

Item 1 – Cover Page



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Part 2A | Form ADV

Firm Brochure

Brochure Date: August 1, 2026

This firm brochure provides information about the qualifications and business practices of Fideleon Wealth Advisors LLC. If you have any questions about the contents of this brochure, please contact us at 914-539-1344 or by email to info@fideleonwealth.com.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Using the term “Registered Investment Advisor” does not imply a certain level of skill or training.

Additional information about Fideleon Wealth Advisors LLC is available on the SEC’s website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number known as a CRD number. Our Firm’s CRD number is 343861.

Item 2 - Material Changes

This brochure provides information about the Firm’s advisory services and business practices as of the Brochure Date listed on the cover page. From time to time, we may make non-material updates for typographical, formatting, or clarifying purposes. Clients may obtain additional information about the Firm on adviserinfo.sec.gov or may request a copy of this brochure by contacting us using the information on the cover page.

We will provide a summary of material changes in this section in connection with future annual updates or as otherwise required. Because this is the Firm’s initial filing of its Form ADV Part 2A (“Firm Brochure”), the Firm has not yet filed an annual updating amendment and therefore no material changes are being reported at this time.

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Item 4 - Advisory Business

A. Description of the Advisory Firm

Fideleon Wealth Advisors LLC (hereinafter referred to as the “Firm,” “we,” “our,” or “us”) is a limited liability company organized in the State of Florida. The Firm was formed in July 2026. The Firm is owned by Jorge L. Gallego.

B. Types of Advisory Services

Portfolio Management Services

The Firm provides ongoing portfolio management services designed to help clients pursue their financial goals. These services generally include gathering client financial information, developing an investment policy and/or guidelines, establishing an investment strategy, constructing and monitoring portfolio allocations, and making adjustments over time based on the client’s objectives, risk tolerance, time horizon, liquidity needs, and other relevant circumstances.

At the onset of the relationship and on an ongoing basis, we evaluate each client’s portfolio in light of the client’s stated goals and risk profile. With client authorization, the Firm generally provides portfolio management services on a discretionary basis, meaning we may select securities and execute transactions without obtaining the client’s approval for each trade, consistent with the client’s objectives and any written restrictions. Non-discretionary management (where the client approves recommendations prior to implementation) may be available on a case-by-case basis and will be described in the client’s advisory agreement.

When providing investment advisory services, the Firm acts as a fiduciary and seeks to make recommendations in the client’s best interest. The Firm maintains written policies and procedures designed to address conflicts of interest and support fair and equitable treatment of client accounts.

In connection with our ongoing portfolio management services, we may provide certain financial planning related discussions, analyses, and recommendations that are incidental to and supportive of investment management (for example, discussions of financial goals, retirement timing, cash-flow needs, risk management considerations, and tax-aware investment allocation concepts). These planning-related services are not separately billed and are provided as part of the portfolio management services described above. Any standalone financial planning engagement (including comprehensive planning deliverables, or project-based planning outside the scope of portfolio management) will be provided under a separate agreement and billed separately as described below and in Item 5.

Planning Services

In addition to Portfolio Management Services, the Firm offers Planning Services designed to address specific financial needs a client may have outside the scope of ongoing portfolio management. Planning Services are offered as one of three distinct engagements: Financial Planning Services, Business Owner and Business Buyer Advisory Services, and Real Estate Investor Advisory Services, each described

below. A client may engage the Firm for one or more of these services, and a client is not required to also engage the Firm for Portfolio Management Services in order to receive Planning Services. Where appropriate, the Firm may recommend that a client consult with other qualified professionals, such as attorneys, accountants, valuation professionals, or real estate brokers, for matters outside the Firm's scope, and with the client's written authorization, the Firm may coordinate with such professionals to help support implementation and consistency with the client's plan. Planning Services may be offered for a one-time fee, or an ongoing subscription-based fee, depending on the scope and nature of the engagement. Fees and billing arrangements are described in Item 5 and the applicable client agreement.

Financial Planning Services

Financial planning is the process of evaluating a client's current financial circumstances and developing strategies designed to help the client pursue identified goals. Financial planning services are generally customized to the client's overall financial situation and may address topics including, as applicable, cash flow and budgeting, investment planning, retirement planning, education planning, risk management and insurance analysis, tax planning concepts, and estate planning concepts.

Clients are under no obligation to act on financial planning recommendations. If a client chooses to implement recommendations, there is no requirement to execute transactions through the Firm. Unless specifically agreed in writing, financial planning services do not provide the Firm with authority to place trades on the client's behalf.

Business Owner and Business Buyer Advisory Services

The Firm provides advisory services to entrepreneurs, business owners, and prospective business buyers who need financial guidance to evaluate a business decision. Depending on the client's needs, this service may address topics including the financial feasibility of starting a business, review of the financial statements and cash flow of a business a client is considering purchasing, estimated normalized earnings and valuation multiples to help the client evaluate whether a proposed purchase price appears reasonable, capital requirements and financing options, succession and exit planning strategies, and the identification of key person insurance or buy sell funding needs that arise during the planning process.

This service is intended to support a client's business ownership decisions as part of the client's overall financial plan. The Firm does not provide certified business appraisals, fairness opinions, tax valuations, litigation valuations, or valuations prepared for court, lender, regulatory, or tax reporting purposes. When a client needs a formal, certified valuation, the Firm will recommend that the client consult a qualified, independent valuation professional. Any purchase price or valuation conclusion the Firm provides reflects the Firm's analysis for planning purposes only, is not a certified appraisal, and is not a substitute for independent legal, tax, or accounting advice.

Clients are under no obligation to act on any recommendation made in connection with this service, and there is no requirement to implement any transaction through the Firm. Unless specifically agreed

in writing, this service does not provide the Firm with authority to place trades, execute transactions, or bind the client to any agreement on the client's behalf.

Real Estate Investor Advisory Services

The Firm provides advisory services to clients who own, or are considering acquiring, investment real estate. Depending on the client's needs, this service may address topics including the evaluation of a prospective real estate acquisition, including projected cash flow and financing terms, analysis of whether to hold, refinance, or sell an existing property, and the integration of a client's real estate holdings into the client's broader investment portfolio and retirement income plan.

Real estate is an illiquid asset that is not held in a securities brokerage account and is not included in the Firm's assets under management unless the parties agree otherwise in writing. The Firm does not act as a real estate broker or agent and does not receive commissions on the purchase or sale of real property. The Firm's advice under this service is limited to financial analysis and planning, and the client remains responsible for engaging a licensed real estate broker or agent, title company, lender, or other professionals needed to complete any transaction.

Clients are under no obligation to act on any recommendation made in connection with this service, and there is no requirement to implement any transaction through the Firm.

Services Limited to Specific Types of Investments

The Firm generally provides investment advice using publicly traded securities and investment vehicles such as mutual funds, exchange-traded funds, individual equity and fixed income securities, and other investments as appropriate based on the client's objectives and circumstances. The specific investments used for a client depend on the client's objectives, risk tolerance, time horizon, liquidity needs, and any written restrictions.

Retirement Accounts and Fiduciary Status

When we provide investment advisory services to you, we act as a fiduciary under the Investment Advisers Act of 1940 (for SEC-registered advisers) or applicable state investment adviser laws and regulations (for state-registered advisers). This fiduciary standard applies to our advisory relationship with you and includes advice we provide regarding retirement accounts (including employer plans and IRAs) when such advice is provided as part of our investment advisory services.

In connection with retirement account recommendations, such as whether to roll assets from an employer-sponsored plan to an IRA, to a new employer plan, or to leave assets in an existing plan, we consider relevant factors we believe are appropriate under the circumstances, which may include (as applicable) your investment objectives, cost and fee considerations, services and features available in the plan/IRA (such as investment options, distribution flexibility, and creditor protections), and your particular financial situation. You should consider these factors and consult with your tax or legal advisers as needed before implementing a rollover decision.

We may have a financial incentive for you to roll assets into an account we manage because we typically receive advisory fees on assets we manage, and we generally do not receive advisory fees on assets held in an employer-sponsored plan unless we are engaged to manage that plan's assets. This creates a conflict of interest. We address this conflict through our fiduciary duty, our policies and procedures, and by disclosing this conflict so you can make an informed decision.

C. Client Tailored Services and Client Imposed Restrictions

The Firm tailors advisory services to each client based on the client's objectives, financial circumstances, risk tolerance, time horizon, liquidity needs, and any agreed-upon restrictions. Clients may impose reasonable restrictions on investing in certain securities, strategies, or industries. Restrictions may limit investment options, affect performance, and may result in higher transaction costs or less diversification.

D. Wrap Fee Programs

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees and transaction costs. The Firm does not sponsor or participate in wrap fee programs.

E. Assets Under Management

The Firm manages client assets on a discretionary and/or non-discretionary basis. The Firm's regulatory assets under management ("RAUM"), calculated consistent with Form ADV instructions, are as follows:

Date Calculated as of August 1, 2026	
Discretionary Amount:	\$0
Non-discretionary Amount:	\$0

Item 5 – Fees and Compensation

A. Fee Schedule

Portfolio Management Fees

The Firm charges an annual asset-based fee for portfolio management services based on the following blended tier fee schedule. Under this method, each fee rate applies only to the portion of a client's assets under management that falls within that tier. As a result, the client's total annual advisory fee is a blended amount, and the client's effective fee rate decreases as assets move into lower-fee tiers. The Firm's fees are negotiable.

Fee Method —Blended Tier Fee Schedule:

Assets Under Management	Annual Advisory Fee
First \$1,000,000	1.00%
Next \$2,000,000	0.80%
Assets above \$3,000,000	0.60%

For most client accounts held at a qualified custodian, we calculate the asset-based fee using the market value of assets as of the last day of the prior billing period (or such other valuation date described in the client's advisory agreement).

When the Firm agrees, in its discretion, to accept a portfolio management relationship with household investable assets below the Firm's customary \$500,000 minimum described in Item 7, the Firm may impose a minimum annual advisory fee of \$5,000, billed in accordance with the billing frequency described below. As a result, for household relationships accepted below the Firm's customary \$500,000 minimum, the imposition of this minimum annual advisory fee may cause the client's effective annual advisory fee rate to exceed the annual advisory fee rate shown in the fee schedule above.

The final fee schedule and billing method applicable to each client will be memorialized in the client's advisory agreement and any applicable product/platform paperwork.

Planning Fees

The Firm offers Planning Services (Financial Planning Services, Business Owner and Business Buyer Advisory Services, and Real Estate Investor Advisory Services) for a separate fee, which may be charged as a one time fixed fee (project based) or as an ongoing subscription fee, as agreed in writing with the client before services begin. Fees are negotiable and are based on the scope and complexity of the engagement, including the services requested, the client's financial complexity (for example, number of accounts or entities and planning topics such as estate planning concepts, tax planning concepts, or business interests), and the level of effort and resources reasonably expected to deliver the services. Although planning fees are not billed hourly, the Firm uses an internal pricing process to set a reasonable fee in advance. The specific fee, billing frequency, and any refund terms are set forth in the client's written agreement.

Financial Planning Services

Below are the typical fees for financial planning engagements based on the complexity of the work. All fees are negotiable.

Engagement Type	Fee
Standard Planning Engagement	\$2,500
Advanced Planning Engagement	\$5,000
Complex Planning Engagement	\$7,500+

Business Owner and Business Buyer Advisory Services

Below are the typical fees for business owner and business buyer advisory services. All fees are negotiable.

Engagement Type	Fee
Strategic Planning Session	\$380

Business Startup Planning	\$2,500 – \$5,000
Business Acquisition & Valuation Analysis	\$3,500 – \$10,000+
Project-Based Engagement	\$2,500 – \$10,000+
Ongoing Advisory Subscription	\$500 – \$2,000+ per month

Real Estate Investor Advisory Services

Below are the typical fees for real estate investor advisory services. All fees are negotiable.

Engagement Type	Fee
Single Property Analysis	\$750 – \$1,500
Real Estate Portfolio Review	\$2,500 – \$5,000
Financing / Refinance Review	\$750 – \$2,500
Ongoing Advisory Subscription	negotiable

B. Payment of Fees

Payment of Portfolio Management Fees

Asset-based portfolio management fees are typically billed quarterly in arrears and may be paid by direct deduction from the client's account(s) held at the qualified custodian, with the client's written authorization, and/or check or electronic payment pursuant to invoice.

The annual fee is divided into quarterly installments unless otherwise described in the advisory agreement.

Payment of Planning Fees

Planning fees, whether for Financial Planning Services, Business Owner and Business Buyer Advisory Services, or Real Estate Investor Advisory Services, are paid by check or electronic payment pursuant to invoice. Planning fees may be billed in advance.

One time fixed fee planning engagements are typically paid in advance and are expected to be delivered within 120 days (unless otherwise agreed). At the Firm's discretion, a one time fixed fee engagement may be billed 50% in advance and 50% upon delivery of the plan, analysis, or deliverable.

Ongoing subscription arrangements may be billed monthly, quarterly, or semi annually in advance as agreed in writing. This structure is designed to avoid prepayment of more than \$500 in fees six months or more in advance.

C. Client Responsibility for Third Party Fees

Clients are responsible for third-party fees and expenses associated with their accounts and investments, which are separate and distinct from the Firm's fees. These may include, among others: custodian fees, brokerage commissions, transaction charges, mutual fund and exchange traded fund expenses (including internal management fees), markups and markdowns, ticket charges, and other product-level fees.

Third-Party Professional Services

In some cases, clients may engage third party professionals (for example, attorneys, CPAs, valuation professionals, or real estate brokers) for services related to Planning Services, such as estate planning document preparation, tax planning or preparation, formal business valuations, or real estate transactions. Unless specifically agreed otherwise in writing, those third party professional fees are typically paid by the client directly to the provider.

D. Prepayment of Fees and Refunds

Certain fees may be billed in advance, as described above and in the advisory agreement.

Termination and Prorated Refunds (Portfolio Management)

The Firm bills portfolio management fees quarterly in arrears. Because these advisory fees are charged after services have been provided, clients do not prepay portfolio management fees, and the Firm generally does not issue prorated refunds of advisory fees upon termination.

If the advisory agreement is terminated before the end of a billing period, the client may owe the Firm a final advisory fee for services provided through the effective date of termination. Any final advisory fee will be calculated in accordance with the client's advisory agreement and the Firm's fee schedule. The Firm will provide the client with an electronic invoice for any final advisory fee due, unless another billing method is required by the advisory agreement or applicable law.

Termination and Refunds (Planning Services)

For Planning Services engagements billed in advance, refunds (if any) will generally be based on the portion of services completed as of the termination date, consistent with the advisory agreement or planning agreement. Refunds will generally be processed promptly (typically within 14 business days) after the amount due is determined.

Right to Terminate Without Penalty

Clients may terminate the agreement within five business days after signing without penalty and receive a full refund of fees. This termination right will be reflected in the advisory agreement.

E. Outside Compensation for the Sale of Investment/Insurance Products

Certain supervised persons of the Firm may be licensed insurance agents and may receive compensation (including commissions, trails, or other remuneration) in connection with the sale, placement, or servicing of insurance products to clients. This compensation is separate from and in addition to the Firm's advisory fees.

1. Conflict of Interest and Mitigation

The receipt of insurance-related compensation creates a conflict of interest because it provides an incentive to recommend insurance products, or particular products, based on the compensation received rather than solely on a client's needs. The Firm addresses this conflict through its fiduciary duty (when acting as an investment adviser), written policies and procedures, and full disclosure so clients

can make informed decisions. As applicable, the Firm also maintains documentation supporting its recommendations.

2. Client Choice

Clients are not required to purchase any insurance product through the Firm or any supervised person. Clients may purchase recommended insurance products through an unaffiliated insurance agent or other provider of their choosing, subject to product availability and administrative requirements.

3. The Firm's primary source of compensation is advisory fees

Insurance-related compensation, when applicable, is not the Firm's primary source of revenue.

4. Advisory Fees and Insurance Compensation

Advisory fees charged to clients are not typically reduced to offset insurance commissions, trails, or other insurance-related compensation. Clients should consider the overall cost of an insurance recommendation, including advisory fees (if applicable) and any product-level fees and expenses (which may include mortality and expense charges, administrative fees, rider costs, and surrender charges, as applicable).

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

The Firm does not charge performance-based fees (fees based on a share of capital gains on, or capital appreciation of, a client's assets). Accordingly, the Firm does not engage in side-by-side management of accounts that are charged performance-based fees alongside accounts that are not.

Item 7 – Types of Clients / Minimum Account Size

The Firm generally provides investment advisory services to the following types of clients:

- Individuals (including high-net-worth individuals)
- Trusts and estates
- Corporations or other businesses (including Small businesses)

Clients receiving Business Owner and Business Buyer Advisory Services or Real Estate Investor Advisory Services are generally individuals (including high net worth individuals) or small businesses, as described above.

Account Minimums

The Firm generally imposes a household investable asset minimum of \$500,000 for its portfolio management services. However, the Firm may, in its discretion, waive any minimums based on the facts and circumstances of a particular client relationship.

When the Firm accepts a relationship below this household minimum, a minimum annual advisory fee may apply, as described in Item 5.

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

A. Methods of Analysis and Investment Strategies

Methods of Analysis, Portfolio Management

In providing investment advice and portfolio management services, the Firm uses a variety of methods of analysis, which may include, among others:

- Fundamental analysis (reviewing company financials, competitive position, and broader economic and industry conditions)
- Asset allocation and portfolio construction analysis (including diversification concepts and modern portfolio principles)
- Risk/return and correlation analysis (evaluating how investments may behave together under different market conditions)
- Market and economic analysis (including interest rates, inflation, and business-cycle considerations)
- Manager and vehicle due diligence (evaluating mutual funds, ETFs, model providers, and other investment vehicles based on factors such as strategy, costs, risks, and performance history)

No single method of analysis can guarantee results. Different assumptions, models, or market conditions can lead to different conclusions and outcomes, and the Firm's analysis and recommendations may not be successful.

Methods of Analysis, Planning Services

In providing Business Owner and Business Buyer Advisory Services, the Firm may use methods such as review of historical and projected financial statements, normalization of earnings, application of comparable company or transaction multiples, capitalization of earnings, and discounted cash flow analysis to help a client evaluate a business decision. These methods are used for planning purposes only and do not constitute a certified business appraisal.

In providing Real Estate Investor Advisory Services, the Firm may use methods such as capitalization rate analysis, cash on cash return analysis, comparison of financing and refinancing terms, and hold versus sell modeling based on projected cash flow, to help a client evaluate a real estate holding or prospective acquisition.

As with all methods of analysis, these approaches rely on assumptions, estimates, and information provided by the client or obtained from third party sources, and different assumptions or market conditions can lead to materially different conclusions.

Investment Strategies

The Firm generally employs strategies intended to align with a client's objectives, time horizon, liquidity needs, and risk tolerance. Depending on the client's circumstances, strategies may include:

- Long-term investing (generally focusing on strategic asset allocation and long-term goals)

- Periodic rebalancing to maintain target allocations as market values change
- Tactical adjustments in limited circumstances (for example, adjusting allocations due to changing goals, risk tolerance, or market conditions)
- Use of diversified investment vehicles such as mutual funds, ETFs, and individual equity or fixed income securities, as applicable

Risks

Investing in securities involves risk of loss that Clients should be prepared to bear. Business ownership and acquisition decisions, and real estate ownership, involve their own distinct risks of loss that clients should be prepared to bear, as described further below.

B. Material Risks Involved

General Market and Strategy Risks

Market risk: the value of investments may decline due to overall market conditions.

Economic and interest rate risk: changes in economic conditions, inflation, and interest rates can affect the value of both equity and fixed income investments.

Inflation risk: inflation can reduce the purchasing power of investment returns.

Liquidity risk: certain investments may be difficult to buy or sell at a desired time or price.

Concentration risk: holding a limited number of securities, sectors, or strategies can increase volatility and the impact of adverse events.

Rebalancing and allocation risk: asset allocation and rebalancing may not achieve desired results and may limit gains in strong markets or increase exposure during downturns.

Manager/vehicle risk: investments in funds, ETFs, or models are subject to the risks of the underlying holdings and the decisions of the portfolio manager or index methodology.

Risks Related to Business Ownership, Purchase, and Sale

Valuation and estimate risk: any valuation range, earnings estimate, or purchase price conclusion provided by the Firm is based on assumptions, financial information, and methods that may prove inaccurate, and actual results and outcomes may differ materially. The Firm's analysis is not a certified business appraisal and should not be relied upon as one.

Illiquidity and concentration risk: an interest in a closely held business is generally illiquid and difficult to value or sell, and a client who owns or acquires a business may have a large portion of net worth concentrated in a single, non diversified asset.

Financing and leverage risk: business acquisitions financed with debt increase the risk of loss, including the risk of default, if the business does not perform as projected.

Operational and market risk: the value and performance of a business depend on factors outside the Firm's control, including management, competition, industry conditions, and general economic conditions.

Reliance on client provided information: the Firm's analysis relies in part on financial statements, projections, and other information provided by the client or the target business, which the Firm does not independently audit or verify.

Risks Related to Real Estate Investing

Illiquidity risk: real estate is generally illiquid and may take significant time to sell, and the sale price may differ materially from an estimated value.

Leverage and financing risk: real estate acquisitions financed with debt increase the risk of loss, including the risk of default, foreclosure, or negative cash flow if financing costs rise or rental income falls short of projections.

Concentration risk: a client with a significant portion of net worth in real estate, particularly a single property, has limited diversification and increased exposure to property specific or local market events.

Market and vacancy risk: property values and rental income can be affected by local market conditions, interest rates, vacancy rates, and broader economic conditions.

Valuation and estimate risk: cash flow projections, capitalization rates, and other estimates used in the Firm's analysis rely on assumptions that may prove inaccurate, and actual results may differ materially. The Firm's analysis is not a certified real estate appraisal and should not be relied upon as one.

Not a security or custodial asset: real estate held outside of a securities account is not held by a qualified custodian in connection with the Firm's advisory services and is not subject to the same regulatory protections as custodied securities.

C. Risks of Specific Securities Utilized

Risks Related to Specific Investment Types

Equity securities: stock prices may be volatile and can decline rapidly due to company-specific events, sector issues, or market conditions.

Fixed income securities: fixed income investments are subject to interest rate risk (bond prices generally fall when rates rise), credit/default risk, inflation risk, call/prepayment risk, and liquidity risk.

Mutual funds and ETFs: funds and ETFs have operating expenses that reduce returns and are subject to the risks of their underlying investments. ETFs may trade at prices above or below their net asset value and can be impacted by trading and liquidity conditions.

Foreign (non-U.S.) securities: investing outside the U.S. involves additional risks such as currency fluctuation, differences in regulatory and accounting standards, political and economic instability, and reduced availability of reliable public information. These risks can be greater in emerging markets.

Short-term or frequent trading: more frequent trading can increase transaction costs and taxes and may negatively affect performance. The Firm generally emphasizes long-term strategies, but trading activity may increase due to rebalancing, cash needs, tax considerations, or strategy changes.

No Guarantee of Results

The Firm does not guarantee any specific outcome or investment performance, business outcome, or real estate outcome. Past performance is not indicative of future results, and any estimate, projection, or valuation range provided by the Firm is not a guarantee of actual results.

Item 9 – Disciplinary Information

A. Criminal or Civil Actions

There are no criminal or civil actions to report.

B. Administrative Proceedings

There are no administrative proceedings to report.

C. Self-regulatory Organization (SRO) Proceedings

There are no self-regulatory organization proceedings to report.

Item 10 – Other Financial Industry Activities and Affiliations

A. Registration as a Broker/Dealer or Broker/Dealer Representative

Neither the Firm nor its supervised persons are registered as, or have pending applications to become, a broker-dealer or a registered representative of a broker-dealer.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither the Firm nor its supervised persons are registered as, or have pending applications to become, a futures commission merchant, commodity pool operator, commodity trading advisor, or associated person of any such entity.

C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

Licensed Insurance Agent(s)

Certain supervised persons of the Firm may be licensed as insurance agents and, in that capacity, may recommend and/or facilitate the placement of insurance products for clients. When acting as an insurance agent, the supervised person is acting in a capacity separate from their role as an investment adviser representative, and the sale of insurance products is governed by applicable insurance laws and regulations.

If the Firm or a supervised person receives insurance-related compensation (including commissions, trails, or other remuneration), a conflict of interest exists because there is an incentive to recommend insurance products or particular products based on compensation rather than the client's needs. We address this conflict through our fiduciary duty when providing investment advisory services, our policies and procedures, supervisory review, and disclosure of compensation and conflicts prior to implementation. Clients are not required to purchase insurance products through the Firm or any supervised person, and may purchase insurance products through an unaffiliated agent or provider of their choosing, subject to product availability and administrative requirements.

Insurance product availability may be limited by carrier offerings, state approvals, and/or platform access. Not all insurance products available in the marketplace are available through every carrier or platform.

D. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections

The Firm does not currently engage any third party to act as a discretionary sub-adviser over client accounts.

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

A. Code of Ethics

The Firm has adopted a written Code of Ethics that applies to all supervised persons. The Code is designed to ensure we conduct business consistent with our fiduciary duty to clients and includes standards of conduct, requirements regarding confidentiality, conflicts of interest, and policies and procedures governing personal securities transactions. Clients and prospective clients may obtain a copy of the Firm's Code of Ethics at no cost by contacting the Firm.

B. Recommendations Involving Material Financial Interests

The Firm seeks to identify conflicts of interest where the Firm or a related person has a material financial interest in a recommended transaction or investment. Where such conflicts arise, the Firm addresses them through disclosure (as applicable) and supervisory controls designed to prevent the Firm or its supervised persons from placing their interests ahead of clients.

C. Investing Personal Money in the Same Securities as Clients

Supervised persons may buy or sell securities for their personal accounts that are also purchased or sold for clients. This creates a conflict of interest because a supervised person could potentially benefit from personal trading activity. To address this conflict, the Firm maintains policies and procedures designed to monitor personal securities transactions and promote fair treatment of clients, including required reporting of personal holdings and transactions.

In addition, the Firm requires preclearance for supervised persons' participation in initial public offerings (IPOs) and private placements, as these investments may present heightened conflicts of interest.

D. Trading Securities At/Around the Same Time as Clients' Securities

A supervised person may have the ability to trade at or around the same time as client transactions. This presents a conflict of interest if personal trading is conducted in a manner that disadvantages clients (e.g., "front-running" client trades). The Firm's policies and procedures are designed to detect and prevent such activity and to promote fair and equitable treatment of client accounts.

The Firm also maintains a restricted list of securities that are subject to additional limitations and/or prohibited trading, as determined by the Firm from time to time. The restricted list may be updated based on the Firm's activities, information barriers, or other compliance considerations.

Item 12 – Brokerage Practices

A. Factors Used to Select Custodians and/or Broker/Dealers

The Firm recommends custodians and/or broker-dealers (collectively, "custodians") to maintain client accounts and to execute securities transactions. In making custodial recommendations, the Firm seeks best execution, which means seeking execution of transactions on the most favorable terms reasonably available under the circumstances. Best execution is not necessarily the lowest transaction cost, and we consider a variety of factors, including:

- the custodian's financial strength, reputation, and stability;
- execution capability, order handling, and trading facilities;
- breadth of investment products and services available;
- custody, reporting, and account administration capabilities;
- responsiveness and quality of service;
- transaction charges and other costs (e.g., ticket charges, commissions, markups/markdowns, spreads); and
- technology integration and operational efficiency.

The Firm does not receive "premium" commissions or add any markups to the transaction costs charged by a custodian. Clients should understand that custodians impose fees and expenses on accounts that are separate from and in addition to the Firm's advisory fee. Such costs may include transaction charges, account fees, wire/transfer fees, and internal expenses of mutual funds and ETFs.

Custodians Typically Recommended

The Firm generally recommends that clients maintain assets with Charles Schwab & Co., Inc. (e.g., institutional custodial platforms). The Firm may recommend other custodians when it believes doing so is appropriate based on the client's needs and circumstances.

1. Research and Other Benefits (Custodian Support / Economic Benefits)

The Firm may receive certain products, services, or support from custodians that are made available to us because of the overall relationship between the Firm and the custodian and/or the total assets the

Firm maintains at the custodian on behalf of clients. These benefits may include, for example, access to trading and custody platforms, portfolio reporting, account administration tools, technology integrations, practice management resources, and/or occasional training or educational events.

These benefits provide an economic benefit to the Firm because the Firm would otherwise pay for some of these services. As a result, the Firm has an incentive to recommend custodians that provide these benefits. The Firm seeks to manage this conflict consistent with its fiduciary duty by evaluating custodians based on the best interests of clients, including execution, service, and overall costs.

The Firm does not enter into traditional “soft dollar” arrangements where client commissions are used to obtain research or services within the meaning of Section 28(e) of the Securities Exchange Act of 1934.

2. Brokerage for Client Referrals

The Firm does not select or recommend custodians in exchange for client referrals or other direct compensation from the custodian.

3. Client-Directed Brokerage

The Firm generally requires clients to maintain their assets at a recommended custodian in order for the Firm to provide advisory services efficiently. However, in certain circumstances, the Firm may allow clients to direct brokerage or custody arrangements.

When a client directs brokerage/custody, the Firm may be limited in its ability to negotiate costs, obtain certain services, or achieve best execution. In addition, directed brokerage arrangements may prevent the Firm from aggregating trades for that account with other client accounts (see below) and may result in higher transaction costs or less favorable execution.

B. Aggregating (Block) Trading for Multiple Client Accounts

If the Firm buys or sells the same security for more than one client at or about the same time, the Firm may aggregate (“block”) orders when it believes doing so is consistent with its duty to seek best execution and is in the clients’ best interests. Aggregation may help achieve more efficient execution and may reduce transaction costs in certain circumstances.

When transactions are aggregated, the Firm seeks to allocate executed trades in a manner that it believes is fair and equitable over time and consistent with its written policies and procedures. Accounts with client-directed brokerage, certain restrictions, or other limitations may not be eligible for aggregation and may receive different execution prices than aggregated accounts.

Item 13 – Review of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

Portfolio Management Accounts

Client accounts for which the Firm provides ongoing portfolio management services are reviewed periodically, typically on an annual basis, by the client's Investment Adviser Representative and/or other supervised persons as designated by the Firm. Reviews generally focus on the client's investment objectives, risk tolerance, time horizon, liquidity needs, and overall portfolio allocation and performance relative to the client's goals. More frequent reviews may occur depending on the client's circumstances, portfolio activity, and strategy.

Planning Clients

For clients receiving planning services on a one-time basis, planning work is reviewed during the development of the plan and upon delivery of the final plan. For clients receiving ongoing or subscription-based planning services, the frequency of reviews and deliverables will be as agreed in writing and may include periodic updates based on the scope of the engagement and the client's needs.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

Accounts may be reviewed outside the normal review schedule in response to factors such as: material changes in market or economic conditions; significant volatility; changes in a client's financial situation or goals (e.g., retirement, job change, inheritance, divorce, relocation); significant deposits or withdrawals; changes in account restrictions; or at the client's request.

C. Content and Frequency of Regular Reports Provided to Clients

Custodial Statements

Clients receive account statements at least quarterly (and often monthly) directly from the qualified custodian(s) holding their assets. Clients should review these statements carefully.

Advisory Fee Notices/Invoices

If the Firm deducts advisory fees from a client's account, the client will receive an invoice and/or fee notice describing the advisory fee and the calculation methodology, either from the Firm and/or through the custodian's reporting systems (as applicable). Clients should compare any invoices/fee notices to the custodian statements and notify the Firm promptly if they have any questions.

Planning Deliverables

Planning clients receive the agreed-upon deliverables (e.g., written financial plan, reports, or other planning documents) upon completion and in accordance with the planning engagement terms.

Item 14 – Client Referrals and Other Compensation

The Firm does not currently have arrangements, nor receives compensation for any Client referrals.

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

The Firm does not receive cash compensation from third parties for client referrals. The Firm's compensation for advisory services is generally limited to the advisory fees paid by clients as described in Item 5.

The Firm may receive certain non-cash benefits from custodians and other service providers, such as access to technology platforms, portfolio reporting, account administration tools, integrations, practice management resources, and training or educational events. These benefits are provided because of the overall relationship between the Firm and the service provider and/or the aggregate assets maintained with that provider, and are described in more detail in Item 12. These benefits create a conflict of interest because they provide an incentive for the Firm to recommend certain custodians or providers. The Firm seeks to manage this conflict consistent with its fiduciary duty by evaluating providers based on the best interests of clients, including execution, service, and overall costs.

Insurance Compensation Is Not a Referral Fee

As described in Item 5(E) and Item 10, certain supervised persons may receive insurance-related compensation when acting in a licensed insurance capacity. Such compensation is separate from the Firm's advisory fee and is not compensation paid for client referrals.

B. Compensation to Non – Advisory Personnel for Client Referrals

The Firm does not directly or indirectly compensate any person who is not a supervised person of the Firm for client referrals.

Item 15 – Custody

The Firm does not maintain physical custody of client funds or securities. However, when the Firm is authorized to deduct advisory fees directly from a client's account held at a qualified custodian, the Firm is deemed to have limited custody under applicable federal and/or state regulations. The Firm obtains written authorization from clients to deduct fees.

Clients receive account statements directly from the qualified custodian (at least quarterly, and often monthly). Clients will also receive an invoice and/or fee notice showing the advisory fee calculation, either from the Firm and/or through the custodian's reporting systems, as applicable. Clients should review custodial statements and invoices/fee notices carefully and compare them for accuracy and should contact the Firm promptly with any questions.

Item 16 – Investment Discretion

The Firm offers both discretionary and non-discretionary advisory services. The scope of the Firm's authority is described in the client's advisory agreement.

Discretionary Authority

For discretionary accounts, the client authorizes the Firm to buy and sell securities and otherwise manage the account without obtaining the client's consent for each transaction, consistent with the client's stated objectives, risk tolerance, and any written restrictions. Clients with discretionary accounts typically execute a limited power of attorney (LPOA) or similar authorization to evidence this authority at the qualified custodian.

Non-Discretionary Authority

For non-discretionary accounts, the Firm provides recommendations, but the client makes the ultimate decision regarding whether to implement the recommendations.

Client Restrictions

Clients may impose reasonable restrictions on investing in certain securities, strategies, or industries. Restrictions may limit investment options, affect performance, and may result in higher transaction costs or less diversification.

Item 17 – Voting Client Securities

The Firm does not accept authority to vote client securities and does not provide proxy voting services. Clients receive proxies and related materials directly from the issuer, transfer agent, or the account custodian. Clients are responsible for voting proxies for securities held in their accounts. Clients may contact the issuer or custodian with questions regarding proxy materials.

Item 18 – Financial Information

A. Balance Sheet

The Firm does not require or solicit prepayment of advisory fees in an amount that would require the delivery of a balance sheet with this brochure under applicable state or federal requirements. Accordingly, the Firm is not required to include a balance sheet.

B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

The Firm does not have any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

The Firm has not been the subject of a bankruptcy petition in the past ten years.

Item 19 – Requirements For State Registered Advisers

A. Principal Executive Officers and Management Persons; Their Formal Education and Business Background

Information regarding the Firm's principal executive officer(s) and management person(s), including their education and business background, is provided in the applicable Brochure Supplement(s) (Form ADV Part 2B).

B. Other Businesses in Which This Advisory Firm or its Personnel are Engaged and Time Spent on Those (If Any)

Other business activities of the Firm's supervised persons are disclosed in the applicable Brochure Supplement(s) (Form ADV Part 2B) and, as applicable, in Items 5 and 10 of this brochure.

C. Calculation of Performance-Based Fees and Degree of Risk to Clients

The Firm does not charge performance-based fees (fees based on a share of capital gains on, or capital appreciation of, client assets).

D. Material Disciplinary Disclosures for Management Persons of this Firm

The Firm and its management person(s) have not been involved in any material legal or disciplinary events that are required to be disclosed in this brochure.

E. Material Relationships That Management Persons Have with Issuers of Securities

The Firm and its management person(s) do not have any material relationships or arrangements with issuers of securities.