involved in the use of biological processes such as DNA technology, molecular biology and immunology, genetic engineering, genomics, RNA technology, stem cells, and other leading drug discoveries or innovations. Possible investment targets are identified based on congress reports and presentations, clinical trial outcomes and/or preliminary reports, favorability of FDA filings, overall

pipeline in development, access to capital or strategic co-sponsorship from other industry leaders, target patient population demographics, third-party market dynamics, US, key global market, and emerging market reach for drug distribution, technical, qualitative and quantitative analysis of stock performance. Some investments include small and mid-cap stocks.

Investing in securities of this nature involves significant and unusual risks of the loss of principle as decisions impacting drug development can be unforeseeable; including potential for adverse events in core trial patient population, post-marketing safety events, failure in early clinical development to meet FDA criteria for safety and efficacy, and competitive landscape shifts. Small and mid-cap stocks may have additional risks including greater price volatility. Investments concentrated in the healthcare industry may be adversely impacted by sector specific market shocks, unforeseen rate controls or regulations, higher than expected costs, or inability to bring new products to market.

WPIA Model Portfolio – The strategy used by advisory representatives or Consultant that are doing business as (DBA) WealthPoint Investment Advisors is grounded in a global tactical absolute return strategy. Portfolios are created that adjust with market conditions and are rooted primarily in technical and quantitative analysis. This process is built upon a robust thesis via internal analyses and the application of third-party research, management software, and allocation solutions. Services provided by third parties and incorporated in the delivery of the investment process include, but are not limited to, the following: model portfolio design, marketing/trading indicators; credit analysis; valuation metrics; trending/price analysis; and other internal and proprietary metrics. The investment process (initial/ongoing) uses indicators to determine short term, intermediate term, and long-term trends based on the application of tactical formulas. Most model portfolios trigger an asset allocation change based on indicator changes on a quarterly basis and in some cases, monthly. Model portfolios reallocate based on short term trends which do not have a time component. The model portfolios invest in the highest ranked relative strength ETFs for exposure to global markets. Via the use of third-party data, WPIA governs the majority of the equity decision-making process using monthly data from one of the third-party data sources to contribute to the stock, bond, and sector rotation efforts.

The investment strategies used to manage accounts are focused exclusively in ETFs and may include Open and Closed-End Funds and may include: fixed income securities, US equities, international emerging equities, alternative investments, Real Estate Investment Trusts (REITs), commodity funds, market neutral investing, managed futures, long term purchases (securities held at least a year), short-term purchases (securities sold within a year), selling securities within 30 days, short sales, inverse funds, leveraged funds, margin transactions, and option strategies.

The WPIA strategy involves frequent trading of securities and such activity can affect actual investment performance of an account, particularly through increased brokerage cost and other transaction costs and taxes. This investment strategy subject to a number of risks and is not suitable for all investors. Risks associated with investing may include the following: loss of all or a substantial portion of the investment due to leveraging, short selling or other speculative practices; lack of liquidity in that there may be no secondary market for the funds or the securities that make-up the allocation of client portfolio, volatility of returns; complex tax structures and delays in tax reporting; and adviser risk.

Automated Investing Services

Our ETF selections for these portfolios are powered by ETF Global[®], a leading provider of data, research, investment decision support applications, proprietary risk analytics, educational offerings, and investment solutions for ETFs. Developed over many years, the ETF Global[®] dynamic, quantitative research models integrate Fundamental Analysis, Behavioral Finance, Global Sentiment, Qualitative Evaluation and Risk Management. Additional information about the Program can be obtained separately; the “Schwab Intelligent Portfolios Disclosure Brochure” provides detailed information about qualifications, program process, technology, risks, cost, and investment strategies. The “Schwab Intelligent Portfolios Disclosure Brochure” is available on the SEC’s website at www.adviserinfo.sec.gov.

Risk of Loss

NBWM by necessity relies on information, data and software provided by third parties, whose reliability, while believed to be accurate, cannot be guaranteed and losses may result from reliance upon them. These are normal risks for which we take no responsibility beyond the use of reasonable care.

Each investment style, strategy, and investment entails varying degrees of risk. Clients are to consult with their Consultants to discuss the risks associated with the particular investment style and strategy employed in their accounts. There can be no assurance that particular investment style or strategy will be successful or that clients will not suffer losses. Results generated for each account will differ, and the investment advice provided to an individual will differ from client to client. Investment performance is not guaranteed, and NBWM’s or a Consultant’s past performance with respect to a client’s account or other accounts does not predict future performance.

Portfolios that invest in fixed-income securities are subject to several general risks, including interest rate risk, credit risk, and market risk, which could reduce the yield that an investor receives from his or her portfolio. These risks may occur from fluctuations in interest rates, a change to an issuer’s individual situation or industry, or events in the financial markets.

Foreign investments are subject to risks not ordinarily associated with domestic investments, such as currency, economic and political risks, and may follow different accounting standards than domestic investments.

Investments in emerging or developing markets involve exposure to economic structures that are generally less diverse and mature, and to political systems that can be expected to have less stability than those of more developed countries. Securities may be less liquid and more volatile than U.S. and longer-established non-U.S. markets.

An investment in small-capitalization companies involves greater risk and price volatility than an investment in securities of larger-capitalization, more established companies.

The portfolio manager may change the asset, style and investment vehicle allocations within the portfolios at its discretion. Members of the portfolio manager’s team may be invested in any of the portfolios available or similar securities.

Alternative investments are not available to and not suitable for all clients. Investing in alternative investments, including single-strategy hedge funds or funds that invest in hedge funds, involves

substantial risk. The investment may generate substantial losses, including an entire loss of capital invested. The investments are speculative and intended for investors who are capable of and willing to bear the high economic risks of the investment, which can include: loss of all or a substantial portion of the investment due to leveraging, short-selling or other speculative investment practices; lack of liquidity in that there may be no secondary market for the investment and none expected to develop; volatility of returns; risks related to international investing and trading on foreign exchanges; and lack of diversification.

Alternative investments can involve complex tax structures, investors may experience delay in tax reporting and an investor's tax liability may exceed cash distributions. Fees are typically higher than with other investments and may offset trading profits. Hedge funds are not subject to many of the regulations and standards applicable to registered investment companies. Single-strategy hedge funds may be highly concentrated in certain types of securities, economic and/or industrial sectors and/or specific securities.

Funds of hedge funds may have restrictions on redemptions both at the fund and sub-fund level, which could negatively impact liquidity. Funds of hedge funds may use leverage to invest in single-strategy hedge funds. Single strategy hedge funds also may employ leverage through a number of measures, which could increase any loss incurred. The more leverage employed, the more likely a substantial change will occur, either up or down, in the value of the investment.

Futures trading normally requires low margin deposits to permit an extremely high degree of leverage. Thus, hedge funds involved in futures trading may experience immediate and substantial loss or gain due to relatively small movements in the price of a futures contract.

Funds may employ the use of long and short positions, which may involve risks different from those normally associated with a mutual fund. It is possible that the fund's long positions will decline in value at the same time that the value of the securities sold short increases, thus raising the potential for greater investment loss. Market neutral investing, in using long and short positions, provides no guarantee that it will be successful in limiting the fund's exposure to domestic stock market movements, capitalization, sector swings or other risk factors. Investment in a strategy involved in long and short selling may have higher portfolio turnover rates, which may result in additional tax consequences. Short selling involves certain risks, including additional costs associated with covering short positions and a possibility of unlimited loss on certain short sale positions.

The potential for a commodity fund to use derivative instruments, such as futures, options, and swap agreements, to achieve its investment objective may create additional risks that would not be present in the underlying securities themselves, thus raising the potential for greater investment loss.

Funds may use derivatives which are often more volatile than other investments and may magnify the fund's gains and losses. An investment that uses derivatives could be negatively affected if the change in market value of its securities fails to correlate adequately with the values of the derivatives it purchased or sold. Investors considering these types of investments should have a long-term investment horizon.

Investing in REITs involves additional risk due to potential adverse developments affecting REITs, the real estate industry, and property value such as economic recession, changes in interest rates, oversupply, competition from other management companies, property acquisition risks, development overruns, project

completion delays, rising borrowing costs and tightening of available capital, defaults and insolvencies of major tenants, property damage, security threats, natural disasters, environmental clean-ups and liability lawsuits. The impact of these risks on the share price of funds that concentrate in REIT investments can be high.

Exchange-Trade Funds (ETFs) Risk

Although ETFs offer many advantages to investors, there are risks associated with ETFs, which include but are not limited to the following:

Market risk: ETFs are typically designed to track the performance of certain indices, market sectors, or groups of assets such as stocks, bonds, or commodities. ETF managers may use different strategies to achieve this goal, but in general they do not have the discretion to take defensive positions in declining markets. Investors must be prepared to bear the risk of loss and volatility associated with the underlying index/assets.

Tracking errors: Tracking errors refer to the disparity in performance between an ETF and its underlying index/assets. Tracking errors can arise due to factors such as the impact of transaction fees and expenses incurred to the ETF, changes in composition of the underlying index/assets, and the ETF manager's replication strategy. (The common replication strategies include full replication/representative sampling and synthetic replication which are discussed in more detail below.)

Trading at discount or premium: An ETF may be traded at a discount or premium to its Net Asset Value (NAV). This price discrepancy is caused by supply and demand factors and may be particularly likely to emerge during periods of high market volatility and uncertainty. This phenomenon may also be observed for ETFs tracking specific markets or sectors that are subject to direct investment restrictions.

Foreign exchange risk: Investors trading ETFs with underlying assets not denominated in United States dollars are also exposed to exchange rate risk. Currency rate fluctuations can adversely affect the underlying asset value, also affecting the ETF price.

Liquidity risk: Securities Market Makers (SMMs) are Exchange Participants that provide liquidity to facilitate trading in ETFs. Although most ETFs are supported by one or more SMMs, there is no assurance that active trading will be maintained. In the event that the SMMs default or cease to fulfill their role, investors may not be able to buy or sell the product. While this information provides a synopsis of the events that may affect your investments, this listing is not exhaustive. We want you to understand that there are inherent risks associated with investing and depending on the risk occurrence; you may suffer loss of all or part of your principal investment.

Third-Party Risk

Third-parties (including without limitation, broker dealers, registered representatives, insurance agents, investment advisers, custodians, trusts, mutual funds and insurance companies, transfer agents, employees and agents of each of them) provide services, systems, information, programs and data upon which we rely and are believed to be reliable, but we are unable to guarantee. As such, all trading is on a "best efforts" basis.

Options Risks

An options holder runs the risk of losing the entire amount paid for the option in a relatively short period of time. This risk reflects the nature of an option as a wasting asset which becomes worthless when it expires. An options holder who neither sells their option in the secondary market nor exercises it prior to its expiration will necessarily lose their entire investment in the option. An options writer may be assigned an exercise at any time during the period the option is exercisable. Starting with the day it is purchased, an American-style option is subject to being exercised by the options holder at any time until the option expires. This means that the options writer is subject to being assigned an exercise at any time after they have written the option until the option expires or until they have closed out their option position in a closing transaction. By contrast, the writer of an European-style or capped option is subject to assignment only when the option is exercisable or, in the case of a capped option, when the automatic exercise value of the underlying interest hits the cap price. For more information regarding the risks of options, please read the 'Characteristics and Risks of Standardized Options' brochure, which can be found at www.optionsclearing.com.

Margin Risk

Leverage increases a portfolio's risk as price swings are amplified in a margin account and clients can lose more funds than deposited if value of securities decline.

Quantitative Analysis Risk

Quantitative analysis does not factor in all variables. This technique uses what is believed to be appropriate formulas and processes to determine the proper path. There is no way to guarantee that this thinking is correct.

Technical Analysis Risk

Analysis and execution of the data is at the discretion of the person reviewing the data. Past performance is not a guarantee of future performance. There is no guarantee that past trends will reoccur. Individuals can project that based on the chart a security will perform one way when there is no guarantee of that performance.

Item 9: Disciplinary Information

We do not have any legal, financial or other "disciplinary" item to report to you. We are obligated to disclose any disciplinary event that would be material to you when evaluating us to initiate a Client/Adviser relationship, or to continue a Client/Adviser relationship with us.

Item 10: Other Financial Industry Activities and Affiliations

Competing Fiduciary Duties

The directors, officers, principals and employees of NBWM, will devote only so much of their time to the activities of NBWM advisory activities as they deem necessary and appropriate. NBWM members are not restricted, by the terms of the Operating Agreement, or any other agreement, from entering into other investment advisory or capital introduction relationships, or from engaging in other business activities,

even though the activities may be in competition with or may involve substantial time and resources of the Managing Member. These permitted relationships could be viewed as creating a conflict of interest in that the time and effort of principals will not be devoted exclusively to the business of NBWM.

Separation among his activities and roles; a separation of activities and duties by Mr. Franco will occur and require allocating time between the firm's ongoing compliance activities, other advisory and the management of assets for NBWM clients and supporting IAR's of NBWM. This allocation will be re-evaluated periodically as needed.

Mr. Franco is also the Managing Member of NobleBridge Wealth Partners, LLC ("NBWP"), a separate limited liability corporation to provide non-advisory consulting, financial reporting, corporate documentation, report management, and technology efficiencies to entrepreneurs, start-ups, and small to mid-sized businesses.

Non-Affiliate broker-dealer registration, certain advisory representatives of NBWM may maintain a securities license with a FINRA member broker-dealer firm at some time. If such registration is active these licenses create a potential conflict of interest because they will receive compensation in connection with the sale of investment products when they are acting as registered representative of the broker-dealer in connection with the sale of securities:

- When and if a representative maintains a securities license with a FINRA member broker-dealer firm, he or she may receive additional compensation as a registered representative for certain securities and/or variable insurance related product transactions. This presents a conflict of interest and an incentive to recommend investment products based on compensation received rather than client best interests. This conflict is addressed by providing disclosure to the client of the potential for compensation that might be received by a registered representative.
- A registered representative may maintain a broker-dealer relationship that does allow him or her to service existing variable annuity, mutual fund and/or 529 fund accounts resulting in 12(b)-1 or trail service revenue.

Some advisory representatives of NBWM are licensed insurance agents that are registered in New Jersey and North Carolina which appoint them to offer various insurance companies and products. From time to time, they will offer clients advice or products from those activities. These licenses create a potential conflict of interest because they will receive compensation in connection with the sale of insurance products when they are acting as insurance agents or brokers in connection with the sale. This compensation may vary depending on the product; more information about their compensation in connection with a particular product is available upon request.

Mr. Franco continues to be assigned the role of Designated Licensed Insurance Principal for the insurance agency NobleBridge Wealth Insurance Advisors, LLC. Mr. Franco performs the day-to-day principal responsibilities of the insurance agency (Agency), certain product due diligence efforts, agent licensing, review and execution of carrier agreements, continuing education requirements of the states and all state insurance registration on behalf of the Agency.

Mr. Franco spends 5% of his working time (a combination of market hours and nonmarket hours) working on NBWP and 15% of his time on insurance-related activities.

Additionally, Clients of NBWM, NBWP, and NBWIA are not solicited to invest investment capital or become members, or investors in any of the above mention business activities or entities. Immediate family members have provided certain contributory capital to the expansion of NBWM and may continue to do so from time to time.

In addition, we have the following arrangements and activities that are material to our advisory business which pertain to the specific services covered in this brochure:

Third-Party Program Consulting Services

NBWM may act as an overlay manager/strategist for our Advisory Representatives/Consultants and receive additional compensation for supporting them in their client activities. NBWM does not receive compensation directly from other advisors or program providers that it recommends through its third-party consulting services. NBWM does however share indirectly and receive a portion of the total client Consulting Fee in which it shares with Consultant pursuant to an independent contractor agreement and in no instances, will NBWM Consultants receive an annualized advisor fee of more than 1.50% in relation to advice when using third-party programs, managers, sub-advisers or NBWM as manager. NBWM as an in-house asset manager or account manager will receive additional manager compensation, which will be disclosed in our third-party asset management Addendum agreement in which we receive an annualized asset manager fee of no more than 0.50 bps in relation to portfolio management of an account when acting as an overlay manager/strategist.

Retirement Plan Consulting Services

NBWM does not act as program plan provider for any company or plan. NBWM does not receive compensation directly or indirectly from the plan program providers that it recommends through its retirement plan consulting services.

Financial Planning and Related Consulting Services

Clients may elect to implement Consultant recommendations made by NBWM either through NBWM or other advisors. These elections are at the sole discretion of the client. As described in “Fees and Compensation” above, if a client implements any of the NBWM Consultant’s recommendations, the NBWM Consultant would generally receive a separate fee paid directly or indirectly to NBWM, which creates a conflict of interest. This conflict is managed by a separate written disclosure document or agreement that will be acknowledged by the client should any additional compensation be received.

Managed Account Services

The approved adviser relationships of NBWM currently include but are not limited to Interactive Brokers, CS&Co, CitiGroup Private Bank & Adviser Services and Vanguard. all of which are full service broker-dealers. We do not receive any compensation from custodian or broker-dealers directly or indirectly. Clients may direct brokerage to Interactive Brokers, LLC, CitiGroup Private Bank & Adviser Services, CS&Co, or Vanguard for accounts in the NBWM managed account services. Our managed account services recommendations are based on independent research and asset allocation guidance. We do not

receive any additional compensation for these ongoing recommendations and account management services.

Automated Investing Services

NBWM makes available to clients an automated investing solution utilizing ETFs only in conjunction with the independent research of ETF Global®. This automated investment solution is brought to our clients by Schwab Performance Technologies, Inc. (SPT), an affiliate of CS&Co, who maintains the brokerage accounts for this service. Managing members of NBWM maintain dual registration with an unaffiliated advisor, Hayden Royal, who contractually maintains a relationship with CS&Co, which holds material authorization for use of these services. Additional information about the Program can be obtained separately; the “Schwab Intelligent Portfolios Disclosure Brochure” provides detailed information about qualifications, program process, technology, risks, cost, and investment strategies. The “Schwab Intelligent Portfolios Disclosure Brochure” is available on the SEC’s website at www.adviserinfo.sec.gov.

Insurance Services

Certain Consultants of our firm who are appropriately licensed may sell life and annuity insurance products to NBWM clients and these Consultants will receive compensation for the sale of such products. The client is under no obligation to purchase insurance products through any particular insurance agency or representative and may affect any of these transactions as the client may so desire. As noted above, any recommendation or implementation of insurance products derived from financial planning and related consulting services, creates a conflict of interest because NBWM Consultants receive commissions on the sales of insurance related products.

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

NBWM has adopted a Code of Ethics for all supervised persons of the firm describing our high standard of business conduct, and fiduciary duty to our clients. All supervised persons at our firm must acknowledge the terms of the Code of Ethics and personal securities transactions and holdings annually, or as amended. Our Code of Ethics sets forth detailed policies and procedures regarding the personal trading of its personnel.

NBWM's Code of Ethics Rules are designed to ensure that our personnel: a) observe applicable legal (including compliance with applicable state and federal securities laws) and ethical standards in the performance of their duties; b) at all times place the interests of our clients first; c) disclose all actual or potential conflicts; d) adhere to the highest standards of loyalty, candor and care in all matters relating to our clients; e) conduct all personal trading consistent with the Rules and in such a manner as to avoid any actual or potential conflict of interest or any abuse of their position of trust and responsibility; and f) not use any material non-public information in securities trading. The Code of Ethics also establishes policies regarding other matters such as outside employment, the giving or receiving of gifts, and safeguarding portfolio holdings information.

Under the general prohibitions of these rules, NBWM personnel may not: 1) effect securities transactions while in the possession of material, non-public information; 2) disclose such information to others; 3) participate in fraudulent conduct involving securities held or to be acquired by any client; and 4) engage in frequent trading activities that create or may create a conflict of interest, limit their ability to perform their job duties, or violate any provision of these rules.

NBWM personnel are required to conduct their personal investment activities in a manner that is not detrimental to our advisory clients. They are not permitted to transact in securities except under circumstances specified in the Code of Ethics. However, as described above, there may be circumstances when NBWM personnel may buy and sell on behalf of its clients, securities of issuers or other investments in which they own securities or otherwise have an interest. The policy requires all Access & Supervised Persons (defined as investment personnel, which includes portfolio managers, research analysts and trading room personnel, operations and officers of NBWM, and other designated persons) to report all personal transactions in securities not otherwise exempt under the policy. All reportable transactions are reviewed for compliance with the Code of Ethics.

The Code of Ethics is enforced through compliance monitoring activities and surveillance. In cases where the firm discovers that an employee has violated a firm policy and/or procedure, the firm's code of business conduct or code of ethics, a state or federal law, regulation of FINRA, the SEC, or other regulatory agency, the Compliance Department will take appropriate steps to investigate the circumstances and will take action commensurate with the manner of the violation. Such actions could take the form of a written warning to the employee or be as serious as disciplinary action up to and including termination. Any such investigations will be brought to the appropriate regulator's attention, if necessary, which may result in a disclosure of the violation on the employee's U-4 form, if required.

A copy of the NBWM's Code of Ethics may be obtained by writing to: NobleBridge Wealth Management, LLC, 8 Hillside Ave, Suite LL1, Montclair, NJ 07042.

Item 12: Brokerage Practices

The custodian and brokers we use

NBWM does not maintain custody of your assets that we manage/on which we advise, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (see Item 15 – Custody, below). Your assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer or bank including but not limited to Charles Schwab & Co., Inc. (“Schwab”); Interactive Brokers; Vanguard, and Citigroup, each respectively a registered broker-dealer, member SIPC. We are independently owned and operated and are not affiliated with these entities. These entities will hold your assets in a brokerage account and buy and sell securities when we/you instruct them to. While we recommend that you use one of our broker-dealers as custodian, you will decide whether to do so and will open your account with them by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so. Not all advisors require their clients to use a particular broker-dealer or other custodian selected by the advisor. Even though your account is maintained at a specific custodian, we can still use other brokers to execute trades for your account as described below (see “Your brokerage and custody costs”)

How we select brokers/custodians

We seek to recommend/use a custodian/broker that will hold your assets and execute transactions on terms that are overall most advantageous when compared with other available providers and their services. We consider a wide range of factors, including:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- 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, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, security and stability
- Prior service to us and our clients
- Availability of other products and services that benefit us, as discussed below (see “Products and services available to us from Schwab”)

Your brokerage and custody costs

For our clients’ accounts that Custodian maintains, they generally do not charge you separately for custody services but are compensated by charging you commissions or other fees on trades that it executes or that settle into your brokerage account. Certain trades (for example, many mutual funds and ETFs) may not incur commissions or transaction fees. Certain Custodians are also compensated by earning interest on the uninvested cash in your account, as the case in Schwab’s Cash Features Program. Custodians may charge you a flat dollar amount as a “prime broker” or “trade away” fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your account. These fees are in addition to the commissions or other compensation you pay the executing broker dealer. Because of this, in order to minimize your trading costs, we have your account Custodian execute most trades for your account. We have determined that having account Custodian executing most trades is consistent with our duty to seek “best execution” of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see “How we select brokers/custodians”).

Products and services available to us from Custodian

All of our brokerage Custodians provide services to independent investment advisory firms like us. They provide our clients and us with access to their institutional brokerage services (trading, custody, reporting and related services), many of which are not typically available to retail customers. Custodian also makes available various support services. Some of those services help us manage or administer our clients’ accounts, while others help us manage and grow our business. Custodian support services are generally available on an unsolicited basis (we don’t have to request them) and at no charge to us. Following is a more detailed description of Schwab’s support services:

Services that benefit you

Custodians 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 we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit you and your account.

Services that may not directly benefit you

Custodians also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research, both in some cases proprietary research such as Schwab's own and that of third parties. We may use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Custodian also makes available software and other technology that:

- Provide 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

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

- 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
- Marketing consulting and support

In some instances, the Custodian may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. In the case of Schwab, they may also discount or waive its fees for some of these services or pay all or a part of a third party's fees.

Our interest in Schwab's services

The availability of these services from Schwab benefits us because we do have to produce or purchase them. We may incur direct costs for services rendered by Schwab. But we do receive a benefit of up to \$15,000 that we would otherwise incur for technology, research, marketing, and compliance consulting products and services. These services are contingent upon us committing any specific amount of business to Schwab in assets custody. This creates an incentive to recommend that you maintain your account with Schwab, based on our interest in receiving Schwab's services that benefit our business and Schwab's payment for services for which we would otherwise have to pay. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our

clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services (see "How we select brokers/custodians") and not Schwab's services that benefit only us.

Third-party Program Consulting Services

Client of NBWM may use the services of Envestnet Inc (previously known as Folio FDx Advisors, Inc.) as a third-party asset manager program. Through them, this arrangement defaults to the client being required to direct and execute transactions through Pershing Advisor Solutions (Pershing) as custodian for this consulting program. Pershing was selected by NBWM based upon their financial strength, reputation, execution capabilities, pricing, research, and services. We do not consider receipt of referrals, research or brokerage commissions from Pershing as a basis for using their services. Under no circumstance is NBWM in a position to aggregate or affect aggregation for the sales of securities under this service offering. NBWM relies on Envestnet service offering to execute and rebalance our allocation strategies. We can manage our models via Envestment where we allocate a portion to our ETF models in part; the remainder is allocated to other managers. We are not affiliated with Envestnet or PAS and have no economic relationship that creates a material conflict of interest when clients engage in this service offering.

In other instances, NBWM has access to thousands of nonaffiliated managers, sub-advisers, and strategists available via the Charles Schwab platform. For certain qualified high net worth clients NBWM has access to Citigroup's in-house institutional managers, and nonaffiliated managers on the Citi brokerage platform. When we routinely recommend access to third party managers, strategies, platforms, etc., we do provide clients their choice of services and programs. We explain that not all advisory firms have choice and require their clients to direct brokerage. We are not affiliated with any of these partners and have no economic relationship that creates a material conflict of interest when client engage in this service offering.

Retirement Plan Consulting Services

In connection with RPCS services, NBWM may recommend to a client that a Plan use a certain retirement plan platform or service provider (such as a record-keeper or administrator). NBWM does not recommend broker-dealers for client transactions in connection with retirement plan consulting services. Additionally, NBWM does not consider or select any retirement plan providers or administrative service vendors on the basis of receiving advisor referrals, research or brokerage commissions from these entities. Under no circumstance is NBWM in a position to aggregate or affect aggregation for the sales of securities under this service offering.

Financial Planning and Related Consulting Services

As described in "Fees and Compensation" above, NBWM may recommend that clients receiving financial planning and/or consulting services and execute transactions through Interactive, Citigroup Private Bank & Adviser Services, CS&Co, or Vanguard as broker-dealer. The selection is based upon the quality of their general execution and overall level of service response including their financial strength, reputation, execution capabilities, pricing, research, and services. If the client elects to execute transactions through these or any other broker-dealers, or any broker/custodian, the compensation paid by the client is negotiated separately with them as part of a separate brokerage relationship between the client and the broker-dealer/custodian. We may consider or select any broker-dealer on the basis of receiving advisor

referrals or research from a broker-dealer or third-party when making recommendations related to investment management services. Under no circumstance is NBWM in a position to aggregate or affect aggregation for the sales of securities under this service offering.

Managed Account Services

NBWM will routinely recommend the client to direct their brokerage to Interactive, Citigroup Private Bank & Adviser Services, CS&Co, or Vanguard. Clients should note that they may not achieve the most favorable execution of transaction because by directing brokerage, it may cost the client more money for execution services because NBWM may not, in some instances, be able to aggregate orders or receive the most favorable price which may cost the client more. Additionally, we may consider or select any third-party advisors or broker-dealers on the basis of receiving advisor referrals or research.

Referrals and Order Execution

NBWM does not currently receive client referrals from Interactive, Citigroup Private Bank & Adviser Services, CS&Co, or Vanguard; NBWM could receive advisor referrals from these or other partners in the future. Clients may request to have brokerage directed to another broker-dealer or custodian. In the event this occurs, NBWM will review the request and determine whether such is possible. By Client directing brokerage they may not be able to obtain some or all of the types of services available through the existing connectivity and approved directed brokerage relationships on a stand-alone basis from other firms. In a directed brokerage account, the client may pay higher brokerage commissions because we may not be able to aggregate or bunch orders to reduce transaction costs, or the client may receive less favorable prices. Other factors that bear upon the cost of directing brokerage in relation to the cost of the same services purchased separately include, among other things, the type and size of the account (and other accounts that clients may be able to combine to determine fee break points), the historical and expected size or number of trades for an account, and the number and range of supplementary advisory and other services provided to an account.

Where practical and in the interest of best execution, orders to buy or sell a particular security that are placed through broker-dealers may be aggregated with other orders in the same security on the same side of the market and, therefore, executed as a “bunched” order. Orders of two or more clients may be aggregated only if operationally possible and/or it has been determined that the execution is in the best interests of each client participating in the order and consistent with best execution. The price of the securities purchased or sold in a "bunched" order shall be at the average share price or executed as a limit order, for all transactions of broker-dealer clients in that security on a given day. When a "bunched" order is only partially filled, the securities purchased will be allocated to the underlying accounts on a percentage of available cash (equity) balance in an account or on a prorated basis.

Automated Investment Accounts

Client accounts enrolled in the Program are maintained at, and receive the brokerage services of, CS&Co., a broker dealer registered with the Securities and Exchange Commission and a member of FINRA and SIPC. While clients are required to use CS&Co. as custodian/broker to enroll in the Program, the client decides whether to do so and opens its account with CS&Co. by entering into a brokerage account agreement directly with CS&Co. We do not open the account for the client. If the client does not wish to place his or her assets with CS&Co., then we cannot manage the client’s account

through the Program. CS&Co. may aggregate purchase and sale orders for ETFs across accounts enrolled in the Program, including both accounts for our clients and accounts for clients of other independent investment advisory firms using the Platform. Schwab Advisor Services™ (formerly called Schwab Institutional) is Schwab's business serving independent investment advisory firms like us. Through Schwab Advisor Services, CS&Co. provides us and our clients, both those enrolled in the Program and our clients not enrolled in the Program, with access to its institutional brokerage services. Additional information about the Program can be obtained separately; the "Schwab Intelligent Portfolios Disclosure Brochure" provides detailed information about qualifications, program process, technology, risks, cost, and investment strategies. The "Schwab Intelligent Portfolios Disclosure Brochure" is available on the SEC's website at www.adviserinfo.sec.gov.

Item 13: Review of Accounts

Third-party Program Consulting Services & Retirement Plan Consulting Services

To the extent services offered include performance monitoring, NBWM will review performance of investment manager(s) or investments selected by the client or plan on a quarterly basis. The manager, performance and attributes relative to peer in category statistics are evaluated. If elected, NBWM will provide reports evaluating the performance of the investment manager(s) investments, or strategies selected as applicable. Reviews may also occur on a more frequent basis as a result of manager, sub-adviser or strategy changes, identified operational concerns, as well as qualitative and quantitative factors. The content of these written reports categorizes mutual funds and ETFs on risk and return characteristic comparison of both the general market and peers. The report also identifies key due diligence benchmarking relative to the investments and/or strategies in which the client or plan is invested. These reports are for illustrative purposes, and does not represent actual client or plan portfolio performance. These reviews are conducted primarily by the Chief Investment Officer. We may also hire a sub-adviser to perform some account or strategy monitoring, portfolio recommendations, analytic support, risk assessment, and trading strategies. To the extent that we elect to use outside asset management or sub-adviser services in connection with your accounts, we will enter into a separate Addendum agreement.

Financial Planning and Related Consulting Services

The Consultant may provide clients with written quarterly and/or annual financial planning reviews and updates. NBWM and Consultant may not provide tax advice, and nothing in the financial planning reports should be construed as advice concerning any tax matter. NBWM generally does provide reports to clients regarding their financial planning and consulting relationship with the firm. These reviews look at the client balance sheet and asset allocation, with goal of assessing the extent to which the account is achieving education, retirement and other personal planning objectives. These reviews are conducted primarily by the Chief Compliance Officer. Life-changing events and circumstances, changes in financial status, or other affluence-affecting factors may also trigger a review of these accounts.

Managed Account Services

NBWM generally reviews accounts daily, weekly, monthly, quarterly and annually on an individual account, security, advisor, and firm level. These reviews are triggered through the normal review of advisory business and may be focused among: asset allocation, diversification, suitability, concentration, or performance. These reviews are conducted primarily by the Chief Investment Officer. NBWM may

produce written reports evaluated its investment strategy by use of Morningstar or other independent industry content providers.

The Consultant is primarily responsible for reviewing the allocation selected by the client on an on-going basis to ensure that it continues to be suitable for the client, taking into account any changes to the information provided by client. As a result, the Consultant also performs written ongoing advisory account reviews, with each client, quarterly, or at least annually. These reports are primarily provided by the account custodian and are then reviewed by members of the NBWM compliance department. Account reviews are also triggered by non-traditional factors. Such triggers will also include changes in market conditions affecting the account, or by client request.

Performance reviews are not a substitute for regular monthly account statements received from the custodian or Form 1099. Performance reviews should not be used to calculate fees or to complete income tax returns. Upon a client's specific request and subject to the relevant firm's policies and procedures and applicable law, the performance review may include information about assets outside the program. By including any such assets in the performance review, the firm is not undertaking to provide or be responsible for providing any services with respect to those assets.

Automated Investment Services

The independent research provided by ETF Global is updated and analyzed quarterly, in which NBWM will implement the changes to both primary and secondary ETF selections in the Schwab intelligent Portfolios System. Additionally, the automated investment suite of solutions maintains a 2% drift and rebalancing threshold per asset class or category. Additional information about the Program can be obtained separately; the "Schwab Intelligent Portfolios Disclosure Brochure" provides detailed information about qualifications, program process, technology, risks, cost, and investment strategies. The "Schwab Intelligent Portfolios Disclosure Brochure" is available on the SEC's website at www.adviserinfo.sec.gov.

Item 14: Client Referrals and Other Compensation

We receive an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors whose clients maintain their accounts at Schwab. In addition, Schwab has also agreed to pay for certain products and services for which we would otherwise have to pay once the value of our clients' assets in accounts at Schwab reaches a certain amount. These products and services, how they benefit us, and the related conflicts of interest are described above (see Item 12 – Brokerage Practices).

To the extent permitted by applicable law, including ERISA, NBWM may enter into agreements with third parties that will solicit clients for NBWM and receive compensation for solicitation efforts. In such instances, the third-party solicitor will receive either a percentage of, or a set fee from the fee charged to the client. If a solicitor is used in connection with a client's account, the structure and arrangement of the solicitation agreement, as well as the compensation paid to the solicitor, will be fully disclosed to the client. This disclosure will be acknowledged in writing by the client when participating in a NBWM

program. The fee charged to a client is not affected by the use of a third-party solicitor in connection with client accounts, and a client will not be charged any additional fees for the use of such services.

Item 15: Custody

NBWM will not serve as a custodian for clients (or plans.) NBWM is considered to have “constructive/soft” custody because it does not authorize the custodian to withdraw advisory fees on its behalf. NBWM also has the authority to perform first-party money movement – checks issued to the client’s address of record, and distribution between 2 of a client’s own accounts. In relation to standing first-party wire or third-party wire or asset movement, an authorization form is used by the client at the time authorization is granted to provide written authorization stating the client name and account details in advance of sending and receiving any assets. NBWM does not have technical custody. The custodian selected by the client is responsible for providing the clients and plans with periodic confirmations and statements. Clients will receive at least quarterly statements from the broker-dealer, bank, or qualified custodian that holds and maintains client’s investment assets. Clients should carefully review those statements. Clients who also receive account reviews from NBWM should compare them to the account statements they receive from the qualified custodian. The account statements received from the qualified custodian are the official statement of clients’ accounts. Any account information provided by NBWM is for informational purposes only.

Item 16: Investment Discretion

Clients may grant NBWM, through certain select Consultants, written approval to act in a discretionary manner when executing transactions. Discretion will permit the Consultant to determine the specific securities to be bought or sold and the number of shares to be bought or sold in a manner consistent with the stated investment objectives for the particular client account. When selecting securities and determining amounts, the Consultant observes the investment policies, limitations and restrictions of the clients for which it advises. Such discretionary authority will be limited to executing transactions and will not allow the Consultant to withdraw funds from an account, nor act in any other fiduciary capacity such as that of a trustee, executor, administrator, power of attorney, etc. for the benefits of a client.

Depending on the custodian, generally, the client will use the custodian approved form to authorize a NBWM approved representative limited agent authority over their directed brokerage account. This is also in conjunction with the execution of a NBWM investment advisory agreement. Once these forms are submitted to the custodian and upon approval, the client and NBWM will be informed of the representative’s discretionary approval under the terms of limited agent authority. Without these forms notarized and submitted for approval, NBWM may be limited initially in its ability to directly trade in a discretionary manner. Conversely, in some instances NBWM will already have an approved adviser relationship with the broker-dealer in which additional agent authorization is not a requirement. In these cases and only if agreed upon by the client, NBWM will have discretion from the time the account is approved, and a discretionary advisory agreement is executed.

The granting of discretion will remain in full force and effect until terminated by client or NBWM pursuant to the Advisory Agreement. The client permits NBWM to have discretion according to the advisory agreements; therefore, NBWM maintains the right to withdraw the granted discretion to the Consultant at any time without prior written notice.

Under the following programs – Third-Party Program Consulting Services, Retirement Plan Consulting Services, and Financial Planning and Related Consulting Services - NBWM provides advisory and consulting services primarily on a non-discretionary basis, so that the client and/or a third-party adviser makes the decisions regarding the purchase and sale of securities and the investment options to be made available. For retirement plan consulting services, NBWM does not exercise authority over the administration of the plan. Retirement plan services do not include advice regarding the interpretation or advice about the plan documents, the determination of participant eligibility, benefits, or vesting, and the approval of distributions to be made by the plan.

In addition, Third-Party Program Consulting Services does allow one to grant NBWM discretionary authority to select third party separate account money managers, sub-advisers and programs, if applicable, and to terminate money managers and close any Accounts they manage.

Automated Investment Services

As part of this structural design of an automated (robo-advisor solution) the Client conceded that ETFs being allocated will change automatically based upon the rankings research and methodology provided as described, by ETF Global®. Additionally, trading discretion can occur based on rebalance threshold rules and may impact both wash sale rules and create taxable gains or capital losses. Clients are advised to review the information made available at https://www.sec.gov/oiea/investor-alerts-bulletins/ib_roboadvisers.html.

Additional information about the Program can be obtained separately; the “Schwab Intelligent Portfolios Disclosure Brochure” provides detailed information about qualifications, program process, technology, risks, cost, and investment strategies. The “Schwab Intelligent Portfolios Disclosure Brochure” is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 17: Voting Client Securities

As a matter of firm policy and practice, NBWM does not have or accept any authority to and does not vote proxies on behalf of advisory clients. NBWM receives electronic or duplicate paper alerts for Clients who have granted the authority to have all issuer and issuer-related communications regarding investments in their account/s sent to NBWM. We may responsively or proactively engage the Client to assist in the review of the communication. The client may also contact NBWM to discuss any voting/proxy-related questions or concerns they may have. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in their accounts.

Item 18: Financial Information

NBWM has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.

Item 19: Requirements for State-Registered Advisers

Principal Executive Officer

Mr. Corey Franco; Managing Member, Chief Investment and Compliance Officer

Educational Background and Business Experience

Mr. Corey Franco born in 1975 founded Cross Creek Capital Management, LLC in September 10, 2007 and re-named the adviser entity to NobleBridge Wealth Management, LLC in July of 2013. He is currently its President and Chief Investment and Compliance Officer. Mr. Franco's 20-year career in investment advisory services and extensive experience is derived from his 6 years as a Senior Consultant at The MONY Group and MONY Securities Corporation. Recently, Additionally, Mr. Franco had served over four years employed as the Vice President of Due Diligence at Herbert J. Sims & Co., Inc. As well as 12-month intervals as Director Advisory Services at Hornor, Townsend, & Kent. Inc., as Vice President of Investment Advisory Services at First Montauk Securities Corporation, and as Wealth Management Advisor at Northwestern Mutual Wealth Management, prior to founding Cross Creek Capital Management, LLC and re-naming the entity to NobleBridge Wealth Management, LLC. Additionally, Mr. Franco served as Director and Chief Compliance Officer of Alexandra & James Advisory Services, LLC for 18 months and as Chief Compliance Officer of Ladenburg Thalmann Asset Management Inc. and Ladenburg Thalmann Fund Management, LLC for 13 months. Mr. Franco is a graduate of Montclair State University from the class of 1998, Mr. Franco has a Bachelor of Arts in History/Political Science.

See Item 10 for a breakdown of Mr. Franco's percent working hours across NBWM, NBWP, and NBWIA insurance-related activities.

Mr. Franco has **not** been found liable or involved in an arbitration claim or a civil, self-regulatory, or administrative proceeding involving any of the following: investments or investment advisory related; fraud, false statement or omission; theft, embezzlement or other wrongful taking of property; bribery, forgery, counterfeiting, or extortion; or dishonest, unfair, or unethical practices.

Mr. Tyrone V. Ross Jr; Managing Partner and a Private Client Financial Advisor

Educational Background and Business Experience

Tyrone brings more than a decade of experience in the financial services industry to NobleBridge Wealth Management, LLC. He has notable experience working with institutional, corporate and retail clients. Tyrone helps his clients build, manage, protect and transition their wealth. He prides himself on providing an outstanding client experience by drawing on the vast resources of Charles Schwab Financial. Tyrone has worked for large brokerage firms like Morgan Stanley and Merrill Lynch where he gained vast

experience leading him to break away to an independent firm where he has more flexibility and control over the investment services, he can offer his clients.

Tyrone is a graduate of Seton Hall University with a bachelor's degree in communications. He was a 2004 Olympic Trials qualifier in track and field in the 400 meters. Tyrone is a self-proclaimed health nut who, in his spare time, enjoys working out, reading, mentoring youth and advising startups. He is also a member of the 100 Black Men of New Jersey. He lives in Woodbridge, New Jersey.

Additional Other Business Activities

Mr. Ross Jr. periodically provides business planning and related consulting services by providing a written evaluation to clients that have entered into a consulting services agreement. Business planning and related consulting services may include, but not be limited to, the following: business start-up planning, fundraising/equity management, advisory board engagements, entrepreneur studies, workshops, speaking engagements, employee and sponsor benefits, retirement planning, financial planning, education planning, asset allocation, insurance analysis, as well as, other business issues and investment recommendations. Mr. Ross Jr. provides such services on a retainer, hourly rate, fixed fee basis or other forms of remuneration agreed to by Mr. Ross Jr. and the client, depending upon the complexity of the services.

The client has sole responsibility for determining whether to implement any recommendations made during any personal and/or business consultation. The client may, but is not required to, implement any of the recommendations through Mr. Ross as investment advisor or business consultant. If the client chooses to use Mr. Ross Jr. to implement any recommendations, those activities are separate and distinct from the consulting services provided by Mr. Ross Jr. under a consulting services agreement.

Depending on the engagement, Mr. Ross Jr. may spend up to 50% of his normal course of business during regular market hours in which he is focused on business planning and consulting services under NobleBridge Wealth Partners, LLC. Mr. Ross Jr. also dedicates approximately ten (10) hours a month to the role of Board Member and business consulting for Satochi, LLC an alternative crypto-currency fintech an investment adviser start-up provider. Mr. Ross Jr. will dedicate less than 5% during market hours. Mr. Ross Jr. also dedicates approximately ten (5) hours a month to the role of business advisor/consultant for Iris Health, a modern-day critical health services technology start-up company. Mr. Ross Jr. will dedicate less than 5% during market hours.

Mr. Ross, Jr. has **not** been found liable or involved in an arbitration claim or a civil, self-regulatory, or administrative proceeding involving any of the following: investments or investment advisory related; fraud, false statement or omission; theft, embezzlement or other wrongful taking of property; bribery, forgery, counterfeiting, or extortion; or dishonest, unfair, or unethical practices.

Mr. Kurt Muller; Senior Institutional Consultant

Educational Background and Business Experience

Kurt Muller has over 18 years of experience providing investment consulting services to individuals, foundations, endowments, retirement and pension plans, non-profits, corporations and municipalities.

These services include investment policy statement development, asset allocation studies, investment portfolio construction, manager search and selection and investment performance evaluation.

Kurt most recently worked for the Citi Private Bank's North America Investment Lab, managing a team of analysts providing customized investment analysis and designing tailored portfolio solutions to the firm's ultra-high net worth families and institutional clients. Prior to joining Citi, Kurt worked in the Managed Solutions and Institutional Consulting Groups at Merrill Lynch as an investment consultant. He previously worked as a pension consultant at Advest Inc. – a regional brokerage firm acquired by Merrill Lynch. He also worked at the Massachusetts Educational Financing Authority as the founding program director of the U. Plan – the Massachusetts College Saving Program. He started his financial career at the Shawmut National Bank working in the credit and finance divisions.

Kurt received his Bachelor of Science in Economics from the Wharton School of the University of Pennsylvania. He has been previously FINRA Series 7, 24, 63 licensed. Through the Investment Management Consultants Association, he became a Certified Investment Management Analyst and also earned the Wealth Strategist designation. He is an Accredited Asset Management Analyst through the Financial Planners Association.

Mr. Muller has **not** been found liable or involved in an arbitration claim or a civil, self-regulatory, or administrative proceeding involving any of the following: investments or investment advisory related; fraud, false statement or omission; theft, embezzlement or other wrongful taking of property; bribery, forgery, counterfeiting, or extortion; or dishonest, unfair, or unethical practices.

Christopher M. Adirente; Managing Partner and a Private Client Financial Advisor

Educational Background & Business Experience

Chris is Managing Partner and a Private Client Financial Advisor at Noble Bridge Wealth Partners. In his capacity at the firm, Chris works with the management team to identify and execute on issues related to operational and strategic importance. As a Private Client Advisor, Chris helps his clients to devise sound financial strategies, using a process driven consultative approach. Prior to joining Noble Bridge, most recently Chris served as Northeast Regional Manager and Brand Ambassador for the A.L. Romano Wine Company, a wine importer/distributor based in Northern California. Aside from working with Noble Bridge, Chris also enjoys an affiliation with Agriment Italia, a Turin, Italy based wine export management and marketing company.

Chris began his career in 1993 with Prudential Securities, working in various marketing and wholesaling roles within the investment management division of the company. He later managed an internal sales and marketing desk for the Mutual Funds and Annuities Division. Upon leaving the Prudential organization, Chris worked as the head of Investment Advisory Services for The MONY Group and later as Vice President of Advest Inc. Later he moved on to other companies serving in multiple sales, marketing and consultancy based roles with Crestline Investors, Lebenthal & Co., Broker Village, Cross Creek Capital, and Greenwich Financial Advisors. In all, Chris brings over 20 years of experience in client service, marketing, wholesaling, management, entrepreneurship and leadership, in the financial services industry and beyond.

Chris is a graduate of Bentley University and holds a Bachelors of Science degree in Economics-Finance. Chris also has a passion for competitive sports, especially baseball, and actively participates in a Men's Baseball League in Fairfield County, CT. He also enjoys golf, tennis, cycling, traveling and attending jazz/classical music and opera events.

Mr. Adirente has **not** been found liable or involved in an arbitration claim or a civil, self-regulatory, or administrative proceeding involving any of the following: investments or investment advisory related; fraud, false statement or omission; theft, embezzlement or other wrongful taking of property; bribery, forgery, counterfeiting, or extortion; or dishonest, unfair, or unethical practices.

Other Business Activities

Consultants of our firm who are appropriately licensed may sell life and annuity insurance products to NBWM clients and these Consultants will receive compensation for the sale of such products. As noted above, any recommendation or implementation of insurance products derived from financial planning and related consulting services, creates a conflict of interest because NBWM Consultants receive commissions on the sales of insurance related products.

Certain personal presently maintain his/her securities license currently with an FINRA member broker-dealer firm. Therefore, when or if representatives are registered with a FINRA member broker-dealer firm we may receive additional compensation as a registered representative for certain securities and/or variable insurance related product transactions.

Additional Compensation

NBWM does not charge or accept advisory fees on a performance-based fee basis or a share of the capital appreciation of the funds or securities in a client account (so-called performance-based fees). Our advisory fee compensation is charged only as disclosed above. NBWM presently does not receive commissions, bonuses or other compensation based on sales of securities or other investment products, including any broker-dealer or registered representative distribution or service trail fees from the sales of mutual funds.

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would-be material to your evaluation of each supervised person providing investment advice. Certain personal of NobleBridge Wealth Management, LLC have a disciplinary history related to investments or investment advisory related. As a Firm we do not or have **not been** involved in any investment or investment related activity of business omission, violation of statute, order, wrongful taking of property, forgery, criminal, civil administration, arbitration, revocation, or unethical practices. Additional information is also available via the SEC's web site www.adviserinfo.sec.gov. for any persons affiliated with NBWM who are registered, or are required to be registered, as investment adviser representatives of NobleBridge Wealth Management, LLC.

Other Financial Industry Affiliations and Activities

NBWM has no additional relationships or arrangements that are material to its advisory business or to its clients; however, please see "Other Business Affiliations and Activities" above for more information.