



**GM ADVISORY GROUP, LLC dba WEALTHSPIRE ADVISORS  
FORM ADV PART 2A INFORMATION**

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March 27, 2026

This Firm Brochure (the “Brochure”) provides information about the qualifications and business practices of GM Advisory Group, LLC dba Wealthspire Advisors. If you have any questions about the contents of this Brochure, please contact us at 631.227.3900 or email us at [compliance@wealthspire.com](mailto:compliance@wealthspire.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.

GM Advisory Group, LLC dba Wealthspire Advisors is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.

Additional information about GM Advisory Group, LLC dba Wealthspire Advisors is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The firm’s CRD Number is 147592.



**Item 2: Material Changes to this Brochure since the last update filed November 25, 2025**

This publication of the Form ADV Part 2A contains highlights of the changes that have been made to this brochure since the last amendment on November 25, 2025, which may be deemed material changes from our last filing:

- Updates to reflect 12.31.2025 AUM.

We strongly encourage each client to review the entire updated brochure.

You may request a complete copy of our current Form ADV, Part 2A Brochure at any time by contacting us at 631.227.3900 or [info@wealthspire.com](mailto:info@wealthspire.com). Our Brochure is also available on our website at [www.wealthspire.com](http://www.wealthspire.com).



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### **Item 4: Advisory Business**

GM Advisory Group LLC dba Wealthspire Advisors (“Wealthspire”, the “Adviser”, “we”, “us”, “our” or the “firm”), organized in 2004 and converted to a limited liability company in 2023, is organized under the laws of the State of Delaware. The firm succeeded the business of GM Advisory Group, Inc.

On November 1, 2023, the firm was acquired by Wealthspire Advisors LLC, a SEC-registered investment advisor, at the time wholly owned by NFP Corp. (“NFP”). Following the November 1, 2023 acquisition, the firm became a subsidiary of Wealthspire Advisors LLC and began doing business as Wealthspire Advisors on June 10, 2024. NFP was acquired by Aon plc on April 25, 2024, and on October 30, 2025 the Firm’s parent company, Wealthspire, LP, was acquired by Madison Dearborn Partners, LLC (“MDP”). The firm intends to maintain a separate client brochure until such time as the operations of Wealthspire Advisors LLC and the firm are sufficiently integrated to merit a combined client brochure.

Prior to rendering services to our clients (“clients”, “you” or “your”), clients must enter into an investment advisory agreement with Wealthspire.

While this brochure generally describes the business of Wealthspire, certain sections also discuss the activities of its Supervised Persons, which refer to the Firm’s officers, partners, directors (or other persons occupying a similar status or performing similar functions), employees or any other person who provides investment advice on Wealthspire’s behalf and is subject to the Firm’s supervision or control.

Wealthspire provides the following investment advisory services:

#### **Investment Management Services**

We provide discretionary and non-discretionary investment management services through separately-managed accounts. Prior to rendering investment management services to clients, clients must execute an investment management agreement (“Investment Management Agreement”) with Wealthspire. We primarily provide discretionary investment management services to our clients, principally through a wrap fee program (the “Program”). Clients in the Program pay a single specified annual fee, inclusive of execution, custody, performance reporting, and our investment management fees. Wealthspire also offers clients participation in a non- discretionary wrap fee program. Wealthspire also offers to its clients nondiscretionary investment advisory services, on a non-wrap fee basis, as well as financial planning and consulting services on a stand- alone basis. Fees for such services are primarily offered on a flat fee basis. To the extent offered, the Advisors flat fee will be based upon various factors.

Wealthspire has personal discussions with its clients in which their investment objectives, based on their particular financial circumstances, are determined. We create and manage a portfolio based on the client’s goals and objectives, the portfolio consists of one or more of the following: individual equities, bonds, exchange traded funds (“ETFs”), no- load or load- waived mutual funds, third-party managed equity or bond strategies, or other investment vehicles (including private investment funds including hedge and private equity funds). Each client has the opportunity to place reasonable written restrictions on investing in certain securities or types of securities. These limitations or restrictions are required to be memorialized in writing. Restrictions do not have to be reflected in a client’s investment management agreement; restrictions are reflected in various forms, including but not limited to, as agreed to in writing by both parties, and by email.

As part of an overall client asset allocation strategy, Wealthspire may recommend that eligible clients consider allocating a portion of their investment assets to private investment funds. If the client determines to invest in a private investment fund recommended by Wealthspire; we generally will be compensated based upon the value of the assets placed in private investment funds in accordance with the Program fee schedule or other managed account agreement. The Program Fee or other advisory fees paid to Wealthspire are in addition to the fees paid to the private investment fund



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sponsors and managers, as described in the offering documents of any of those private investment funds. The decision whether to invest in a fund rests with each client after that client has received and reviewed the fund's offering documents (including, among others, a confidential private placement memorandum that details, among other items, the terms, risks and conflicts of interest pertaining to an investment in that fund).

The Firm has previously recommended that certain of its advisory clients invest in one or more Funds ("Funds") managed or sponsored by GMAG Management, an investment adviser previously under common control with our predecessor, GM Advisory Group, Inc. In addition, certain affiliates of the Firm sponsors and serves as general partner or managing member of such Funds ("Sponsors") and, as a result, receive compensation, depending on the Fund. Frank Marzano, a Managing Director of Wealthspire, has a controlling ownership interest in GMAG Management and its affiliates that serve as general partner of the Funds. A conflict of interest exists as Frank Marzano has a financial incentive to recommend an investment in a Fund where GMAG Management or its affiliates can earn compensation. Nonetheless, an investment in a Fund is only recommended to clients with consideration of numerous factors in mind, including but not limited to, the client's investment objective and financial circumstances.

The Funds shall continue to be operated separate and independent of Wealthspire and its parent organizations. The Funds will not be offered to Wealthspire clients. Clients may continue to own one or more of the Funds, but neither the purchase of a new Fund or additional investment in a currently owned Fund will be permitted. Wealthspire does not, and shall not, monitor or supervise any of the Funds, nor will it supervise Mr. Marzano relative to his role with the Funds. Wealthspire does not, and shall not, receive compensation from any of the Funds.

### **Financial Planning and Consulting Services**

From time to time, Wealthspire provides certain financial planning and consulting services to its clients on non- investment related matters. Although Wealthspire generally considers these services incidental to the services it provides under its managed account services, including the Program, Wealthspire may determine to provide these services on a fixed fee basis, separate and apart from its managed account services including the Program. In that event, Wealthspire will describe these services and fees in a separate financial planning agreement or limited consulting agreement between Wealthspire and the applicable client. These services cover financial planning for a variety of client needs, including but not limited to, cash flow planning, business planning, risk management, retirement and wealth preservation planning, tax planning and analysis, charitable giving, and bill pay. Fees will be determined on a case-by-case basis depending on the needs of the client. The agreements will also include a description of the fees to be charged and when they are to be paid. If Wealthspire agrees to provide these services, Wealthspire's obligations are expressly limited to the planning and consulting services specifically requested by the client.

We may recommend the services of other professionals, nonetheless, clients are under no obligation to engage the professionals we recommend. Wealthspire does not guarantee the services of any recommended professional, and we are not liable for any action, omission, recommendation, decision, or loss as a result of a Client's use of one of these recommended professionals.

### **Customized Services**

Wealthspire provides customized advisory services to its managed account clients based upon each client's unique needs, objectives, and concerns. We review client investment goals and financial circumstances with clients. Following such review, we develop an investment strategy and investment guidelines for each client. Each client has the opportunity to place reasonable written restrictions on investing in certain securities or types of securities. Unless a client has advised Wealthspire in writing to the contrary, Wealthspire is not subject to restrictions on the discretionary management of a particular client's managed account assets.



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### **Wrap Fee Programs**

As described herein, we offer our managed account clients the option to participate in our Program. The services offered under, and the corresponding terms and conditions pertaining to, the Program are discussed in the firm's Wrap Fee Program Brochure, a copy of which is presented to all prospective Program participants.

Under the Wrap Fee Program, the firm offers participants discretionary and non-discretionary investment management services for a single specified annual fee, inclusive of execution, custody, performance reporting, and our investment management fees.

The firm receives a portion of the Program fee for its services. Execution, reporting, and custodial services for the Program are generally provided by a Pershing Advisor Solutions, LLC ("Pershing"), Fidelity Investments ("Fidelity") and/or Schwab Advisor Services, a division of Charles Schwab & Co., Inc. ("Schwab").

Additionally, Program accounts are generally maintained at Pershing, Fidelity and/or Schwab. Prior to engaging Wealthspire to provide investment management services under the Program, each client will be required to enter into an Investment Management Agreement with Wealthspire setting forth the terms and conditions under which we manage each such client's assets, and a separate custodial/clearing agreement with the Program broker-dealer and custodian. The firm has a potential disincentive to trade securities as a result of the transaction/execution costs that it is required to pay its broker-dealer and custodian for securities transactions. When beneficial to the client, as determined by Wealthspire in its sole discretion, individual equity and fixed income transactions may be effected through broker-dealers with whom Wealthspire has entered into arrangements for prime brokerage clearing services.

Participation in the Program may cost more or less than purchasing such services separately. Depending upon the wrap fee charged by the firm, the amount of portfolio activity in a client's account, and the value of custodial and other services provided with respect to such client's account, the wrap fee charged to such client may or may not exceed the aggregate cost of the services provided to such client if such services were provided separately or if we were to negotiate transaction fees and seek best price and execution of transactions for such client's account. In addition, the fees charged by the firm for participation in the Program may be higher or lower than those charged by other sponsors of comparable wrap fee programs. There is no substantive difference between how we manage wrap fee accounts and how we manage other accounts.

### **Client Assets We Manage**

#### **Assets Under Management**

As of December 31, 2025, the Firm managed approximately \$3,653,603,670 in discretionary and \$708,833,597 in non- discretionary assets totaling \$4,362,437,267 in assets under management.

#### **Assets Under Advisement**

As of December 31, 2025, the Firm pursuant to its financial planning and consulting services which cover financial planning for a variety of client needs, including but not limited to, cash flow planning, business planning, risk management, retirement and wealth preservation planning, tax planning and analysis, charitable giving, and bill pay advised through the activities of planning and consulting \$7,893,046,047 in assets under advisement.



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**Item 5: Fees and Compensation**

**Investment Management Services**

Advisory fees are set forth in the relevant client agreements. As described above in Item 4, We primarily provide discretionary investment management services to our managed account clients on a wrap fee basis. Clients in the Program pay a single specified annual fee, inclusive of execution, custody, performance reporting, and our investment management fees. Wealthspire also offers clients participation in a non- discretionary wrap fee program. Wealthspire also offers to its clients nondiscretionary investment advisory services, on a non-wrap fee basis as well as financial planning and consulting services on a stand- alone basis. Fees for such services are primarily offered on a flat fee basis. To the extent offered, the Advisors flat fee will be based upon various factors.

The firm charges an annual “wrap-fee” for participation in the Program. The wrap-fee generally will be charged as a percentage of assets under management, as follows:

Assets Under Management	Annual % Fee
Initial \$500,000	2.00%
Next \$500,000	1.75%
Next \$1,000,000	1.25%
Next \$2,000,000	1.00%
Next \$4,000,000	0.75%
All Additional	0.50%

**Fee Differentials**

In certain circumstances, Wealthspire, in its sole discretion, charges its clients a different wrap-fee (higher or lower) or flat fee based upon certain criteria (i.e., complexity of the engagement, anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, etc.). Certain Program clients are subject to a different fee schedule that was previously established.

**Fee Payment**

Clients will be charged in advance, at the beginning of each calendar quarter, based upon the value (market value or fair market value in the absence of market value, plus any credit balance or minus any debit balance), of the client's account at the end of the previous quarter. Fees are prorated for accounts opened during the quarter. An additional fee for the current quarter will be assessed if assets are deposited after the beginning of the quarter. This fee is also prorated based on the number of calendar days remaining in the quarter during which the service will be in effect. No portion of the fee will be credited to the client for the current calendar quarter should any withdrawals from the portfolio occur in the same calendar quarter.

**Termination of Advisory Relationship**

A client agreement may be canceled at any time, by either party, for any reason upon receipt of prior written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

**Mutual Fund Fees and Exchange Traded Fees and Expenses**

If a client invests in mutual funds or ETFs, they generally will be charged fees and expenses by such



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funds that are separate and distinct from the Program fee or other Wealthspire advisory fees, as specified in the pertinent Investment Management Agreement. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. Wealthspire selects mutual funds and ETFs with varying fee structures. Pershing, Schwab and/or Fidelity may elect to offer no-transaction-fee mutual funds or ETFs, as such certain fees associated with the mutual funds or ETFs selected from the no-transaction-fee offerings are waived. However, Wealthspire selects mutual funds and ETFs that have transaction fees, and that do not have transaction fees. Our investment team selects mutual funds and ETFs based upon investment need and selection criteria, which includes various quantitative factors, such as performance, internal expense ratio, exposure, and market outlook.

Clients are not restricted from investing in mutual funds or ETFs directly, without the services of Wealthspire, however in that event clients will not receive the services provided by Wealthspire, which are designed, among other things, to assist the client in determining which mutual funds or ETFs are most appropriate to each client's financial condition and objectives. Clients should compare the fees charged by the funds (available in each fund's prospectus) and the fees charged by Wealthspire to fully understand the total amount of fees to be paid by the client.

### **Miscellaneous Fees**

The Program fee does not include transaction costs and other fees charged by broker-dealers other than Pershing, Fidelity, and Schwab. The Program Fee also does not include certain transaction costs and other fees charged by Pershing, Fidelity, Schwab, and third-party managers including, but not limited to, mark-ups and mark-downs on fixed-income transactions. Such fees and expenses are in addition to the Program's wrap-fee. Clients who do not participate in the Program will be subject to costs and expenses charged by broker-dealers and custodians which include, but are not limited to, brokerage commissions, mark-ups and mark-downs on fixed-income transactions, other transaction costs, transfer taxes, odd lot differentials, exchange fees, interest charges, American Depository Receipt agency processing fees, and any charges, taxes or other fees mandated by any federal, state or other applicable law or otherwise agreed to with regard to client accounts.

### **Purchasing Services Separately**

Execution, reporting, and custodial services for the Program are generally provided by Pershing, Fidelity, and Schwab. Additionally, Program accounts are generally maintained at Pershing, Fidelity, and Schwab. Prior to engaging Wealthspire to provide investment management services under the Program, each client will be required to enter into an Investment Management Agreement with Wealthspire setting forth the terms and conditions under which Wealthspire manages each such client's assets, and a separate custodial/clearing agreement with the Program broker-dealer and custodian. Wealthspire has a potential disincentive to trade securities as a result of the transaction/execution costs that it is required to pay its broker-dealer and custodian for securities transactions. When beneficial to the client, as determined by Wealthspire in its sole discretion, individual equity and fixed income transactions may be affected through broker-dealers with whom Wealthspire has entered into arrangements for prime brokerage clearing services.

### **Financial Planning, Consulting, and Similar Fees**

From time to time, Wealthspire provides certain financial planning and consulting services to its clients on non-investment related matters. Although Wealthspire generally considers these services incidental to the services it provides under its managed account services, including the Program, Wealthspire may determine to provide these services on a fixed fee basis, separate and apart from its managed account services including the Program. In that event, Wealthspire will describe these services and fees in a separate financial planning agreement or limited consulting agreement between Wealthspire and the applicable client. These services cover financial planning for a variety of client needs, including but not limited to, cash flow planning, business planning, risk management, retirement and wealth preservation planning, tax planning and analysis, charitable giving, and bill pay.



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Fees will be determined on a case-by-case basis depending on the needs of the client. The agreements will also include a description of the fees to be charged and when they are to be paid. If Wealthspire agrees to provide these services, Wealthspire's obligations are expressly limited to the planning and consulting services specifically requested by the client.

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

Wealthspire does not receive performance-based compensation for advisory services rendered to its clients. Frank Marzano, a Managing Director of Wealthspire, receives performance-based compensation for Funds recommended to such clients that are managed by GMAG Management or one of its affiliates. A conflict of interest exists as Frank Marzano has an incentive to recommend one or more of the Funds to our clients.

Wealthspire has adopted policies and procedures intended to address conflicts of interest relating to the allocation of investment opportunities among clients. Wealthspire reviews investment decisions to ensure that all clients with substantially similar investment objectives are treated fairly and equitably over time. We will offer clients the right to participate in all investment opportunities that we determine are appropriate for the client in view of their investment objectives, relative amounts of capital available for new investments, their investment profile, and portfolio composition. In accordance with our allocation procedures, we will endeavor to treat each of our clients in a fair and equitable manner.

For example, Wealthspire determines in its sole discretion to allocate certain investment opportunities to one or more managed accounts and not to all managed accounts. Wealthspire also pursues and executes trades in the same or different securities for one or more managed accounts at different times.

Those trades may cause two different performance results among the various managed account clients. Wealthspire may purchase securities for one or more clients at the same time as Wealthspire sells securities for other clients of Wealthspire at the same time as Wealthspire purchases those securities for other clients of Wealthspire.

Wealthspire will attempt to service the individual needs of each of its clients. Conflicts of interest between a particular client, and other clients could exist.

### **Item 7: Types of Clients**

Our clients are individuals, high net worth individuals, trusts, estates, charitable organizations, and business entities.

Wealthspire does not maintain any minimum portfolio size or minimum fee for maintaining an advisory relationship with the firm.

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

#### **Methods of Analysis & Investment Strategy**

With respect to managed account clients, Wealthspire utilizes a variety of different sources of financial information in connection with its analysis of securities. Those sources include financial publications, inspections of corporate activities, research materials and reports, corporate rating services, annual reports, prospectuses, SEC filings, and company press releases. Research services are received in various forms, including, without limitation, written reports and information obtained via electronic sources including the internet. Employees of Wealthspire also attend industry conferences.

Wealthspire will review each person or firm that manages a mutual or exchange traded fund, privately placed pooled investment vehicle, or other investment strategy for which an investment is being



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considered. We will use one or more of the following methods of due diligence: meetings/ongoing conference calls with such persons and his or her staff; verification of references; background reviews with respect to regulatory matters, education, and professional history; reviews of audited financial statements; and verification of performance claims.

### **Investment Strategies Managed Account Clients**

The primary investment strategy we use for client accounts is strategic asset allocation. Asset allocation is the process for determining a long-term asset allocation that is appropriate for an investor, as well as considering how each asset class will fare in the intermediate-term in relation to its long-term expectations. This determination is made by first defining which asset classes exist and how to categorize the world of investments. Asset classes must be unique, and investable for consideration. We believe there are a number of asset classes from which suitable selections can be made for clients. It is also important to classify these asset classes more broadly into groups that investors can understand. Asset classes generally serve one of three purposes: Growth, Preservation, or Inflation Protection. By using broad categories that establish a clear goal and objective, we believe investors can better determine their proper allocation, and therefore have portfolios that better fit their risk profile.

The investment strategy for a specific client is based upon their investment objective and financial circumstances stated by the client during consultations. The client may change these objectives at any time. In performing our services, we are not required to verify any information received from the client or from the client's other professionals and are expressly authorized to rely on information from the client. Moreover, each client is advised that it remains their responsibility to promptly notify Wealthspire if there is ever any change in their financial situation or investment objectives for the purpose of reviewing/evaluating/revising Wealthspire's previous recommendations and/or services.

### **Material Risks of Strategies and Securities**

Investing in securities involves a risk of loss that clients and investors should be prepared to bear. Investing involves risk, including the risk of loss. There can be no assurance that the investment objective of our clients and investors will be achieved and that clients and investors will not incur losses.

Subject to the Advisers Act and the terms of the applicable investment management agreement or similar agreement, Wealthspire shall have no liability for any losses in a client's account. The price of any security can decline for a variety of reasons outside of Wealthspire's control, including, but not limited to, changes in the macroeconomic environment, unpredictable market sentiment, forecasted or unforeseen economic developments, interest rates, regulatory changes, and domestic or foreign political, demographic, or social events. There is no guarantee that Wealthspire's judgment or investment decisions about particular securities will necessarily produce the intended results. Wealthspire's judgment may prove to be incorrect, and a client might not achieve his or her investment objectives.

High volatility and/or the lack of deep and active liquid markets for a security may prevent Wealthspire from selling a client's securities at all, or at an advantageous time or price because Wealthspire and the client's broker may have difficulty finding a buyer and may be forced to sell at a significant discount to market value. Finally, performance-based fees can increase the risk of excessive trading in client accounts. Wealthspire cannot guarantee any level of performance or that any client will avoid a loss of account assets. Any investment in securities involves the possibility of financial loss that clients should be prepared to bear.

When evaluating risk, financial loss may be viewed differently by each client and may depend on many different risk items, each of which may affect the probability of adverse consequences and the magnitude of any potential losses. The following risks may not be all-inclusive but should be considered carefully by a prospective client before entering the Program, or engaging Wealthspire for



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investment management services. These risks should be considered as possibilities, with additional regard to their actual probability of occurring and the effect on a client if there is, in fact, an occurrence.

In addition to the risks listed below, clients should review the respective offering or similar documents of each mutual fund, ETF and other security or instrument in its portfolio or recommended for purchase by us, for a detailed description of risk factors associated with a particular investment or portfolio. We encourage all of our clients to meet with us on regular basis to review the assets in the account and the specific risk parameters for the account.

### **Managed Account Risks**

Capital values fluctuate, especially so over shorter periods of time. The possibility of capital loss does exist. However, historical data suggests that the risk of principal loss can be minimized if a long-term investment mix, chosen in accordance with your risk tolerances and objectives, is maintained over the long-term. It is uncertain as to when profits, if any, will be realized. Losses on unsuccessful investments may be realized before gains are realized on successful investments. Clients may not get a return of capital or realize any gains on their investments. If they do, those returns, or gains may not occur for a substantial period of time after investing with us.

Wealthspire may utilize a range of different investment strategies depending upon the investment objectives of the client. The associated risks will vary depending upon which investment products and strategies are employed. Risks associated with Wealthspire investment strategies as applicable, include, but are not limited to the following:

Although we generally limit our investments for clients to listed securities, mutual funds and ETFs, we are not required to diversify our strategies. We may invest in a limited number of strategies or with a limited number of mutual funds and ETFs. In addition, funds that we recommend may invest in underlying funds in the same or similar securities, further limiting the diversification of managed accounts.

We may invest in strategies or markets that underperform as compared to other strategies or securities markets generally. This strategy may cause client accounts to underperform as compared to other investment vehicles that invest in different asset classes. Different types of securities (for example, large-, mid- and small- capitalization stocks or growth or value stocks) tend to go through cycles of performing better—or worse— than the securities markets generally.

Stocks of mid-cap companies tend to be more volatile than those of large-cap companies because mid-cap companies tend to be more susceptible to adverse business or economic events than larger, more established companies. During a period when large- and mid-cap U.S. stocks fall behind other types of investments, bonds, or small-cap stocks, for instance, the performance of investment strategies focused on large- and/or mid-cap stocks will lag the performance of these other investments. Historically, small-cap and international stocks have been riskier than large- and mid-cap U.S. stocks. During a period when small-cap and/or international stocks fall behind other types of investments, U.S. large- and mid-cap stocks, for instance, the performance of investment strategies focused on small-cap or international stocks may lag the performance of these other investments. In the past, these periods have lasted in excess of several years.

We may utilize such investment techniques as leverage, margin transactions, short sales, option transactions, and forward and futures contracts. These practices can, in certain circumstances, maximize the adverse impact to client accounts. We cannot guarantee or represent that our investment strategy will be successful, and investment results may vary substantially over time. Portfolio margining may increase leverage and magnify gains/losses.

Changes in interest rates will affect the value of fixed income investments. In general, as interest rates rise, bond prices fall, and conversely, as interest rates fall, bond prices rise. Interest rate risk is generally



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greater for high yield securities; however, higher-rated fixed income securities are also subject to this risk. Increased interest rate risk is also a factor when investing in fixed income securities paying no current interest (such as zero-coupon securities and principal-only securities), interest-only securities and fixed income securities paying non-cash interest in the form of other securities.

The trading prices of equity securities fluctuate in response to a variety of factors. These factors include events impacting a single issuer, as well as political, market and economic developments that affect specific market segments and the stock market as a whole. The value of client accounts, like stock prices generally, will fluctuate within a wide range in response to these factors. As a result, client accounts could lose value over short or even long periods.

Mutual fund and/or ETF performance may not exactly match the performance of the index or market benchmark that the mutual fund and/or ETF is designed to track because 1) the mutual fund and/or ETF will incur expenses and transaction costs not incurred by any applicable index or market benchmark; 2) certain securities comprising the index or market benchmark tracked by the mutual fund and/or ETF may, from time to time, temporarily be unavailable; and 3) supply and demand in the market for either the mutual fund and/or ETF and/or for the securities held by the mutual fund and/or ETF may cause the mutual fund and/or ETF shares to trade at a premium or discount to the actual net asset value of the securities owned by the mutual fund and/or ETF.

Clients should be aware that to the extent Wealthspire invests in mutual fund and/or ETF securities, they will pay two levels of compensation - fees charged by Wealthspire plus any management fees charged by the issuer of the mutual fund and/or ETF. This scenario may cause a higher cost (and potentially lower investment returns) than if a client purchased the mutual fund and/or ETF directly.

Mutual funds and ETFs typically include embedded expenses that may reduce the fund's net asset value, and therefore directly affect the fund's performance and indirectly affect a client's portfolio performance or an index benchmark comparison. Expenses of the fund may include investment adviser management fees, custodian fees, brokerage commissions, and legal and accounting fees. Mutual fund and/or ETF expenses change from time to time at the sole discretion of the mutual fund and/or ETF issuer. Mutual fund and/or ETF tracking error and expenses vary.

ETF investments rely on third-party management and advisers; Wealthspire is not expected to have an active role in the day-to-day management of fund investments. Carried interest and other incentive distributions to fund management may create an incentive towards more speculative investments than would otherwise have been made.

The value of assets or income from investments may be less in the future as inflation decreases the value of money. As inflation increases, the value of fixed assets can decline. This risk is greater for fixed income securities with longer maturities.

The issuer or guarantor of a fixed income security may be unable or unwilling to make timely payments of interest or principal. This risk is magnified for lower-rated debt securities, such as high yield securities. High yield securities are considered predominantly speculative with respect to the ability of the issuer to make timely payments of interest or principal. In addition, funds that invest in fixed income securities issued in connection with corporate restructurings by highly leveraged issuers or in fixed income securities that are in default may be subject to greater credit risk because of those investments.

Changes in the financial condition of an issuer or counterparty, changes in specific economic or political conditions that affect a particular type of security or issuer, and changes in general economic or political conditions can affect a security's or instrument's value. The value of securities or instruments of smaller, less well-known issuers can be more volatile than that of larger issuers. Issuer-specific events can have a negative impact on the value of client accounts.



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Wealthspire cannot control and clients are exposed to the risk that financial intermediaries or security issuers experience adverse economic consequences that may include impaired credit ratings, default, bankruptcy or insolvency, any of which may affect portfolio values or management. This risk applies to assets on deposit with any broker utilized by a client, notwithstanding asset segregation and insurance requirements that are beneficial to clients generally. In addition, exchange trading venues or trade settlement and clearing intermediaries could experience adverse events that may temporarily or permanently limit trading or adversely affect the value of securities held by clients. Finally, any issuer of securities may experience a credit event that could impair or erase the value of the issuer's securities held by a client.

Private investment funds are speculative, not suitable for all investors, and intended for experienced and sophisticated investors who are 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 practices, lack of liquidity in that there may be no secondary market for the investment and none is expected to develop, volatility of returns, restrictions on transferring interests in the investment, potential lack of diversification and resulting higher risk due to concentration of trading authority depending on the numbers of advisor(s) utilized, absence of information regarding valuations and pricing, complex tax structures and delays in tax reporting, less regulation and higher fees than mutual funds, and risks associated with operations, personnel, and processes of the manager. Private investment funds may invest in a limited number of strategies, a limited number of direct investments, and with a limited number of portfolio managers.

Clients must promptly apprise us of any material changes in their financial condition, or of any other change having a material effect on their investment objectives or goals. If they fail to inform us of any change and we do not modify our strategy to account for these changes, their accounts could suffer, adverse consequences.

### **Managed Account Liquidity Risks**

We may invest our clients' assets in a blend of liquid, publicly traded mutual funds and ETFs, which may, in turn, invest in or be comprised of a variety of securities and other instruments. Certain types of securities, such as non-investment grade debt securities, small capitalization stocks, securities issued by real estate investment trusts ("REITs"), and emerging market securities are subject to the risk that the securities may not be sold at the quoted market price within a reasonable period of time. A managed account holding these securities may experience substantial losses if required to liquidate these holdings.

The mutual funds and ETFs in which we may invest our clients' assets may, in turn, invest in non-U.S. securities and other financial instruments denominated in non-U.S. currencies. Investments in securities of non-U.S. issuers and securities denominated in non-U.S. currencies pose currency exchange risks to the extent they are not hedged. In addition, foreign securities regulators may exercise less regulatory supervision than those in the United States, and foreign governments may afford less legal protection to the pooled investment vehicles as investors than that of the U.S. government.

We may invest our clients' assets in emerging or developing markets. Investments in emerging or developing markets involve exposure to economic structures that are generally less diverse and mature, and to political systems, which have less stability than those of more developed countries. Investments in securities in developing market countries are also generally more volatile and less liquid than investments in securities in markets of developed countries. Emerging market securities may be subject to currency transfer restrictions and may experience delays and disruptions in securities settlement procedures. Certain emerging markets are closed in whole or part to the direct purchase of equity securities by foreigners. In addition, funds that invest in foreign securities or securities denominated in foreign currencies may be adversely affected by changes in currency exchange rates, exchange control regulations, foreign country indebtedness and indigenous economic and political developments. In addition, foreign investing may involve less publicly available



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information. Investments in foreign countries could be affected by factors not present in the U.S., such as restrictions on receiving the investment proceeds from a foreign country, foreign tax laws or tax withholding requirements, unique trade clearance or settlement procedures, and potential difficulties in enforcing contractual obligations or other legal rules that jeopardize shareholder protection. Foreign accounting may be less transparent than U.S. accounting practices and foreign regulation may be inadequate or irregular.

We may invest our clients' assets in high yield securities. High yield securities, also known as "junk bonds," are below investment grade quality and may be considered speculative with respect to the issuer's continuing ability to make principal and interest payments. These types of securities are more susceptible to real or perceived adverse economic and competitive industry conditions than investment grade securities. Yields on high yield securities will fluctuate. The secondary markets in which lower-rated securities are traded may be less liquid than the markets for higher-rated securities. A lack of liquidity in the secondary trading markets could adversely affect the price at which clients or the funds they own could sell a particular high yield security when necessary to meet liquidity needs or in response to a specific economic event, such as a deterioration in the creditworthiness of the issuer, and could adversely affect and cause fluctuations in the value of client accounts. Adverse publicity and investor perceptions may decrease the values and liquidity of high yield securities generally.

We may invest our clients' assets in REITs, which are subject to certain risks associated with the direct ownership of real property, including declines in the value of real estate, risks related to general and local economic conditions, overbuilding and increased competition, increases in property taxes and operating expenses and variations in rental income. REITs may also be subject to the risk of fluctuations in income from underlying real estate assets, poor performance by the REITs' managers, prepayments and defaults by borrowers, adverse changes in tax laws, and, for U.S. REITs, their failure to qualify for the special tax treatment granted to REITs.

We recommend private investment funds to our clients, some of which lack liquidity, in that there may be no secondary market for the investment and none is expected to develop.

### **Third Party Manager Risks**

We may engage the services of third-party investment managers to manage a portion of a client's assets. These third-party managers charge their own fees, which are in addition to the fees charged by Wealthspire. Multiple fees charged on the same investments results in layering of fees, which will reduce the rate of return that the investor will derive from the underlying investment.

### **Fund Risks**

We advise clients on investments in private investment funds, some of which are in limited partnerships, limited liability companies, corporations, or other entities.

Private investment funds, generally involve various risk factors and liquidity constraints, a complete discussion of which is set forth in the private investment fund offering documents. Each prospective client will be required to complete a subscription agreement to establish qualification for investing in private investment funds and also to acknowledge understanding and acceptance of the merits and risks of the investment.

The performance of a private investment fund will be dependent in part upon the integrity, skill, and judgment of its portfolio managers.

We conduct the amount and depth of due diligence that we believe is adequate to recommend the appropriate portfolio managers with which to invest. However, due diligence is not a guarantee and may not reveal problems associated with a particular portfolio manager or an investment. We rely upon representations made by private fund managers, accountants, attorneys, prime brokers, and



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other investment professionals. If any representation is misleading, incomplete, or false, it may result in the selection of portfolio managers that might otherwise have been eliminated from consideration had complete and accurate information been made available.

The separate management fee payable to Wealthspire based upon the value of the assets placed in private investment funds in accordance with the Program fee schedule or other managed account fee schedule will result in a layering of fees, which will reduce the rate of return that the investor will derive from the underlying investments.

Funds may invest in certain types of securities, such as non-investment grade debt securities, small capitalization stocks, securities issued by REITs, and emerging market securities, which are subject to the risk that the securities may not be sold at the quoted market price within a reasonable period of time. A pooled investment vehicle holding these securities may experience substantial losses if it is required to liquidate them.

A portfolio manager of a private investment fund may have an inability to exit underlying funds because of, among other things, poor performance by those underlying funds, regulatory actions or complaints against those underlying funds, or volatility in the markets in which those funds invest. Underlying funds in which a portfolio manager invests have the right to defer or suspend withdrawals in the event those situations arise, or that a suspension is otherwise considered to be in the best interest of those underlying funds. The organizational documents of the underlying funds may impose additional limitations on withdrawal.

### **Other Risks of Loss Market Risk**

The price of any security or the value of an entire asset class can decline for a variety of reasons outside of Wealthspire's control, including, but not limited to, changes in the macroeconomic environment, unpredictable market sentiment, forecasted or unforeseen economic developments, interest rates, regulatory changes, and domestic or foreign political, demographic, or social events. If a client has a high allocation in a particular asset class it may negatively affect overall performance to the extent that the asset class underperforms relative to other market assets. Conversely, a low allocation to a particular asset class that outperforms other asset classes in a particular period will cause that client account to underperform relative to the overall market.

### **Large Investment Risks**

Clients may collectively account for a large portion of the assets in certain investments. A decision by many investors to buy or sell some or all of a particular investment where clients hold a significant portion of that investment may negatively impact the value of that the investment.

### **Cryptocurrency Risk**

Purchasing cryptocurrencies comes with a number of risks, including volatile market price swings or flash crashes, market manipulation, and cybersecurity risks. In addition, cryptocurrency markets and exchanges are not regulated with the same controls or customer protections available in equity, option, futures, or foreign exchange investing. There is no assurance that a person who accepts a cryptocurrency as payment today will continue to do so in the future.

Investors should conduct extensive research into the legitimacy of each individual cryptocurrency, including its platform, before investing. The features, functions, characteristics, operation, use and other properties of the specific cryptocurrency may be complex, technical, or difficult to understand or evaluate. The cryptocurrency may be vulnerable to attacks on the security, integrity or operation, including attacks using computing power sufficient to overwhelm the normal operation of the cryptocurrency's blockchain or other underlying technology. Some cryptocurrency transactions will be deemed to be made when recorded on a public ledger, which is not necessarily the date or time that a transaction may have been initiated.



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Any individual cryptocurrency may change or otherwise cease to operate as expected due to changes made to its underlying technology, changes made using its underlying technology, or changes resulting from an attack. These changes may include, without limitation, a "fork," a "rollback," an "airdrop," or a "bootstrap." Such changes may dilute the value of an existing cryptocurrency position and/or distribute the value of an existing cryptocurrency position to another cryptocurrency. Any cryptocurrency may be cancelled, lost or double spent, or otherwise lose all or most of their value, due to forks, rollbacks, attacks, or failures to operate as intended. The nature of cryptocurrency means that any technological difficulties by digital trading platforms may prevent the access of your cryptocurrency. Any insurance or surety bonds maintained by digital trading platforms for the benefit of its customers may not be sufficient to cover all losses incurred by customers.

Cryptocurrency trading can be extremely risky. Cryptocurrency trading may not generally be appropriate, particularly with funds drawn from retirement savings, student loans, mortgages, emergency funds, or funds set aside for other purposes. Cryptocurrency trading can lead to large and immediate financial losses. The volatility and unpredictability of the price of cryptocurrency relative to fiat currency may result in significant loss over a short period of time. Transactions in cryptocurrency may be irreversible, and, accordingly, losses due to fraudulent or accidental transactions may not be recoverable. The nature of cryptocurrency may lead to an increased risk of fraud or cyber attack.

Under certain market conditions, it may be difficult or impossible to liquidate a position quickly at a reasonable price. This can occur, for example, when the market for a particular cryptocurrency suddenly drops, or if trading is halted due to news, unusual trading activity, or changes in the underlying cryptocurrency system.

The greater the volatility of a particular cryptocurrency, the greater the likelihood that problems may be encountered in executing a transaction. In addition to normal market risks, you may experience losses due to one or more of the following: system failures, hardware failures, software failures, network connectivity disruptions, and data corruption.

Investments in cryptocurrency exchange-traded funds (ETFs) also involve significant risks, including high volatility, regulatory uncertainty, and cybersecurity threats. While cryptocurrency ETFs provide indirect exposure to digital assets, they remain subject to the price fluctuations of the underlying cryptocurrencies, which can be extreme. Additionally, regulatory developments may impact the availability and operation of cryptocurrency ETFs, potentially affecting their liquidity and valuation. Other risks include tracking errors, custodial risks, and the potential for increased fees compared to traditional ETFs. Investors should carefully consider these risks and their risk tolerance before investing in cryptocurrency ETFs.

### **Digital Asset Risk**

Investments in Digital Assets are subject to many specialized risks and considerations, including risks relating to (i) technology, (ii) security, (iii) regulation, (iv) user/market acceptance, (v) volatility and (vi) timing. Digital Assets and their networks may not experience material technological development. There can be no assurance that all material vulnerabilities in the technology associated with a particular Digital Asset and its associated networks will be identified, and exposure to such vulnerabilities may result in direct or indirect losses due to security incidents, network or smart contract failure, or losses of market confidence in the applicable Digital Asset or network. Trading Platforms continue to be especially susceptible to service interruptions or permanent cessation of operations due to many reasons, including fraud, technical glitches, hackers, malware or governmental regulation or other intervention. In particular, a breach of the security procedures used by third-party custodians, Trading Platforms or over-the-counter ("OTC") counterparties, if any, could result in an uninsured loss of the entirety of the investment in a Digital Asset. Any failure of technologies associated with Digital Assets or their networks could have a material adverse effect on the investment.



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Digital Assets are not legal tender in the United States, and federal, state or foreign governments may restrict the use and exchange of Digital Assets at any time. While Digital Assets generally are not currently regulated as a currency, security, commodity interest or similar asset/instrument in the United States, they have attracted the attention of U.S. regulatory agencies, the SEC has taken the position that some Digital Assets are securities. Furthermore, Digital Assets may be structured in a way that creates an intentional or unintentional security or commodity interest. Future regulatory clarity that imposes greater regulatory burdens on some participants in the crypto ecosystem is likely. To the extent that new regulations are imposed, or regulatory authorities apply existing regulations to Digital Assets investments may be materially adversely affected. Further, the taxation of Digital Assets is uncertain in many jurisdictions, and those jurisdictions that have formulated a position have reached varying (and continuously evolving) conclusions. Digital Asset values have experienced extreme price volatility that may continue in the future. The value of Digital Assets also will be affected by the worldwide acceptance or rejection of Digital Assets and Digital Asset network technology. In particular, problems with the supply of a Digital Asset, security flaws (or perceived security flaws) with the applicable network or smart contracts deployed thereon, difficulties with converting a Digital Asset to fiat currencies or other Digital Asset and concerns that Digital Assets may disproportionately facilitate criminal activities or consume excessive amounts of electricity may negatively affect the acceptance, growth and development of Digital Assets. The value of Digital Assets may be volatile and subject to impairment, and such investments may lose their entire value.

### **Legislative and Tax Risk**

Performance may directly or indirectly be affected by government legislation or regulation, which may include, but is not limited to: changes in investment adviser or securities trading regulation; change in the U.S. government's guarantee of ultimate payment of principal and interest on certain government securities and changes in the tax code that could affect interest income, income characterization, and/or tax reporting obligations.

### **Projections**

Wealthspire may rely upon projections, forecasts or estimates developed by a company in which a fund is invested concerning the company's future performance and cash flow. Projections, forecasts, and estimates are forward-looking statements and are based upon certain assumptions.

Actual events are difficult to predict and beyond Wealthspire's control. Actual events may differ from those assumed. Some important factors which could cause actual results to differ materially from those in any forward-looking statements include changes in interest rates; loan pricing; leverage levels; loan structures; credit agreement terms; prepayment rates; timing of acquiring additional assets for a client; exchange rates or default or recovery rates or timing; mismatches between the timing of accrual and receipt of proceeds from a fund's assets; domestic and foreign business, market, financial or legal conditions; differences in the actual allocation of a fund's investments among asset groups from that described herein; the degree to which a fund's investments are hedged and the effectiveness of such hedges, among others. There can be no assurance that certain of a fund's estimated returns or projections can be realized or that actual returns or results will not be materially lower than those estimated therein.

### **Certain Operational Risks Cybersecurity Risk**

The information and technology systems of Wealthspire and of key service providers to Wealthspire and its clients may be vulnerable to potential damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes, and earthquakes. Although Wealthspire has implemented various measures designed to manage risks relating to these types of events, if these systems are



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compromised, become inoperable for extended periods of time or cease to function properly, it may be necessary for Wealthspire to make a significant investment to fix or replace them and to seek to remedy the effect of these issues. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in the operations of Wealthspire or its client accounts and result in a failure to maintain the security, confidentiality, or privacy of sensitive data, including personal information.

### **Business and Regulatory Risks of Private Investment Funds**

Legal, tax and regulatory changes could occur that may adversely affect clients. The regulatory environment for private investment funds and their investment advisers is evolving, and changes in the regulation of private investment funds or their investment advisers may adversely affect the value of investments held by a client and the ability of a client to obtain the leverage it might otherwise obtain or to pursue its trading strategies. In addition, the securities and futures markets are subject to comprehensive statutes, regulations, and margin requirements. The SEC, other regulators and self-regulatory organizations and exchanges are authorized to take extraordinary actions in the event of market emergencies. The regulation of derivatives transactions and funds that engage in such transactions is an evolving area of law and is subject to modification by government and judicial action. In addition, regulators are increasingly considering the role of non-bank lenders. There is no guarantee that laws and regulations applicable to non-bank lenders will not change in a manner that adversely affects a client, including the ability of a client to originate loans or otherwise restrict a client's activities in this regard, or otherwise restrict or materially increase the cost of business of pursuing all potential investment strategies and options.

### **Item 9: Disciplinary Information**

Neither we nor any of our management personnel are subject to or have in the past been subject to any criminal or civil action in any domestic or foreign court, and neither we nor any of our management personnel have been subject to any administrative proceedings before the SEC or any other state, federal or foreign financial regulatory authority.

### **Item 10: Other Financial Industry Activities and Affiliations**

#### **Frank Marzano's Ownership of an Adviser**

As explained in more detail in Item 4 above, Frank Marzano, a Managing Director of Wealthspire, directly or indirectly owns a majority interest in GMAG Management and various of its affiliates, which sponsor and manage the Funds. A conflict of interest exists as Frank Marzano has a financial incentive to recommend an investment in a Fund where he can earn compensation. Nonetheless, an investment in a Fund is only recommended to clients with consideration of numerous factors in mind, including but not limited to, the client's investment objective and financial circumstances.

The Funds shall continue to be operated separate and independent of Wealthspire and Wealthspire Advisors LLC. The Funds will not be offered to Wealthspire clients. Clients may continue to own one or more of the Funds, but neither the purchase of a new Fund or additional investment in a currently owned Fund will be permitted. Wealthspire does not, and shall not, monitor or supervise any of the Funds, nor will it supervise Mr. Marzano relative to his role with the Funds. Wealthspire does not, and shall not, receive compensation from any of the Funds.



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### Affiliates

On November 1, 2023, the firm was acquired by Wealthspire Advisors LLC, a SEC-registered investment advisor, at the time wholly owned by NFP Corp. ("NFP"). Following the November 1, 2023 acquisition, the firm became a subsidiary of Wealthspire Advisors LLC and began doing business as Wealthspire Advisors on June 10, 2024. NFP was acquired by Aon plc on April 25, 2024, and on October 30, 2025 the Firm's parent company, Wealthspire, LP, was acquired by Madison Dearborn Partners, LLC ("MDP"). The firm intends to maintain a separate client brochure until such time as the operations of Wealthspire Advisors LLC and the firm are sufficiently integrated to merit a combined client brochure.

The Firm is affiliated with other registered investment advisers, insurance agencies, and other product and service providers. Wealthspire Advisors is under no obligation to sell any products or recommend any services to our clients as a result of these affiliations.

Wealthspire Advisors has entered into mutual referral arrangements with the following parent company-affiliated entities ("Affiliate"): Retirement Advisory, Newport Private Wealth Inc., and Fiducient Advisors LLC. As a result of these referral agreements, the referring entity will receive a portion of the advisor's services fee received for each referred client. The client will not pay a higher fee than they would normally, and a client is under no obligation to use the services of any Affiliate or third-party advisor that Wealthspire Advisors recommends. Wealthspire has also entered into a referral agreement with Kestra Advisory Services, LLC ("Kestra"), the Broker Dealer platform through which Retirement Advisory offers securities.

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

Wealthspire Advisors and its employees may buy and sell the same securities that may be recommended to clients. If the possibility of a conflict of interest occurs, the client's interest will prevail. It is the policy of Wealthspire Advisors that priority will always be given to the client's orders over the orders of an employee.

To avoid any potential conflicts involving personal trades, Wealthspire Advisors has adopted a Code of Ethics which sets forth the standards of conduct which every officer, partner, Advisor Representative, and employee of Wealthspire Advisors is expected to follow. Wealthspire Advisors' fiduciary duty compels all employees to act with the utmost integrity in all dealings, which is the core principle underlying its Code of Ethics and incorporated Personal Trading Policy, and represents the expected norm of all dealings with Wealthspire Advisors clients. In connection with these expectations, Wealthspire Advisors has established principles of conduct for its employees. These standards are consistent with Wealthspire Advisors' belief that ethical conduct is premised on the fundamental principles of openness, integrity, honesty, and trust.

Wealthspire Advisors maintains an investment policy relative to personal securities transactions. This investment policy is part of Wealthspire Advisors' overall Code of Ethics, which serves to establish a standard of business conduct for all of Wealthspire Advisors' personnel that is based upon fundamental principles of openness, integrity, honesty and trust. The firm's policy, in accordance with Section 204A of the Investment Advisers Act of 1940, contains written policies reasonably designed to prevent the unlawful use of material non-public information by Wealthspire Advisors or any of its personnel. For example, the firm's Code of Ethics:

- Requires certain Wealthspire Advisors' personnel to report their personal securities holdings and obtain pre-approval of certain investments
- Prohibits the misuse of material non-public information by any person associated with Wealthspire Advisors
- Prohibits the recommendation, purchase or sale for client accounts any securities in which Wealthspire Advisors or any of its related persons has a material financial interest.

A copy of the firm's Code of Ethics is available upon request.



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Generally, Wealthspire Advisors invests client funds in mutual funds and ETFs.; Assets allocated to Separate Account Managers are invested by that manager without input from Wealthspire Advisors as to the specific securities to be purchased or sold. Wealthspire Advisors' personnel are permitted to buy or sell securities that are also recommended to clients. Because the firm does not generally purchase individual securities for client accounts (except for ETFs that are used as a mutual fund alternative, and when previously agreed upon), Wealthspire Advisors believes that its personnel are not in a position to potentially materially benefit from the sale or purchase of those securities, including ETFs given the underlying composition thereof (*i.e.*, a pooled investment vehicle comprised of numerous individual securities selected at the discretion of the fund manager).

Wealthspire Advisors anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which Wealthspire Advisors has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which Wealthspire Advisors, its affiliates, Advisor Representatives, and/or clients, directly or indirectly, have a position. Wealthspire Advisors employees and persons associated with Wealthspire Advisors are required to follow the Wealthspire Advisors' Code of Ethics. The Code of Ethics is designed to ensure that the personal securities transactions, activities, and interests of the employees of Wealthspire Advisors will not interfere with (i) making decisions in the best interest of advisory clients, and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code, certain classes of securities have been designated as exempt transactions based on a determination that these would materially not interfere with the best interest of Wealthspire Advisors clients. In addition, the Code requires pre-clearance of some transactions, including investment in any limited, private, or initial public offering. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics to reasonably prevent conflicts of interest between Wealthspire Advisors and its clients.

The Code of Ethics also includes provisions relating to maintaining the confidentiality of client information, a prohibition on trading on inside information, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at Wealthspire Advisors must acknowledge reviewing the current Code of Ethics annually.

### *Trade Error Policy*

Wealthspire Advisors strives to minimize the occurrence of trade errors. In the event of a trade error, it is Wealthspire Advisors' policy to return the client to an equivalent or comparable position had the trade error not occurred.

### *Gifts and Entertainment Policy*

Wealthspire Advisors maintains a Gifts and Entertainment Policy, whereby employees are generally prohibited from receiving (or giving) any gift, gratuity, hospitality, or other offering of more than de minimis value, from (to) any person or entity doing business with the firm. This prohibition generally excludes items or events where the employee has reason to believe there is a legitimate business purpose, such as a dinner or a sporting event, of reasonable value and frequency, where a representative of the company providing the business entertainment is present. Gifts received (or given) by employees are reported regularly and are monitored by the firm. Wealthspire Advisors values its relationships with clients and others doing business with the firm, including Separate Account Managers Wealthspire Advisors recommends to its clients. These relationships may result in periodic gifts provided or received by Wealthspire Advisors employees in the ordinary course of business. As a practical matter, it would be difficult to establish working relationships with clients and others without periodic gifts being exchanged.



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While the acceptance of any gift by a Wealthspire Advisors employee may be viewed as a conflict, the Gifts and Entertainment Policy is designed to provide reasonable assurance that gifts received are not of a material nature to impact a Wealthspire Advisors employee's judgment in working with clients and others doing business with the firm.

Wealthspire Advisors clients or prospective clients may request a complete copy of the firm's Code of Ethics by contacting Wealthspire Advisors' Compliance Department using the telephone number on the Cover Page of this Brochure.

### **Item 12: Brokerage Practices**

Wealthspire generally recommends that Clients utilize the custody, brokerage and clearing services provided by Pershing, Fidelity and/or Schwab. Prior to engaging Wealthspire to provide investment management services, the Client will be required to enter into a formal Investment Management Agreement with Wealthspire setting forth the terms and conditions under which Wealthspire shall manage the Client's assets, and a separate custodial/clearing agreement with each designated broker- dealer/custodian.

Qualitative and quantitative factors that Wealthspire considers in recommending Pershing, Fidelity and/or Schwab (or another broker- dealer/custodian,) include historical relationship with Wealthspire, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees charged by the broker-dealer/custodian shall comply with our duty to obtain best execution, the broker- dealer/custodian may charge a commission that is higher than another qualified broker-dealer might charge to effect the same transaction. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of broker-dealer services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although Wealthspire will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for Client account transactions. Under the Program, brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are included in the Program Fee. Under the Wrap Fee Program, the firm offers participants discretionary and non-discretionary investment management services for a single specified annual fee, inclusive of execution, custody, performance reporting, and our investment management fees.

### **Soft Dollars**

Wealthspire does not receive Soft Dollar Benefits from a broker-dealer or a third party.

### **Brokerage for Client Referrals**

Wealthspire does not receive client referrals from a broker-dealer or third party.

### **Directed Brokerage Arrangements**

Wealthspire accepts directed brokerage arrangements when a client requires that transactions be effected through a specific broker-dealer. In such Client directed arrangements, the Client will negotiate terms and arrangements for their account[s] with that broker-dealer, and Wealthspire will not seek better execution services or prices from other broker-dealers or be able to "batch" the Client's transactions for execution through other broker-dealers with orders for other accounts managed by us. As a result, the Client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account(s) than would otherwise be the case.



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### **Aggregation**

The aggregation or blocking of Client transactions allows an adviser to execute transactions in a more timely, equitable, and efficient manner and seeks to reduce overall commission charges to the Clients. Our policy is to aggregate Client transactions where possible and when advantageous to the Clients. In these instances, clients will receive an average share price and transaction costs will be shared equally and on a pro-rata basis. We currently seek to achieve this by executing transactions in the Client Accounts. Those blocked orders may include orders on behalf of Clients that participate in the Wrap Fee Program as well as Clients that do not participate in the Wrap Fee Program. Trading of aggregate batches of securities composed of assets from multiple Client accounts allows us to execute equity trades in a timely and equitable manner and to reduce overall transaction charges incurred by us. Any reduction in transaction charges incurred by us will not reduce the fees charged to Clients participating in the Wrap Fee Program. In connection with the execution of any such trade, no advisory Client will be favored over any other advisory Client, and each Client that participates in an aggregated batch order will participate at the average share price for all of Wealthspire's transactions in the applicable securities during the applicable business day.

We may have, through our clearing/custodial firm relationships, limited access to initial public offerings of shares ("IPO") and in limited circumstances may purchase and recommend for purchase IPOs for its Client accounts. If one or more managed account Clients request that Wealthspire purchase a specific IPO, Wealthspire will evaluate the suitability of the investment and may, if available, purchase that IPO for each of the requesting client accounts on a pro-rata basis among all requesting Clients. We shall use reasonable efforts to allocate available IPO shares on a fair and equitable basis, and in adherence to applicable laws, rules, and regulations, including FINRA Rule 5130.

### **Allocation**

Our policy prohibits any allocation of trades in a manner that results in more favorable treatment for our employee accounts or any Client Account.

We have adopted a policy for the fair and equitable allocation of transactions that generally analyzes each trade, taking into consideration the specifics of each trade and the characteristics of each Client Account. To the extent that a client participates in a particular transaction such transaction will generally be allocated pro-rata among such Client Accounts, unless facts specific to the transaction and Client Accounts warrant an alternative allocation methodology.

## **Item 13: Review of Accounts**

### **Review of Accounts and Reporting**

Client accounts are reviewed by Private Wealth Advisors assigned to each client account. Wealthspire monitors the investments in your account continuously, and specifically reviews your account to make sure the investments Wealthspire recommends to you are meeting your financial goals. Reviews may also be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment. We advise all of our managed account clients that it is their responsibility to advise us of any changes in their investment objectives or financial situation. We ask all of our managed account clients to review financial planning issues (to the extent applicable), investment objectives, and account performance, with us on an annual basis.

The broker-dealer/custodian provides managed account clients with transaction confirmation notices and regular summary account statements directly. We provide performance reports for each client's account, at least annually. Performance reports for private investment funds are provided in accordance with the terms set forth in each Fund's Offering Documents. Clients are encouraged to compare account statements received from its custodian with reports received from Wealthspire. Clients are also encouraged to contact Wealthspire to discuss ongoing access to account information for their accounts.



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### **Item 14: Client Referrals and Other Compensation**

We do not compensate unaffiliated third parties for client referrals. Nonetheless, Wealthspire has compensation structures that are associated with sourcing clients, which are based on the revenue generated by such clients. In addition, as part of Wealthspire's incentive compensation bonus plan, a pool of funds is allocated to employees on an annual basis based on Wealthspire's profitability. Wealthspire employees may also receive more compensation for recommending that clients participate in the Program as opposed to receiving advisory services outside of the Program. As a result, a conflict of interest exists as such employees have an incentive to recommend that clients participate in the Program.

### **Item 15: Custody**

Although we do not maintain physical custody of client funds and securities, we are deemed to have custody of client funds and securities as defined in the Custody Rule under the Investment Advisers Act of 1940 (the "Custody Rule"). Client funds and securities are held in custody by qualified custodians, such as unaffiliated broker-dealers or banks. Clients will receive quarterly account statements or appraisals directly from their qualified custodian that holds and maintains client assets. Managed account Clients and clients for whom we provide billpay services should receive at least quarterly statements from the custodian or bank. Wealthspire urges Clients to carefully review those statements and compare the official custodial records to reporting provided by Wealthspire. Our reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Where required by the Custody Rule, Wealthspire arranges for an independent accounting firm to perform an annual independent verification of client funds and securities over which Wealthspire is deemed to have custody.

Wealthspire is also deemed to have custody of client funds and securities in certain accounts by virtue of the fact that it has standing letters of authority with respect to such accounts. Nonetheless, Wealthspire relies on the February 21, 2017, no-action letter issued by the U.S. Securities and Exchange Commission granting relief from having to obtain an annual independent verification of funds and securities in accounts over which Wealthspire has custody by virtue of having standing letters of authority.

### **Item 16: Investment Discretion**

Where we have discretionary authority to determine, without obtaining specific consent, securities to be bought or sold, the amount of securities to be bought or sold, broker-dealer to be used and the commission rates paid. This authority is established by the Wrap Fee Investment Management Agreement or other pertinent Investment Management Agreement signed by the Client and Wealthspire.

We exercise that discretion based on the stated investment objectives for the particular Client Account.

Wealthspire has personal discussions with its clients in which their investment objectives, based on their particular financial circumstances, are determined. We create and manage a portfolio based on the client's goals and objectives, the portfolio consists of one or more of the following: individual equities, bonds, exchange traded funds ("ETFs"), no-load or load-waived mutual funds, or other investment vehicles. Each of our clients individually owns the securities in the individual portfolio. Each client has the opportunity to place reasonable written restrictions on investing in certain securities or types of securities. These limitations or restrictions are required to be memorialized in writing. Restrictions do not have to be reflected in a client's investment management agreement; restrictions are reflected in various forms, including but not limited to, as agreed to in writing by both parties, and by email.



When selecting securities and determining amounts, Wealthspire observes the investment policies, limitations, and restrictions of the Clients for which it advises.

**Item 17: Voting Client Securities**

Wealthspire does not vote proxies for its managed account clients. Clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets. Wealthspire and/or the client instruct each custodian of the assets to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets.

If Wealthspire inadvertently receives proxy information for a security held in a managed account client's account, Wealthspire will immediately forward such information to the appropriate managed account client, but will not, and will not be obligated to, take further action with respect to the voting of such proxy. Upon termination of its agreement with a managed account client, Wealthspire shall make a good faith and reasonable attempt to forward proxy information received by Wealthspire on behalf of such managed account client to the forwarding address provided by such client to Wealthspire.

Wealthspire affirmatively disclaims responsibility for voting (by proxies or otherwise) on, and will not take any action with regard to, all matters (other than forwarding proxies and proxy information to managed account clients) for which shareholder action is required or solicited with respect to securities beneficially held by a client's managed account, including, without limitation, (i) all matters relating to class actions, including without limitation, matters relating to opting in or opting out of a class and approval of class settlements and (ii) all matters relating to bankruptcies or reorganizations.

**Item 18: Financial Information**

Wealthspire does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance of services rendered.

We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to Clients and have not been the subject of a bankruptcy proceeding.