

# FORM ADV PART 2A

Current as of March 31, 2022

**Woodbury Financial Services, Inc.**

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This brochure provides information about the qualifications and business practices of Woodbury Financial Services, Inc. If you have any questions about the contents of this brochure, please contact us at (800) 800-2638. Woodbury Financial Services, Inc. is registered with the Securities and Exchange Commission (SEC) as a registered investment adviser. Registration does not imply any level of skill or training. The information in this brochure has not been approved or verified by the SEC or by any state securities authority.

Additional information about Woodbury Financial Services, Inc. is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## ITEM 2 - MATERIAL CHANGES

This Item discusses only specific material changes that are made to this Brochure and provides clients with a summary of such changes. Woodbury Financial Services, Inc. filed its last annual amendment to its Form ADV Part 2A Brochure on March 30, 2021. Since then, the following changes have occurred:

- Item 5 – Fees and Compensation: The Firm has eliminated the conflict of interest where the Advisory Representative pays the separate transaction costs within all Firm programs.
- Item 5 – Fees and Compensation: Additional fee billing options were added to the VISION2020 Wealth Management Platform – Advisor Managed Portfolios Program.
- Item 5 – Fees and Compensation: Additional fee billing options were added to the VISION2020 Wealth Management Platform – Unified Managed Account Program.
- Item 10 – Other Financial Industry Activities and Affiliations: New section added regarding business operations with affiliates.
- Item 10 – Other Financial Industry Activities and Affiliations: The Firm now offers The Ladenburg Thalmann Asset Management (“LTAM”) Qui(k) program.
- Item 14 – Client Referrals and Other Compensation: The Firm no longer offers The Custodial Net New Asset Program to Advisory Representatives.
- Item 14 – Client Referrals and Other Compensation: The Firm now offers The Referral Rewards Program to Advisory Representatives.
- Item 14 – Client Referrals and Other Compensation: The Firm added back The Custodial Net New Assets Program.

### **Will I receive a brochure every year?**

We may, at any time, update this brochure. Any material changes will either be sent to you as a summary of those changes or, depending on the extent of these changes, you will receive the entire updated brochure.

### **Can I request additional copies of the brochure?**

Absolutely. You can request and receive additional copies of this brochure in one of three ways:

Contact your Advisor with whom you are working with.

Download the brochure from the SEC website at [www.adviserinfo.gov](http://www.adviserinfo.gov). Select “investment adviser firm” and type in our Firm name.

Contact the Investment Advisory Compliance Department at 800-800-2638, Fast Track 514.

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## ITEM 4 - ADVISORY BUSINESS

Woodbury Financial Services, Inc. is also registered as an investment adviser with the Securities and Exchange Commission (“SEC”), SEC File No. 801-54905, in order to offer investment advisory products and services to its advisory clients. Woodbury Financial Services, Inc. is also a member of the Financial Industry Regulatory Authority (“FINRA”) as a broker-dealer engaged in the offer and sale of securities products. Advisory products and services are offered through certain Financial Advisers (“FAs”) who have registered as Investment Adviser Representatives (“Advisory Representative”). Registration does not imply a certain level of skill or training. Woodbury is a subsidiary of Advisor Group, Inc. (“Advisor Group”), a wholly-owned subsidiary of Advisor Group Holdings, Inc., which is owned primarily by a consortium of investors through RCP Artemis Co-Invest, L.P., an investment fund affiliated with Reverence Capital Partners LLC. The consortium of investors includes, RCP Genpar Holdco LLC, RCP Genpar L.P., RCP Opp Fund II GP, L.P., and The Berliniski Family 2006 Trust.

Woodbury Financial Services, Inc., the broker-dealer, will henceforth be referred to as “Woodbury”. Woodbury Financial Services, Inc., the Registered Investment Adviser, will henceforth be referred to as “we”, “us”, “our” or “the Firm”.

Woodbury, an independent broker-dealer, has built a strong reputation within the Financial Services Industry through its open-architecture model and commitment to technology and service.

We have been an SEC Registered Investment Adviser since 1997 and manage, as of December 31, 2021, \$17,594,998,446 of assets on a discretionary basis and \$3,749,573,233 on a non-discretionary basis.

Each of our Advisory Representatives is permitted to offer all or any combination of the advisory programs described below to our clients (“you” or “your”).

### **VISION2020 WEALTH MANAGEMENT PLATFORM – ADVISOR MANAGED PORTFOLIOS**

The Wealth Management Platform – Advisor Managed Portfolios Program (“Advisor Managed Portfolios”) provides comprehensive investment management of your assets through the application of asset allocation planning software as well as the provision of execution, clearing and custodial services through Pershing, LLC (“Pershing”).

Advisor Managed Portfolios provides risk tolerance assessment, efficient frontier plotting, fund profiling and performance data, and portfolio optimization and re-balancing tools. Utilizing these tools and based on your responses to a risk tolerance questionnaire (“Questionnaire”), as well as discussions that you and your Advisory Representative have together regarding, among other things, your personal investment objectives and goals, time horizon, risk tolerance, account restrictions, needs, personal circumstances and overall financial situation, we construct a portfolio of investments for you. Your Advisory Representative has the option to allocate your portfolio amongst a mix of stocks, bonds, options, exchange-traded funds, mutual funds and other securities (“Program Investments”) which are based on your investment goals, objectives, and risk tolerance.

Each portfolio is designed to meet your individual needs, stated goals and objectives. Additionally, you have the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio.

For further Advisor Managed Portfolios details please see the Advisor Managed Portfolios Wrap Fee Program Brochure. We provide this brochure to you prior to or concurrent with your enrollment in Advisor Managed Portfolios. Please read it thoroughly before investing.

## **VISION2020 WEALTH MANAGEMENT PLATFORM – UNIFIED MANAGED ACCOUNT PROGRAM**

The Wealth Management Platform – Unified Managed Account Program (“UMA”) provides you with the opportunity to invest your assets across multiple investment strategies and asset classes by implementing an asset allocation strategy. UMA is a Wrap Account program that offers these advisory services along with brokerage and custodial services for a single, annual, asset-based advisory fee.

After you discuss your financial goals and objectives with your Advisory Representative, we will recommend an asset allocation model (“UMA Model”) to you which will consist of:

- a) Investment strategies serviced and created by investment managers or your Advisory Representative that generally consist of a selection of mutual funds, exchange traded products, equities, and or bonds;
- b) Mutual funds and ETFs (“Funds”);
- c) or a combination of the preceding bundled together in an investment asset allocation model.

We will recommend a UMA Model to you based on your responses to a Questionnaire and discussion that we have together regarding among other things, your personal investment objectives and goals, time horizon, risk tolerance, account restrictions, needs, personal circumstances and overall financial situation. In addition, you can place reasonable restrictions on investments held within your UMA account. All recommendations in the UMA are made on a discretionary basis, which means your Advisory Representative can act without your prior approval.

For further UMA details, please refer to The Wealth Management Platform – Unified Managed Account Wrap Fee Program Brochure. We provide this brochure to you prior to or concurrent with your enrollment in UMA. Please read it thoroughly before investing.

### **THIRD PARTY ADVISORY SERVICES**

We can also offer you the services of various third party money managers (“Third Party Money Managers” or “TPMMs”) for the provision of certain investment advisory programs including mutual fund wrap and separately managed account programs. In doing so, we act in a “co-advisory” capacity. Woodbury does not serve as broker-dealer for your Third Party Money Manager account except for certain Lockwood Advisor *FLEX* Portfolio accounts detailed below.

When acting in a co-advisory capacity, the Firm and the Third Party Money Manager are jointly responsible for the ongoing management of your account. In connection with this arrangement, your Advisory Representative will provide assistance in the selection and ongoing monitoring of a particular Third Party Money Manager. Factors we consider in the selection of a particular Third Party Money Manager include, but are not limited to:

- i. our assessment of a particular Third Party Money Manager;
- ii. your risk tolerance, goals, objectives and restrictions, as well as investment experience; and
- iii. the assets you have available for investment.

In addition to the advisory relationship that you will have with these Third Party Money Managers, you will also enter into an advisory relationship with us by signing our client agreement.

If you are interested in learning more about these services, please note that a complete description of the programs, services, fees, payment structure and termination features are available via the applicable Third Party Money Manager’s disclosure brochures, investment advisory contracts, and account opening documents.

You should know that the services provided by us through the use of Third Party Money Managers are under certain conditions directly offered by them to you. The fees charged by Third Party Money Managers who offer their programs directly to you may be more or less than the combined fees charged by the Third Party Money Manager and us for our participation in the investment programs.

Your Advisory Representative can also act purely in a solicitor capacity when referring you to a TPMM. When acting as a solicitor for the TPMM program, the Firm and your Advisory Representative do not provide advisory services in relation to the TPMM program. Instead, your Advisory Representative will assist you in selecting one or more TPMM programs believed to be suitable for you based on your stated financial situation, investment objectives, and financial goals. The TPMM will be responsible for assessing the suitability of their investment recommendations against your risk profile and are compensated for referring you to the TPMM program. This compensation generally takes the form of the TPMM sharing a percentage of the advisory fee you pay to the TPMM. When we act as a solicitor for a TPMM program, you will receive a written solicitor disclosure statement describing the nature of our relationship with the TPMM program, if any; the terms of our compensation arrangement with the TPMM program, including a description of the compensation that we will receive for referring you to the TPMM program. Please consult the applicable Third Party Money Manager's agreement for further information.

Trading by third-party money managers sometimes trigger wash sale rule implications. A wash sale occurs when a security is sold at a loss and then the same or substantially identical security is repurchased within a short time period. The third-party money manager cannot necessarily manage accounts in a manner to avoid wash sale implications. You are encouraged to consult with a tax advisor to discuss any tax implications involving your portfolios in these and in all advisory programs.

#### Lockwood AdvisorFLEX Portfolio Accounts

The Firm has an agreement with Lockwood Advisors, INC. ("Lockwood") that allows its Advisory Representatives to offer the Lockwood AdvisorFLEX Portfolio Accounts program as a TPMM to clients. Woodbury serves as broker-dealer for certain Lockwood accounts that were transitioned from QAM. Woodbury does not serve as broker/dealer for any new Lockwood accounts offered.

## **FINANCIAL PLANNING**

We provide you with financial planning services that include a review of your financial situation and a written report based on an evaluation and analysis of information you provide. This information normally would cover a review of your personal financial situation, including but not limited to present and future cash flow, financial goals, objectives, risk tolerance and time horizon.

We do not render legal, tax or accounting advice or prepare any legal documents for you. Your personal attorney will be solely responsible for providing legal advice, legal opinions, legal determinations and legal documents. Your personal tax adviser or accountant will be solely responsible for any tax or accounting services provided to you.

## **CONSULTING SERVICES**

In addition to financial planning, we can provide you with consultation on various financial topics to address your specific needs and objectives. Your Advisory Representative will analyze your current financial situation and investment goals and present strategies and recommendations to help you attain those goals. Consulting services, while similar to traditional financial planning, provide you with several distinct services which are listed below:

- Budget Planning
- Business Financial Planning
- Cash Flow Analysis
- Philanthropic/Charitable Planning
- Debt Management
- Life Transition Planning
- Education Planning
- Estate, Legacy or Multigenerational Planning

- Major Purchase Planning
- Special Needs Planning
- Major Purchase Planning
- Family Financial Planning

Consulting services can be narrow in scope and do not always take into consideration all areas of a client's financial situation. Consulting services provided should not be construed as investment advice.

## **NON-DISCRETIONARY INVESTMENT ADVISORY SERVICES**

Non-Discretionary Investment Advisory Services ("Non-Discretionary Services") are available on a one-time, ongoing, or periodic basis for one or more of the following Non-Discretionary Services:

1. Investment Portfolio Monitoring

We will monitor your portfolio(s) and provide investment advice on a non-discretionary basis to you through mail, phone or email communication. Investment advice is provided on any or all of the following asset allocation, investment portfolio construction, investment selection, investment adviser retention or other services as agreed upon by both parties.

2. Other Services

We are also available for the following non-discretionary advisory services:

- Financial Counseling – We will include assistance to you in designing personal financial goals and objectives, as well as, recommendations regarding the allocation of present financial resources among different types of assets.
- Review of Accounts – We will perform an annual review and consultation of your account. Such review and consultation typically contains advice regarding recommended changes to your investments and recommendations for implementation of proposed changes.
- Securities Research – We will provide research and advice regarding specific securities, industries or markets.

We are not qualified to, and do not render legal, tax or accounting advice or prepare any legal documents for you unless our Advisory Representative is duly licensed as an attorney or accountant in your state of residence. Your personal attorney will be solely responsible for providing legal advice, legal opinions, legal determinations and legal documents. Your personal tax adviser or accountant will be solely responsible for any tax or accounting services provided to you.

If you receive Non-Discretionary Advisory services, and pursuant to a plan or consultation, you purchase securities or insurance products offered through us, your Advisory Representatives typically receive commissions as Registered Representatives of Woodbury or insurance agents in connection with such transactions. Thus, in these circumstances Advisory Representatives will have a conflict of interest when providing these services because they would likely receive additional compensation if you choose to execute transactions through them in this capacity. The Advisory Representative and Woodbury will also be additionally compensated if you choose to implement recommendations by retaining the Advisory Representative to provide other investment advisory products or services. You are under no obligation to purchase products or services recommended by us or our Advisory Representatives.

## **RETIREMENT PLAN CONSULTING SERVICES**

We offer retirement consulting services to employee benefit plans (collectively, "Plans") and their fiduciaries. The services are designed to assist the plan sponsor (the "Company") in meeting its management and fiduciary obligations to the Plan under the Employee Retirement Income Security Act ("ERISA"). Retirement consulting services are provided pursuant to a retirement plan consulting services agreement, and will consist of general

or specific advice, that includes services other than investment advisory services. Retirement plan consulting services include one or more of the following:

1. **Plan Set Up:** Your Advisory Representative will assist you with the initial set up of a new Plan on a record-keeping platform.
2. **Plan Conversion:** Your Advisory Representative will assist you with converting a Plan from an existing record-keeping platform to a new record-keeping platform.
3. **Recommend and monitor investment options:** Your Advisory Representative will assist you by periodically reviewing (at least annually) the investment options of the Plan's investment menu and, when warranted, recommend possible change in investment option(s).
4. **Plan Performance Review:** Your Advisory Representative will assist you by conducting a periodic review (at least annually) to assist you with determining whether the terms of the Plan and the design are meeting your needs and those of the Plan's participants.
5. **Benchmarking of the platform, fees and services:** Your Advisory Representative will assist you by periodically reviewing and benchmarking the Plan's fees, services and investments.
6. **Plan Compliance Review:** Your Advisory Representative will conduct a periodic review (at least annually) of specific Plan items as determined by the Plan and advise the Plan whether it is operating in accordance with Plan documents and applicable provisions of ERISA as it relates to the specific items.
7. **Participant Education Services:** Your Advisory Representative will coordinate and/or conduct periodic investment, enrollment and/or retirement education meetings for Plan participants as determined by the Plan.
8. **Self-Directed Brokerage Account ("SDBA") Education:** Your Advisory Representative will, to the extent directed by the Responsible Plan Fiduciary, conduct periodic employee investment education meetings with respect to implementing trades through the SDBA.

There is opportunity for the Company to engage us to provide a review of executive benefits, for separate compensation.

We will determine with the Company in advance the scope of services to be performed and the fees for all requested services. Prior to engaging us to provide consulting services, the Company will be required to enter into a written agreement with us setting forth the terms and conditions of the engagement, describing the scope of the services to be provided, and the relevant fees and fee paying arrangements. The services outlined above that we provide are explained in more detail in the written agreement. We will also provide additional disclosures about our services and fees, where required by ERISA.

When we perform the agreed upon services, we will not be required to verify the accuracy or consistency of any information received from the Company.

We will serve in a non-discretionary ERISA fiduciary capacity with respect to some but not all of the services that we provide which will be further explained in the written agreement we sign with the Company. The Company is always free to seek independent advice about the appropriateness of any recommendations made by us.

### **Other Services**

In addition to the retirement plan consulting services referenced above, some clients may be allowed to maintain current retirement plan consulting services that were previously offered. Please refer to the Retirement Plan Consulting Services Agreement for the initial service chosen for your account.

## **LENDING SERVICES**

### **Securities Backed Line of Credit (SBLOC) / Non-Purpose Loans**

The Firm offers you SBLOCs offered through participating third party banks. SBLOCs are loans whereby an investor borrows against the assets in his or her investment portfolio without having to liquidate these securities. These loans require monthly interest-only payments, and the loan remains outstanding until it is re-paid. SBLOCs are non-purpose loans, which means the loan proceeds can be used for almost anything except the proceeds may not be used to purchase or trade securities.

An SBLOC allows you the opportunity to avoid potential capital gains taxes because you don't have to liquidate securities for access to funds. You might also be able to continue to receive the benefits of your holdings, like dividends, interest and appreciation. However, as with virtually every financial product, SBLOCs have risks and downsides. For instance, if the value of the securities you pledge as collateral decreases, you may need to come up with extra money fast, or your positions could be liquidated.

The Firm receives third party compensation from participants banks based on the amount of the outstanding loans. This compensation is a conflict of interest because the Firm has a financial incentive for the client to maintain outstanding loans through the program. However, the Firm does not share this compensation with its Advisory Representatives. The Firm and its Advisory Representatives interest in continuing to receive investment advisory fees is an incentive to recommend that clients borrow money rather than liquidating some of their assets managed by the Firm, when it could be in a client's best interest to sell such assets instead of using them as collateral for a loan. The Firm maintains policies and procedures to ensure recommendations made to you are in your best interest and in conjunction with the lack of compensation to your Advisory Representative, believe this mitigates any conflict to the Firm.

Prior to establishing a SBLOC, you should carefully review the disclosure form provided by the Firm.

### **MARGIN LOANS**

As a broker-dealer, Woodbury can loan you money against the value of certain stocks, bonds and mutual funds in your portfolio. That borrowed money is called a margin loan and can be used to purchase additional securities or to meet short-term financial needs. Margin loans are not available in retirement or custodial accounts. There's no set repayment schedule with a margin loan—monthly interest charges accrue to the account, and the borrower has the option to repay the principal at their convenience.

Margin loans can be profitable when securities in an account increase in value. However, the magnifying effect works the other way as well. The marginable investments in the portfolio provide the collateral for the margin loan. While the value of that collateral fluctuates according to the market, the amount borrowed stays the same. If the value of the margined securities decline to the point where they no longer meet the minimum equity requirements, there will be a margin call. When this happens, Woodbury will ask that more cash or marginable securities be deposited into the account to meet the minimum equity requirement or it may sell securities in the account as needed. Please remember:

- Margin loans increase an account's level of market risk;
- Woodbury may initiate the sale of any security in the account without contact the account owner, to meet the margin call; and
- Account owners are not entitled to an extension of time on a margin call.

The Firm has a conflict of interest in recommending to you a margin loan because Woodbury (in its capacity as a broker-dealer) receives a markup on the interest charged on the loan. Such markups on margin interest range up to a maximum markup of 300 basis points above the base lending rate. Your Advisory Representative is not compensated on margin loan balances and therefore does not have a conflict of interest in recommending the use of margin. Consequently, the Firm's conflict of interest to you is mitigated since your Advisory Representative does not receive additional compensation for recommending to you the use of margin. The Firm

maintains policies and procedures to ensure recommendations made to you are in your best interest and in conjunction with the lack of compensation to your Advisory Representative, believe this mitigates any conflict to Woodbury.

Please refer to your margin agreement for additional details regarding your margin loan. Please also refer to the [Client Fee Disclosure - Pershing Clearing](#) located at [www.woodburyfinancial.com/disclosures](http://www.woodburyfinancial.com/disclosures) to find additional details regarding your margin loan fees.

## **SEMINARS**

Our Advisory Representatives are permitted to hold investment-related seminars and/or educational events to existing clients, prospective clients, and the general investing public. The seminars feature general investment-related advice for educational purposes and can include both securities and non-securities topics. No specific individualized investment advice regarding investment objectives or investment related needs of the attendees, listeners, or audience is rendered during seminars. However, participants are free to schedule meetings with the Advisory Representatives(s) in an effort to obtain personalized investment advice. Please see “Fees and Compensation” below for further details related to the investment advisory fee charged for these seminars.

## **ITEM 5 - FEES AND COMPENSATION**

### **VISION2020 WEALTH MANAGEMENT PLATFORM – ADVISOR MANAGED PORTFOLIOS PROGRAM**

We offer Advisor Managed Portfolios as an account where no separate transactions charges apply and a single fee is paid for all advisory services and transactions (“Wrap Account”).

We also offer Advisor Managed Portfolios with separate advisory fees and transaction charges (“Non-Wrap Account”). As such, in addition to the monthly or quarterly account fee described below for advisory services, you will also pay separate per-trade transaction charges.

You will pay a monthly or quarterly account fee, in advance or arrears, based upon the market value of the assets held in your account as of the last business day of the preceding calendar month or quarter or on the average daily value of your account of the preceding month or quarter. Your account fees are negotiable and will be debited from your account by our custodian. If you terminate your participation in this program, you will be entitled to a pro rata refund of any prepaid monthly or quarterly fees based upon the number of days remaining in the month or quarter after the date upon which the notice of termination is received.

Each of our Advisory Representatives negotiates his or her own account fee schedule.

Mutual funds and ETFs invested in the account have their own internal fees which are separate and distinct from the program account fees (for more information on these fees, see the applicable fund prospectus).

Some Fund fees include 12b-1 fees which are internal distribution fees assessed by the Fund, all or a portion of which are paid to the distributor(s) of the Funds. The Firm and your Advisory Representative do not retain 12b-1 fees paid by the Funds.

In certain instances, there is opportunity to be eligible to purchase certain mutual funds and ETFs without incurring transaction charges subject to certain conditions. For details, please refer to Item 4 (No Transaction Fee Programs) of the Advisor Managed Portfolios wrap fee brochure.

For complete fee details, please see the Advisor Managed Portfolios Wrap Fee Program Brochure.

## **VISION2020 WEALTH MANAGEMENT PLATFORM – UNIFIED MANAGED ACCOUNT PROGRAM**

We offer UMA as an account where no separate transactions charges apply and a single fee is paid for all advisory services and transactions ("Wrap Account").

You will pay a monthly or quarterly account fee, in advance, based upon the market value of the assets held in your account as of the last business day of the preceding calendar month or quarter. Your account fees are negotiable and will be debited from your account by our custodian. If you terminate your participation in this program, you will be entitled to a pro rata refund of any prepaid monthly or quarterly fees based upon the number of days remaining in the month or quarter after the date upon which the notice of termination is received.

Each of our Advisory Representatives negotiates his or her own account fee schedule. The account fees paid by client include portions paid to your Advisory Representative ("Advisory Fees"), as well as to the Firm, the custodian, and the third party money managers selected ("Program Fees"). Advisory Fees are set independently regardless of manager selected. Mutual funds and ETFs invested in the account also have their own internal fees ("internal fund expenses") which are separate and distinct from the program account fees (for more information on these fees, see the applicable fund prospectus). Since fees billed to your UMA account are comprised of both Program Fees and Advisory Fees, Advisory Representatives may have an incentive to select third party money managers with lower Program Fees in order to manage the overall fee charged to you. You and your Advisory Representative should consider the overall fees and expenses, including internal fund expenses, when selecting managers and other portfolio investments.

For complete fee details, please refer to The Wealth Management Platform – Unified Managed Account Wrap Fee Program Brochure.

### **THIRD PARTY ADVISORY SERVICES**

Compensation in connection with Third Party Advisory Services generally consists of six elements: i) management fees paid to Third Party Money Managers; ii) management fees paid to us as outlined in the client agreement that you sign with us; iii) transaction costs – if applicable – which are charged when purchasing and selling such securities; iv) custody fees; v) revenue sharing paid to the Firm and vi) fees paid to us for administrative and supervisory services. Your account will be held with the Third Party Advisory Service custodian where your fees will be assessed and deducted.

Similar investment strategies offered through the Third Party Advisory Services program can be offered by more than one provider, including other TPMMs, as well as through other advisory programs offered through the Firm and its affiliates. You should be aware that lower fees for comparable services may be available from other sources.

The account fees paid by client include portions paid to your Advisory Representative ("Advisory Fees"), as well as to the Firm, the custodian, and the third party money managers selected ("Program Fees"). Mutual funds and exchange traded funds invested in the account also have their own internal fees ("internal fund expenses") which are separate and distinct from the program account fees (for more information on these fees, see the applicable fund prospectus). Since fees billed to your account for Third Party Advisory Services are typically comprised of both Program Fees and Advisory Fees, Advisory Representatives may have an incentive to select third party advisory services with lower platform Program Fees in order to manage the overall fee charged to you. You and your Advisory Representative should consider the overall fees and expenses, including internal fund expenses, when selecting managers and other portfolio investments.

For further details, please see the applicable Third Party Money Manager's disclosure brochures, investment advisory contracts and account opening documents.

Each of our Advisory Representatives negotiates his or her own management fee schedule; however, management fees charged by the Third Party Advisory Service in connection with their services are not negotiable.

Woodbury maintains certain revenue sharing arrangements with certain Third Party Advisory Services and product sponsors (please refer to Item 14, Other Compensation).

## **FINANCIAL PLANNING**

Financial planning services are charged either on an hourly fee, fixed fee, or ongoing monthly fee arrangement based upon the fee schedules below and as agreed upon between you and your Advisory Representative. Fees are negotiable and will vary depending upon the complexity of your situation and services to be provided. The exact fees to be charged for the financial plan will be specifically listed, by the Advisory Representative, in the advisory agreement, which is presented to you for your signature before the planning process begins. Similar financial planning services may be available elsewhere at lower cost to you.

- Fixed or flat fees for a financial plan will range from \$500 - \$15,000, depending on the nature and complexity of your circumstances. The fixed fee can be paid up front, in full or through periodic installments as specified in your agreement.
- Hourly Fees will range from \$50 - \$750 per hour, depending on the nature and complexity of your circumstances. Hourly fees for the financial plan will be billed to you after the services are performed and are due upon receipt of the bill.

## **CONSULTING SERVICES**

Consulting services are charged on an hourly or fixed fee arrangement based upon the fee schedules below and as agreed upon between you and our advisory representative. Fees are negotiable and will vary depending upon the complexity of your situation and services to be provided. The exact fees to be charged for Consulting Services will be specifically listed, by the Advisory Representative, in the advisory agreement, which is presented to you for your signature before the consulting process begins. Similar consulting services may be available elsewhere at lower cost to you.

- Fixed or flat fees for a financial plan will range from \$500 - \$15,000, depending on the nature and complexity of your circumstances. The fixed fee can be paid up front, in full, or through periodic installments as specified in your agreement.
- Hourly Fees will range from \$50 - \$750 per hour, depending on the nature and complexity of your circumstances. Hourly fees for the consulting services will be billed to you after the services are performed and are due upon receipt of the bill.

## **NON-DISCRETIONARY INVESTMENT ADVISORY SERVICES**

Fees will be based on several factors. These include time and labor, complexity of the services provided, and special circumstances involved. Each of our Advisory Representatives negotiates their own fee schedule based on the fee schedules outlined below.

- Fixed Fee – A fixed fee will range from \$500 - \$15,000, depending on the nature and complexity of each Client's circumstances.
- Hourly Fee – An hourly fee will range from \$50 - \$750 per hour, depending on the nature and complexity of each Client's circumstances. An estimate for total hours will be determined at the start of the advisory relationship.

When you receive Non-Discretionary Services, other services are available through Woodbury, such as securities and insurance products. Our Advisory Representatives receive commissions as Registered Representatives of Woodbury or insurance agents in connection with such transactions. Thus, there is a conflict of interest when providing these services to you as there is an incentive for us to recommend specific courses of action through our Non-Discretionary Services that lead to our Advisory Representatives receiving additional compensation.

Please be aware that you are under no obligation to purchase products or services recommended by us or members of our Firm in connection with our providing you with Non-Discretionary Services, or any advisory service that we offer.

## **RETIREMENT PLAN CONSULTING SERVICES**

Each of our Advisory Representatives will determine whether to bill the Company for Retirement Plan Consulting Services at a pre-determined hourly rate, a fixed fee, basis points based upon a percentage of Plan assets, or a combination thereof. Fees will be billed quarterly in advance or in arrears. In special

circumstances, other fee paying arrangements can be negotiated. The above referenced terms will be disclosed in the client agreement we sign with the Company.

The client agreement may be terminated by us or the Company at any time upon 30 days' prior written notice. Upon termination, we will deliver a final billing statement for unbilled work performed prior to termination, and the Company will have a period of 30 days within which to deliver payment. If we bill the Company in advance, our fee will be credited back to the Company on a pro-rata basis for the unused portion of the billing period. When we calculate the credit, we will subtract any unbilled work we performed for the Company prior to termination.

Each of our Advisory Representatives negotiates their own fee schedule based on the fee schedules outlined below:

- **Fixed Fee:** Based on the scope of services agreed upon in engagement, reasonable in light of geographical location, complexity of engagement, size of Plan, and other relevant factors.  
Range: \$1,000 - \$100,000
- **Hourly Fee:** Based on estimate of hours needed as provided in engagement (Company must approve in writing hours above original engagement); reasonable in light of geographical location, complexity of engagement, size of Plan, and other relevant factors.  
Range: \$50 - \$300 per hour
- **Basis Points:** Based on specific asset levels in a Plan at dates provided in the engagement, fees can range up to 125 basis points.

You should refer to your Retirement Plan Consulting Services agreement for more detailed information about advisory fees.

## **SEMINARS**

Our Advisory Representatives are permitted to host seminars on various financial topics that encourage clients to seek investment advisory services or purchase securities or insurance products. Fees for the seminars generally range from \$0 to \$300 per session. Group rates are available and are negotiated based upon the number of attendees and the content of the seminar. Fees are due before the seminar or on the day of the seminar, as set forth in the seminar announcement. Cancellation and refund provisions for prepaid fees are disclosed in the seminar announcement or invitation.

## **NEGOTIATION OF FEES**

Fees are negotiated on a case-by-case basis, depending on a variety of factors, including the nature and complexity of the particular service, your relationship with us and our Advisory Representative, the size of the account, the potential for other business or clients, the amount of work anticipated and the attention needed to manage your account. As a result of these and other factors, the sponsors of the advisory programs offered also set different limits on fees that are charged to you. Please note that the same or similar services to those described above may be available elsewhere to you at a lower cost.

## **ADDITIONAL FEES AND EXPENSES**

Mutual fund investments in the programs that we offer are no-load or load at NAV. Certain mutual fund investments are subject to early redemption fees, 12b-1 fees and mutual fund management fees as well as other mutual fund expenses. These fees are in addition to the fees and expenses referenced above. Please review the mutual fund prospectus for full details. Woodbury and your Advisory Representative do not retain 12b-1 fees paid by mutual funds. A surcharge is applied for certain mutual funds. For details, please refer to Item 4 of the Advisor Managed Portfolios wrap fee brochure.

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

There are additional fees relating to IRA and Qualified Retirement Plan accounts that you normally incur such as maintenance and termination fees. You will find these fees disclosed in the account application paperwork provided to you associated with these accounts.

Advisory Representatives may receive commissions or other fees or compensation in relation to any investment or insurance product placed through or with Woodbury as a broker-dealer outside your Model Program account. Therefore, Advisory Representatives have a conflict of interest in recommending such products.

In their capacity as registered representatives and/or licensed insurance agents, your Advisory Representative may offer securities and insurance products and receive commissions as a result of such transactions. The recommendation to purchase a commission product creates a conflict of interest since the receipt of commissions provides an incentive to recommend products based on commissions to be received rather than your particular needs.

Please be aware that you are under no obligation to purchase products or services recommended by us or members of our Firm in connection with providing you with any advisory service that we offer.

Mutual funds generally offer multiple share classes available for investment based upon certain eligibility and/or purchase requirements. For instance, in addition to the more commonly offered retail share classes (typically, Class A, B and C shares), some mutual funds also offer institutional share classes and other share classes that are specifically designed for purchase in an account enrolled in fee-based investment advisory programs. Institutional share classes or classes of shares designed for purchase in an investment advisory program usually, but not always, have a lower expense ratio than other share classes. An investor who holds a more expensive share class of a fund will pay higher fees over time – and earn lower investment returns – than an investor who holds a less expensive share class of the same fund. Not all mutual funds and share classes offered to the investing public are available through our advisory programs for which a client might otherwise be eligible to purchase.

The Firm and its Advisory Representatives have a financial incentive to recommend or select share classes that have higher expense ratios because such share classes generally result in higher compensation. The Firm has taken steps to minimize this conflict of interest by implementing additional training for Advisory Representatives, increasing the proportion of institutional share classes that are available on the platform and rebating Rule 12b-1 fees on both qualified and non-qualified client accounts. Regardless, however, clients should not assume that they will be invested in the share class with the lowest possible expense ratio.

In an advisory program, the appropriateness of a particular mutual fund share class should be determined based on the presence and nature of selling agreements with the mutual fund sponsors.

Finally, certain additional brokerage fees and custodian fees apply to your advisory accounts where Woodbury is acting as the broker-dealer. In some instances, we apply a markup to these fees. Depending on the custodial fee, it is applied annually, per transaction, per month or per CUSIP. Please refer to the [Client Fee Disclosure - Pershing Clearing](#) located at [www.woodburyfinancial.com/disclosures](http://www.woodburyfinancial.com/disclosures) to find additional details regarding custodial fees.

## **WRAP ACCOUNTS**

For Advisory Programs that we offer Wrap Account pricing, the fee for transactions executed in your account are included in your quarterly account fee. As a result, in some cases the quarterly fee charged in a Wrap Account will be higher than that of a Non-Wrap Account with separate advisory fees and transaction charges. Please consider that depending upon the level of the wrap fee charges, the amount of portfolio activity in the account, the value of services that are provided under the investment program, and other factors, the wrap fee may or may not exceed the aggregate cost of services if they were to be provided separately. Generally, wrap programs are relatively less expensive for actively traded accounts. However, the fees in a Wrap Account will be higher overall cost to a client than in a Non-wrap, if the Wrap Account has low trading activity.

## **OPTIONS FOR ASSETS INVESTED IN RETIREMENT PLAN ACCOUNT**

If you have an employer-sponsored retirement plan, you may have several choices as to what to do with your assets when you retire or change jobs. Generally, you might choose one of the following options:

1. Keep your assets in the employer's plan (if allowed)
2. Rollover your assets into an individual retirement account, commonly referred to as an IRA
3. Rollover your assets to another employer-sponsored plan
4. Take a distribution in cash from the plan

Your Advisory Representative has a financial incentive to recommend an IRA rollover because of the compensation he or she will receive when you transfer funds to an account on which the representative will receive a fee from an employer-sponsored retirement plan or from another IRA. This conflict also pertains to situations where you are a participant in a plan where your Advisory Representative is a fiduciary. You should carefully discuss and weigh the advantages and disadvantages of each option with your Advisory Representative before making your decision.

## **SWEEP PROGRAM**

When your Program Account is maintained at Pershing as part of the Sweep Program, your Free Credit Balance will be automatically deposited or "swept" to a deposit account at one or more banks whose deposits are insured by the FDIC (up to applicable limits) or, in limited cases, a money market mutual fund product (collectively, the "Sweep Program").

As set forth in the terms of your Customer Agreement with Woodbury, you may remove your Program Account from participating in the Sweep Program by notifying your Advisory Representative. In addition, there are always alternatives for the short-term investment of cash balances that may offer higher returns than the sweep options made available to you.

### **Sweep Program – Pershing**

#### Eligible Products

1. FDIC Insured Deposit Program (*BDSP & ICAP*)
2. Money Market Mutual Fund

Accounts custodied at Pershing will be eligible for the Pershing sweep program ("Sweep Program – Pershing"). The Sweep Program – Pershing automatically transfers free credit balances in your account to a deposit account at one or more banks whose deposits are insured by the Federal Deposit Insurance Corporation (the Bank Deposit Sweep Program ("BDSP") or the Insured Cash Account Program ("ICAP")) or, in limited cases, to a money market mutual fund product (the "Money Market Mutual Fund Program").

### **FDIC Insured Deposit Program (BDSP & ICAP)**

Eligible account types: all accounts except ERISA Title 1 accounts, 403(b)(7), & Keogh plans

Free credit balances swept to a deposit account earn interest that is compounded daily and credited to your account monthly. Interest begins to accrue on the date of deposit with the banks participating in the program ("Program Banks"), through the business day preceding the date of withdrawal from the deposit account. The daily rate is 1/365 (or 1/366 in a leap year) of the posted interest rate.

#### Bank Deposit Sweep Program - BDSP

Woodbury has established deposit levels or tiers which ordinarily pay different rates of interest on different deposit balances; accounts with higher deposit balances may receive higher rates of interest than those with lower balances. The amount of interest you receive on deposit accounts will be determined by the amount of interest paid by the Program Banks, minus the amount of fees charged by Pershing, Woodbury, and other service providers. Interest rates paid on the deposit accounts may be higher or lower than interest rates available to depositors making deposits directly with Program Banks or with other depository institutions in comparable accounts. The amount of fees received by Woodbury, Pershing, and any other service provider reduces the interest you receive on your deposit account(s). Your Advisory Representative does not receive any portion of the fees paid by the Program Banks.

#### Insured Cash Account Program - ICAP

Woodbury will receive a monthly per-account fee (not to exceed \$21.25) for services it provides in connection with maintaining and administering the Sweep Program for IRA accounts held in an advisory/ fee-based office range (the "Sweep Account Fee"). The Sweep Account Fee is not based on the amount of assets in the FDIC Program or in your Program Account, and it does not depend on or vary with (and is not affected by) the actual amounts held in the deposit accounts or your Program Account. The Sweep Account Fee will reduce the interest you are paid on the amount of assets in your Program Account. The Sweep Account Fee will generally be paid by the Program Banks on your Program Account's behalf; however, the Fee or a portion thereof may be deducted directly from your Program Account if, for example, the amounts paid by the Program Banks are insufficient to cover the Fee. In a low interest rate environment, Woodbury at its discretion may decide to waive (that is, to not collect) all or a portion of the Fee paid by the Program Banks. Waiving all or a portion of the Sweep Account Fee will reduce the impact of the Fee on the interest you receive. Under this Program, Woodbury will receive a fee from the Program Banks in connection with the deposit accounts. The fee received may differ among each Program Bank. You will have no rights to the amounts paid by the Program Banks, except for interest actually credited to your account. The amount of fees received by Woodbury, Pershing, and any other service provider reduces the interest you receive on your deposit account(s).

Your Advisory Representative does not receive any portion of the fees paid by the Program Banks.

### **Money Market Mutual Funds**

Free credit balances in the following brokerage account types will be automatically swept into the Federated Hermes Government Reserves Fund ("Fund") (GRFXX), which is managed by Federated Hermes Investors ("Federated Hermes"):

- All ERISA Title 1 account types, including Profit Sharing Plans, 401(k), Roth 401(k), Simple 401(k), Individual 401(k), qualified deferred compensation plans, defined benefit plans, target benefit plans, and money purchase pension plans
- 403(b)(7) accounts
- Keogh plans

The Federated Hermes Government Reserves Fund is a money market mutual fund and seeks to maintain a stable share price of \$1.00. The Fund invests primarily in a portfolio of short-term U.S. Treasury and government securities. These investments include repurchase agreements collateralized fully by U.S. Treasury and government securities. The Fund uses repurchase agreements to provide a liquidity base for the portfolio and a potential yield advantage relative to other short-term securities. Although the Fund seeks to preserve the value of your investment at \$1.00 per share, it cannot guarantee it will do so. An investment in the fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Woodbury does not receive any additional compensation from the Fund.

For additional information about the [Sweep Program - Pershing](http://www.advisorgroup.com/disclosures/cash-sweep-pershing) please visit our website located at [www.advisorgroup.com/disclosures/cash-sweep-pershing](http://www.advisorgroup.com/disclosures/cash-sweep-pershing).

**Material Conflicts of Interest**

Because the Sweep Program – Pershing generate payments from third parties to Woodbury, a conflict of interest exists. A conflict of interest also arises because we earn more compensation from cash balances being swept to or maintained in the Sweep Program than if you purchase other investment funds or securities. This additional compensation is in addition to the management fee the Firm receives in connection with such assets pursuant to the client’s advisory contract.

In addition, a conflict of interest arises as a result of the financial incentive for the Firm and Woodbury to recommend and offer a Sweep Program over which they have control of certain functions. Woodbury has the ability to establish and change interest rates paid on Sweep Program balances, to select or change Participant Banks, and to determine the tier levels at which interest rates are paid, all of which generates additional compensation for Woodbury. Woodbury may earn up to a maximum of 400 basis points (4.00%) annually on the amounts deposited with the Program Banks through the BDSP.

The Advisory Representative who makes investment recommendations for your Program Account does not receive any compensation from these payments or based on the selection of the sweep vehicle. The Firm maintains policies and procedures to ensure recommendations made to you are in your best interest.

**ITEM 6 - PERFORMANCE BASED FEES AND SIDE BY SIDE MANAGEMENT**

Neither the Firm nor our Advisory Representatives accept performance-based fees (i.e. fees based on a share of capital gains or capital appreciation of the assets of a client). Nor does the Firm engage in side-by-side management (i.e. managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees).

**ITEM 7 - TYPES OF CLIENTS**

Our Advisory Representatives provide investment advisory services to:

- Individuals (including high net worth individuals)
- Banking or thrift institutions
- Pension and profit sharing plans
- Trusts
- Estates or charitable organizations
- Corporations
- State and municipal governmental entities
- Other business entities

Our minimum account size requirements for opening an account with us are as follows:

Program	Requirements
VISION2020 Wealth Management Platform – Advisor Managed Portfolios	\$10,000
VISION2020 Wealth Management Platform – Unified Managed Account Program	The program minimum for the Unified Managed Account Program is \$5,500. The specific minimum varies according to the Investment Manager and asset allocation model selected.

Third Party Advisory Services	Each Third Party Advisory Service sets their own minimums.
Financial Planning	No minimum
Consulting Services	No minimum
Non-Discretionary Investment Services	No minimum
Retirement Plan Consulting	No minimum

*All account minimums may be waived at the sole discretion of the Program Sponsor.*

## **ITEM 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

Advisory Representatives rely on various types of tools and methods to assist in recommending or selecting investment strategies to you. As noted in Item 4, your Advisory Representative formulates an investment strategy based on discussions with you regarding, among other things, your personal investment objectives and goals, time horizon, risk tolerance, account restrictions, needs, personal circumstances and overall financial situation. Based on those discussions, a portfolio of investments is constructed for you.

Investment returns are highly dependent on the value of underlying securities which are impacted by trends in the various investment markets. All investments carry a certain degree of risk and no one particular security, investment product, investment style or portfolio manager is suitable for all types of investors. Since the Firm and its Advisory Representatives recommend and offer a broad spectrum of investment products, programs and strategies, the methods of analysis and investment strategies recommended will vary based upon the Advisory Representative making the assessment and providing the advice. Under the Third Party Advisory Services Program, each third party asset manager has its own methods of analysis, investment strategies and unique investment risks that should also be reviewed and considered.

### **METHODS OF ANALYSIS**

The Firm does not require our Advisory Representatives to implement a particular investment strategy or method of analysis which will vary based upon the individual Advisory Representative making the assessment and providing the advice. Some of the more common methods of analysis that are used are Fundamental and Technical analysis. Fundamental analysis is security analysis grounded in basic factors such as the financial condition and management of a company as well as overall economic and industry conditions which are used to predict the future value of an investment. The resulting data is used to measure the true value of the company's stock compared to the current market value. Technical analysis is the practice of using statistics to determine trends in security prices and make or recommend investment decisions based on those trends. Technical analysis involves using chart patterns, momentum, volume, recurring price patterns, trends based upon business cycles and relative strength in an effort to identify patterns that suggest future activity.

Your Advisory Representative or a third-party money manager can engage in a tactical strategy involving active trading. Tactical strategies can be risky and your portfolio can be more volatile with shorter term fluctuations from more frequent trading. This type of strategy may not be appropriate for clients with a low risk tolerance. You should be prepared for higher volatility and may lose funds when you invest in securities. Active trading can result in tax consequences due to shorter-term purchases and sells. Consult your tax professional for advice. Clients should review a Third Party Money Manager's disclosure brochure before investing.

## **ASSOCIATED RISKS**

When using Fundamental Analysis, we generally rely on, among other things, company earnings, balance sheet variables and management quality which are used to predict the future value of an investment. Data we review is generally considered reliable, but we cannot guarantee nor have we verified its accuracy. In addition, the data that we review is sometimes subjective in nature and open to interpretation. Even if our data and interpretation of the data is correct, there can be other factors that determine the value of securities other than those considered in Fundamental Analysis.

When using Technical Analysis, we review statistics to determine trends in security prices and make our investment decisions based on those trends. This analysis is used to predict how an investment will perform short-term. In addition, this analysis does not take into account, the more fundamental properties of what an investment may be worth such as company performance and balance sheet variables which play a part in determining the value of an investment.

When pursuing our strategic long-term investing strategies, we are assuming the Financial Markets will go up in the long-term which cannot be assured. There is also the risk that the segment of the market that you are invested in or perhaps just your particular investment will go down over time even if the overall Financial Markets advance. In addition, purchasing investments long-term creates an opportunity cost, "locking-up" assets that may be better utilized in the short-term in other investments.

### **1. General Investment Risks**

In addition to the personal risk considerations discussed above, the Firm believes it is important for you to understand the risks associated with each recommendation and investment type available. The following is a summary of some of the general risks associated with investing. Please note that this list is not exhaustive, and is provided as an indication of some of the factors that can impact the value of your investments:

#### **Business risk**

This is the risk that the strength of the company you are buying a piece of ownership in (stock for example) or are loaning money to (a bond, for example) affects your potential returns. Your returns from the stock purchase or bond purchase are influenced by factors like the company going out of business, or going into bankruptcy, or having a viable and strong revenue stream from the products or services it sells that is not over-shadowed by expenses. If a company goes bankrupt and its assets are liquidated, common stockholders are the last in line to share in the proceeds.

#### **Call risk**

This is the risk that your bond or other fixed-income investment will be called or purchased back from you when conditions are favorable to the product issuer and unfavorable to you.

#### **Concentration risk**

This is the risk of loss because your money is concentrated in one investment or type of investment. When you diversify your investments, you spread the risk over different types of investments, industries and geographic locations.

#### **Credit risk**

This is the risk that the government entity or company that issued the investment will run into financial difficulties and won't be able to pay the interest or repay the principal at maturity. Credit risk applies to debt investments such as bonds. You can evaluate credit risk by looking at the credit rating of the bond or the issuer. For example, long-term U.S. government bonds currently have a credit rating of AAA, which indicates the lowest possible credit risk.

#### **Currency risk**

This is the risk of losing money because of a movement in the exchange rate. For example, if the U.S. dollar becomes less valuable relative to the Canadian dollar, your U.S. stocks will be worth less in Canadian dollars. This applies when you own foreign investments.

**Default risk**

This is the risk that a bond or other fixed-income investment issuer is unable to pay the contractual interest or principal on the product in a timely manner or at all.

**Financial risk**

This is the risk that the companies you invest in will perform poorly, which affect the price of your investment. You can't eliminate financial risk; however, you may be able to minimize the impact through diversification.

**Foreign Investment risk**

This is the risk of loss when investing in foreign countries. When you buy foreign investments, such as shares of companies in emerging markets, you face risks that do not exist in the United States (for example, the risk of nationalization).

**Horizon risk**

This is the risk that your investment time horizon may be shortened due to a foreseen or unforeseen event, thus requiring you to sell the investment(s) that you were expecting to hold for a longer term. If you must sell at a time when the markets are down, you may lose money.

**Inflation risk**

Inflation risk, also called purchasing power risk, is the chance that the cash generated by an investment today won't be worth as much in the future. Changes in purchasing power due to inflation may cause inflation risk. There are investments that help minimize inflation risk.

**Interest Rate risk**

This is a risk that can affect the value of bonds or other fixed-income investments you may purchase. When interest rates rise, the market value of bonds fall. When interest rates fall, the market value of bonds rise.

**Liquidity risk**

Liquidity risk arises when an investment can't be bought or sold quickly enough to prevent or minimize a loss. You may be able to minimize this risk by diversifying. A good option is index investing where risk is diversified over the various stocks held in a portfolio tracking a particular index. You can't invest directly in an index.

**Manager risk**

This is the risk that an investment manager will fail to execute its stated investment strategy.

**Market risk**

This is the risk that the stock market will decline, decreasing the value of the securities owned. Stock market bubbles and crashes are good examples of heightened market risk. You can't eliminate market risk; however, you may be able to minimize the impact through diversification.

**Options risk**

This is the risk of the option holder losing the entire amount paid for the option in a relatively short period of time, reflecting the nature of the option as a wasting asset becoming worthless when it expires. If you don't sell an option in the secondary market or exercise it prior to expiration, you will lose your entire investment in the option.

**Political and Government risk**

This is the risk that the value of your investment will be affected by the introduction of new laws or regulations.

**Regulatory risk**

This is the risk that changes in law and regulations from any government can change the value of a given company and its accompanying securities. Certain industries are susceptible to government regulation. Changes in zoning, tax structure or laws impact the return on these investments.

**Reinvestment risk**

This is the risk of loss from reinvesting principal or income at a lower interest rate.

## 2. Specific Investment Risks

The Firm and your Advisory Representative offer various types of investments. The different types of investments we offer and their potential risks are described below.

- **Stock** – A stock, also known as “shares” or “equity,” implies owning a proportionate amount of a company that issued the stock. It entitles the stockholder (you) to that proportion of the company’s assets and earnings.
  - Major risks: Business, Concentration, Currency, Financial, Foreign Investment, Inflation, Market, Political and Governmental
- **Bonds** – This is a fixed income investment that represents a loan by you (the investor) to a borrower (typically a company, government/municipality, or governmental agency).
  - Major risks: Business, Call, Credit, Default, Financial, Inflation, Interest Rate, Liquidity, Reinvestment
- **Notes (Including Structured Notes)** – This is a fixed-income investment where you (the investor) purchase a secured debt (or other assets) and become the lender, after which you receive payments (principal and interest) over a specific period (usually a shorter time period than a bond) from the borrower.
  - Types:
    - Principal Protected Note (PPN) – This is a fixed-income security that guarantees a minimum return equal to the investor’s initial investment (the principal amount), regardless of the performance of the underlying assets.
    - Non-Principal Protected Note (NPPN) – This is a fixed-income security that does not guarantee a minimum return equal to the investor’s initial investment (the principal amount), because it allows clients to customize the date of return to suit their investment needs. NPPNs can be linked to a variety of underlying investments including indices, single stocks, portfolios of shares, industry sectors, commodities and currencies.
  - Major risks: Call, Credit, Default, Inflation, Interest Rate, Liquidity, Market, Reinvestment
- **Certificate of Deposit (CD)** (including Structured CDs) – This is a fixed-income investment where you (the investor) deposits a sum of money for a specified period and you will receive either a specific rate of interest or a rate of interest linked to an index with a capped gain. Certain CDs can be FDIC insured.
  - Major risks: Call, Default, Inflation, Interest Rate, Market, Reinvestment
- **Unit Investment Trust (UIT)** – This is where a U.S. financial company that buys or holds a group of securities, such as stocks or bonds, and makes them available to investors as redeemable units. UITs have a stated expiration date based on what investments are held in their portfolio; when the portfolio terminates, investors get their share of the UIT’s net assets.
  - Major risks: Business, Credit, Interest Rate, Liquidity, Market, Reinvestment
- **Exchange Traded Fund (ETF) and Exchange Traded Note (ETN)** – An ETF is a basket of securities that trades on an exchange (open stock market), just like a stock and it often seeks to track an underlying index. ETF share prices fluctuate throughout the trading day as the ETF is bought and sold; this is different from mutual funds that only trade once a day after the market closes. An ETN is a debt instrument that mimics the performance of a basket of securities but does not actually hold them for the benefit of the client. An ETN is an obligation of the issuing company, often an investment bank.
  - Major risks: Concentration, Currency, Foreign Investment, Inflation, Liquidity, Manager, Market, (for ETN: Credit risk)

- **Mutual Fund** – This is a type of investment vehicle consisting of a portfolio of stocks, bonds, or other securities. Mutual funds give small or individual investors easier access to diversified, professionally managed portfolios. Mutual funds are divided into several kinds of categories, representing the kinds of securities they invest in, their investment objectives, and the type of returns they seek. Mutual funds charge annual fees (called expense ratios) and, in many cases, commissions, which can affect their overall returns. Most mutual funds offer you different types of shares, known as "classes." Each class invests in the same portfolio of securities and has the same investment objectives and policies. But each class has different shareholder services and/or distribution arrangements with different fees and expenses.
  - *Open-end* -- With an open-end fund, if you want to buy shares, the management company will sell them to you. They will take your money, add it to the portfolio, and create more shares. You always buy or sell shares of an open-end fund with the issuing fund company, never on the secondary market.
    - Major risks: Concentration, Currency, Foreign Investment, Inflation, Manager, Market
- **Annuity** – This is a long-term investment that is issued by an insurance company designed to help protect the annuitant from the risk of outliving the income generated by their deposits into the contract. Because these are long-term vehicles annuity contracts include contingent deferred sales charges ("CDSCs") that would result in a forfeiture of a percentage of account value if surrendered prior to their expiration, typically three to 10 years depending on the contract.

Annuities have two phases. Phase one of the annuity contract is known as the accumulation phase, where deposits are designed to accumulate on a tax-deferred basis. During the accumulation phase contract holders can choose annuities with any one or, in some cases, a combination of the following accumulation account options:

- **Variable Annuity** – This is a tax-deferred retirement contract that allows you to choose from a selection of investments called subaccounts. These investments are designed to provide contract holders with a diversified investment portfolio in a specified asset class or general investment strategy. Subaccounts are managed by an investment specialist or a team of specialists who make decisions to manage the subaccount based on the stated objective. Each subaccount will have a unique expense ratio based on the services provided by the investment specialist team. For example, subaccount designed to follow the return of a stock index, such as the S&P 500 will have a lower expense ratio than a subaccount seeking to actively manage a portfolio based on a stated objective.
  - Major risks: Business, Credit, Liquidity
- **Investment-only Variable Annuity (IOVA)** – This is a type of annuity contract that provides you with a simple way to set aside taxable assets in a tax-deferred entity focused on investments only. Unlike most variable annuities which offer living income stream and death benefits (for a cost), IOVAs only offer investments and the ability to access the assets without penalty as early as age 59 ½.
  - Major risks: Business, Liquidity, Market
- **Registered Index Linked Annuity (RILA)** – This is a type of annuity contract that calculates account value adjustments based on the performance of a specified market index, such as the S&P 500. The account value will receive protection against market losses typically through a buffer (carrier accepts the first xx% of losses and the account accepts any additional losses in market value) or a floor (the account accepts the first xx% of losses and the carrier accepts any additional losses in market value). This protection is in exchange for limiting gains in account value to a cap (a maximum account value increase of xx%) or a participation rate (account participates in xx% of the market gains). Fees and caps may limit the potential upside. At the end of the sample period, the account value could increase or decrease.
  - Major risks: Business, Liquidity, Market

Phase two of the annuity contract is known as the annuitization phase. This option converts your purchase payments (what you contribute) and accumulated growth (if any) into periodic payments that can be paid out under various payment options, including a lifetime option. Annuities can provide clients with additional benefits above and beyond tax deferred growth in the form of living benefits or enhanced death benefits including but not limited to the following.

- **Guaranteed Minimum Withdrawal Benefit (GMWB)**– Guarantees clients a stream of lifetime income based on a percentage of the contract’s benefit base. Lifetime GMWB payments are available without having to immediately annuitize the contract.
- **Guaranteed Minimum Accumulation Benefit (GMAB)** – Guarantees a certain portion of the investment is returned to the contract owner regardless of the performance of the subaccounts.
- **Guaranteed Minimum Death Benefit (GMDB)** – Guarantees an enhanced benefit to the contract owner’s beneficiaries regardless of the account value on the date of death. These benefits can be based on a return of the initial investment, the highest contract value on the contract’s anniversary over a specified period of time or increase at a specified percentage over a period of time.
- **Closed-end Fund** –This is a type of investment vehicle where, at fund inception, the investment company raises a set amount of money and issues a specific number of shares. No new shares are created after that point. Investors can buy the fund shares only on the secondary market, from someone else who is selling shares. Like stocks, closed-end fund shares can be traded at any time of the day when the market is open. The shares reflect market values rather than the net asset value of the fund itself.
  - Major risks: Concentration, Currency, Foreign Investment, Inflation, Manager, Market
- **Hedge Fund** – This is a broad alternative investment category of pooled investment vehicles with a variety of strategies. Strategies may include investing in no-traditional asset classes, using leverage, or taking short positions. Hedge funds are not subject to the same regulation as mutual funds and is often limited to institutions or wealthy individuals.
  - Major risks: Business, Concentration, Currency, Interest Rates, Liquidity, Manager, Market
- **Interval Fund** – This is a type of investment company that periodically offers to repurchase its shares from shareholders. These shares typically do not trade on the secondary market. These shares are subject to periodic repurchase offers that may be limited by volume by the fund at a price based on net asset value.
  - Major risks: Credit, Liquidity, Manager, Market
- **Managed Futures** – This is an alternative investment where a portfolio of futures contracts is actively managed by professionals. Managed futures are considered an alternative investment and are often used by funds and institutional investors to provide both portfolio & market diversification.
  - Major risks: Foreign Investment, Horizon, Inflation, Interest Rate, Manager, Market
- **Non-Traded REIT** – This is an alternative real estate investment designed to reduce or eliminate tax while paying dividends and/or providing returns on real estate appreciation. A non-traded REIT does not trade on a securities exchange and is therefore quite illiquid for extended periods of time.
  - Major risks: Business, Concentration, Credit, Financial, Inflation, Interest Rate, Liquidity, Manager, Political and Government
- **Non-Traded Preferred Stock** – Preferred stock is a type of hybrid security that has characteristics of both common stock and bonds. Non-traded preferred stock does not trade on a securities exchange and may be illiquid for an extended period of time.
  - Major risks: Business, Call, Concentration, Credit, Financial, Inflation, Liquidity

When you are deciding whether to invest in a specific investment, make sure you obtain, review and discuss with your Advisory Representative the documentation related to the investment which outlines the details of the investment (i.e., prospectuses, annual reports and offering memorandums that discuss the structure of the

investment, fees/costs, management, portfolio, restrictions, contributions, distributions, risks, etc.) The documentation should be provided by your Advisory Representative or can be obtained directly from the investment sponsor.

### **Pledging Assets**

Clients should be aware that pledging assets in an account to secure a loan or purchase securities on margin involves additional risks. The broker/dealer or bank holding the loan has the authority to liquidate all or part of the securities at any time without your prior notice in order to maintain required maintenance levels, or to call the loan at any time. As a practical matter, this may cause you to sell assets and realize losses in a declining market. These actions may interrupt your long-term investment goals and result in adverse tax consequences and additional fees to the bank. The returns on accounts or pledged assets may not cover the cost of loan interest and account fees and may dictate a more aggressive investment strategy to support the costs of borrowing. Before pledging assets in an account, clients should carefully review the loan agreement, loan application and any forms required by the bank and any other forms and disclosures provided by the Firm.

Listed above are some of the primary risks associated with the way we recommend investments to you. Please do not hesitate to contact us to discuss these risks and others in more detail. In instances where we recommend that a third party manage your assets, please refer to the third party's ADV and associated disclosure documents for details on their investment strategies, methods of analysis and associated risks.

***Investing in securities involves risk of loss that you should be prepared to bear.***

## **ITEM 9 - DISCIPLINARY INFORMATION**

Securities and Exchange Commission ("SEC") (March 2019): The Firm self-reported under the SEC's Share Class Selection Disclosure Initiative involving breach of fiduciary duty and inadequate disclosures during the period of January 1, 2014 to April 30, 2015, in connection with the mutual fund share class selection process and fees received pursuant to Rule 12b-1. The SEC issued an order requiring the Firm to pay disgorgement and prejudgment interest to clients in the amount of \$1,171,082.31 and requiring the Firm to cease and desist further violations of Section 206(2) and 207 of the Advisers Act.

Financial Industry Regulatory Authority ("FINRA") (November 2015): Woodbury, in its capacity as a broker-dealer, without admitting or denying the findings, entered into an Acceptance, Waiver and Consent order ("AWC") with the FINRA regarding the Firm's alleged failure to identify and apply sales charge discounts to certain customers' eligible purchases of unit investment trusts ("UIT") resulting in customers paying excessive sales charges of approximately \$98,937.31. The findings also stated the Firm paid restitution to all affected customers. FINRA also alleged the Firm failed to establish, maintain and enforce a supervisory system and Written Supervisory Procedures ("WSP") reasonably designed to ensure that customers receive sales charge discounts on all eligible UIT purchases. The Firm has enhanced its policies and procedures related to identifying and applying sales charge discounts for eligible UIT purchases. Pursuant to the order, the Firm's payment of the \$100,000 fine was completed on December 16, 2015.

New York State Department of Financial Services ("Department") (June 2015): Woodbury, in its capacity as an agent pursuant to Section 2103(a) of the New York Insurance Law (the "Insurance Law") entered into a stipulation agreement with the Department and paid a \$5,000 penalty for violations of (1) Section 110(i) of the Insurance Law, in connection with Woodbury's failure to report to the Superintendent within 30 days the final disposition of certain disciplinary matters and (2) as a result, providing materially incorrect and untrue information within the meaning of Section 2110(a)(2) of the Insurance Law in its renewal application for its agent license. Woodbury will take all necessary steps to prevent the recurrence of similar violations in the future that are a result of failure of reporting.

Missouri Securities Division (June 2014): Woodbury, in its capacity as a broker-dealer, without admitting or denying the findings, entered into a Consent Order with the Missouri Securities Division regarding the Firm's alleged failure to detect a scheme perpetrated by one of its former representatives who circumvented Firm policies related to third party wire transactions. The Firm has resolved the matter with all customers impacted by the former representative's actions. Pursuant to the consent order, the Firm's payment of a \$150,000 fine was completed on July 8, 2014.

Financial Industry Regulatory Authority ("FINRA") (December 2013): Woodbury, in its capacity as a broker-dealer, signed a letter of acceptance, waiver and consent for failure to retain certain business related electronic communications between July 2007 and December 2011 for a small subset of associated persons. Woodbury paid a \$60,000 fine and has enhanced its supervisory system and procedures relating to electronic communications retention.

Financial Industry Regulatory Authority ("FINRA") (January 2012): Woodbury, in its capacity as a broker-dealer, signed a letter of acceptance, waiver and consent for failure to establish, maintain and enforce an adequate supervisory system from January 2008 through May 2009 to review equity trades for excessive trading and consequently did not detect a registered representative who entered excessive and discretionary trades in two customer accounts, as required under NASD Rules 3010 and 2110 and FINRA Rule 2010. Woodbury paid a \$45,000 fine and has enhanced its supervisory system and procedures relating to equity trading review.

Financial Industry Regulatory Authority ("FINRA") (August 2011): Woodbury, in its capacity as a broker-dealer, signed a letter of acceptance, waiver and consent for a failure to establish an adequate supervisory control system from November 2008 to September 2010 to adequately review and monitor the transmittal of funds from the accounts of customers to third party accounts, as required under NASD conduct rules 3010, 3012(A) (2) (B) (i) and 2110, and FINRA Rule 2010. Woodbury paid a \$75,000 fine and has enhanced its supervisory system and procedures related to the transmittal of funds from customer accounts to third party accounts.

## **ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

### **OVERVIEW**

This section of contains information about our financial industry activities and affiliations. We provide information about the material relationships and arrangements we have with any related persons, including broker-dealers and investments advisers. We identify if any of these relationships or arrangements creates a material conflict of interests with clients and discuss how we address these conflicts. "Related Persons" are defined as entities that we control or control us or are under common control with us.

### **CORPORATE STRUCTURE**

Woodbury Financial Services, Inc. is a subsidiary of Advisor Group, Inc., a wholly-owned subsidiary of Advisor Group Holdings, Inc. ("AGHI"), which is owned primarily by a consortium of investors through RCP Artemis Co-Invest, L.P., an investment fund affiliated with Reverence Capital Partners LLC. The consortium of investors includes, RCP Genpar Holdco LLC, RCP Genpar L.P., RCP Opp Fund II GP, L.P., and The Berliniski Family 2006 Trust.

### **OTHER INDUSTRY AFFILIATES**

The Firm has the following affiliates, which are either wholly-owned subsidiaries of Advisor Group, Inc. ("AGI"), or wholly-owned subsidiaries of one of AGI's affiliates.

The Firm is also affiliated with VISION2020 Wealth Management Corp., a registered investment adviser with the SEC. We offer investment advisory programs sponsored by VISION2020 Wealth Management Corp.

Advisor Group, Inc. (AGI) Holding Company	100% owned by AGHI
Royal Alliance Associates, Inc. (RAA) Registered Investment Advisor, Broker/Dealer	100% owned by AGI
Financial Service Corporate (FS Corp) Holding Company	100% owned by AGI
FSC Securities, Corporation (FSC) Registered Investment Advisor, Broker/Dealer	100% owned by FS Corp
SagePoint Financial Inc (SPF). Registered Investment Advisor, Broker/Dealer	100% owned by AGI
VISION2020 Wealth Management Corp. Registered Investment Advisor	100% owned by AGI

The Firm also has Related Persons, as they are under common control of AGI's parent company, Advisor Group Holdings, Inc. ("AGHI"). The following chart details the Related Persons, which are wholly owned subsidiaries of AGHI.

Securities America Financial Corporation (SAFC) Holding Company	100% owned by AGHI
Securities America Advisors, Inc. (SAA) Registered Investment Advisor	100% owned by SAFC
Securities America, Inc. (SAI) Broker/Dealer	100% owned by SAFC
Arbor Point Advisors, LLC (APA) Registered Investment Advisor	100% owned by SAFC
Ladenburg Thalmann Asset Management, Inc. (LTAM) Registered Investment Advisor	100% owned by AGHI
Ladenburg Thalmann & Co., Inc. (LTCO) Broker/Dealer	100% owned by AGHI
Triad Advisors, LLC Registered Investment Advisor, Broker/Dealer & Insurance	100% owned by AGHI
Triad Hybrid Solutions, LLC Registered Investment Advisor	100% owned by AGHI
Highland Capital Brokerage Insurance Company	100% owned by AGHI
Premier Trust, Inc. Trust Company	100% owned by AGHI

The following chart details the Related Persons, which are not wholly owned subsidiaries of AGHI or AGI. These Related Persons, however, are under common control of AGHI. Your Advisory Representative, however, cannot recommend the purchase of securities through such affiliates and do not conduct advisory business through these Related Persons.

Black Diamond Financial, LLC Registered Investment Advisor	100% owned by Black Diamond Financial Holdings, LLC
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## **BROKER-DEALER REGISTRATION**

As noted in Item 4, Woodbury Financial Services, Inc. is registered as an investment adviser with the SEC in order to offer investment advisory products and services to its advisory clients. Woodbury Financial Services, Inc. is also a member of the Financial Industry Regulatory Authority (“FINRA”) as a broker-dealer engaged in the offer and sale of securities products. Woodbury’s registration as a broker-dealer is material to our advisory business because the majority of our advisory accounts are held by Woodbury as introducing broker-dealer to its clearing firm (Pershing). When Woodbury introduces accounts to its clearing firm additional compensation is earned by Woodbury. The conflicts of interest due to this additional compensation are further described herein or within other disclosures for the program.

Most of our Advisory Representatives are associated with Woodbury as Registered Representatives. Your Advisory Representative will take into consideration all types of accounts that could be offered (i.e., both brokerage and advisory accounts) when making the recommendation of an account that is in your best interest. Refer to the Investment Advisor Public Disclosure website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) for more information on your Advisory Representative’s specific licenses or [brokercheck.finra.org](http://brokercheck.finra.org) for registered representatives specific licenses.

Account recommendations include recommendations of securities account types generally (e.g., to open an IRA or other brokerage account), as well as recommendations to roll over or transfer assets from one type of account to another (e.g., a workplace retirement plan account to an IRA).

If acting as a Registered Representative your Advisory Representative can recommend the purchase of securities offered by Woodbury. In that case, your Advisory Representative would receive commissions for those products which will be in addition to advisory fees charged on assets covered by your client advisory relationship. As such, Advisory Representatives have an incentive to sell you commissionable products in addition to providing you with advisory services when such commissionable products may not be suitable. Alternatively, they have an incentive to forego providing you with advisory services when appropriate, and instead recommend the purchase of commissionable investments, if they deem that the payout for recommending the purchase of these investments would be higher than providing management advice on these products for an advisory fee. Therefore, a conflict of interest could exist between their interests and your interests. We maintain policies and procedures to ensure recommendations are in your best interest.

While our securities sales are reviewed for suitability by an appointed supervisor, you should be aware of the incentives we have to sell certain securities products and are encouraged to ask us about any conflict presented.

All such transactions are effected in compliance with the Advisers Act and other applicable law, including our duty to seek best execution.

Please be aware that you are under no obligation to purchase products or services recommended by us or members of our Firm in connection with providing you with any advisory service that we offer.

## **INSURANCE**

Woodbury is also an insurance agency licensed to do business in all 50 states.

Advisory Representatives that are also insurance licensed are permitted to sell fixed insurance products including, but not limited to, fixed annuities, term life insurance, and whole life insurance for compensation through Woodbury’s insurance agency or an independently owned agency.

Highland Capital Brokerage (“Highland”) is a Related Person of the Firm and an independent insurance brokerage firm that delivers life insurance, fixed and equity indexed annuities, long-term care solutions and variable insurance wholesaling support to investment and insurance providers. Some employees of Highland may also be registered with us and/or our broker/dealer affiliates.

## OUTSIDE BUSINESS ACTIVITIES

Since registered representatives are independent contractors of Woodbury, they have the ability to engage in certain other business activities separate from the activities they conduct through Woodbury. Some of Woodbury's affiliated registered representatives are permitted to be employed by, or own, a financial services business entity, including an investment adviser business, separate from Woodbury. Although this is not considered a conflict of interest, clients should be aware that these situations can exist. Such activities include tax preparation, insurance, and/or real estate services. When your Advisory Representative engages in these certain other business activities (other than the provision of brokerage and advisory services through us), they could receive greater compensation through outside business activities.

## BUSINESS OPERATIONS WITH AFFILIATES

Some of our business operations involve directing clients to products or services of our Related Persons. In that case we or our Related Persons can receive compensation when doing so which results in a conflict of interest. Your Advisory Representative, however, does not receive a portion of the compensation paid to us or our Related Persons and therefore does not have a conflict of interest in recommending the use of one of our affiliated companies. As a result of the fact your Advisory Representative is not compensated for directing you to products or services offered by our Related Persons, we believe that the Firm's conflict of interest is mitigated. The Firm maintains policies and procedures to ensure recommendations made to you are in your best interest. The Firm or its Advisory Representatives may direct you to the following Related Persons:

Premier Trust: Premier Trust is a Nevada chartered trust company that provides trust, estate planning and administrative services. When making any recommendation, Advisory Representatives first consider whether Premier Trust can adequately service client needs and whether any other efficiencies or benefits will result to the client. Clients are not obligated to follow our recommendations or use Premier Trust's services. When used, Premier Trust provides full disclosure with respect to its trust and administrative services and related costs.

Highland Capital Brokerage (Highland): Highland is an independent insurance brokerage firm that distributes fixed and variable life insurance, disability insurance, fixed and indexed annuities, and long-term care solutions to financial professional and their clients. Some employees of Highland are also registered with us and/or our broker/dealer affiliates.

Ladenburg Thalmann Asset Management, Inc. (LTAM): LTAM is an SEC registered investment advisor specializing in investment management, market analysis, due diligence, fund selection, asset allocation and diversification strategies. LTAM sponsored programs and their characteristics are more fully described in its disclosure brochures, which are available to any client or prospective client upon request.

LTAM offers the Ladenburg Funds (i.e., Ladenburg Income Fund, Ladenburg Income & Growth Fund, Ladenburg Growth & Income Fund, Ladenburg Growth and Ladenburg Aggressive Growth), each of which is an open-end fund; as well as the Total Portfolio Series funds (Collective Investment Trusts) established for retirement plans. Our Advisory Representatives can recommend clients invest in these funds as well as other Ladenburg portfolios. Transactions within these funds are executed through Ladenburg Thalmann & Co. Inc. (LTCO), which receives no commissions when executing trades on behalf of the Funds.

- LTAM offers the Qui(k) program. LTAM serves as the ERISA Section 3(38) investment fiduciary for the plans associated with this program. LTAM has entered into an agreement to provide 3(38) investment fiduciary services to TRG Fiduciary Services, LLC (TRGF). TRGF is the Pooled Plan Provider (PPP) for the Qui(k) platform, TRGF's Pooled Employer Plan (PEP). LTAM, as well as the other Qui(k) platform service providers, are engaged by TRGF in their capacity as the PPP named fiduciary and PEP plan sponsor. Certain collective

investment trusts (“CITs”) managed by LTAM are available as investment options in Qui(k). However, LTAM utilizes a share class that does not pay a fee to LTAM for management of the CIT assets. Employers who participate in Qui(k) will sign a separate agreement engaging TRGF as the PPP. TRGF, LTAM, and the Firm do not engage in any revenue sharing as a result of this relationship. The specific manner in which fees are charged is established for a client in the client’s written investment advisory agreement. Advisory Representatives are not acting as a fiduciary for purposes of ERISA when recommending employer participation in Qui(k) versus the other programs or options.

We offer clients access to professional third-party money managers that create and implement portfolios with a variety of investment strategies (see Item 4 *Advisory Business* for additional information on the Wealth Management Platform - Unified Managed Account Program). LTAM is among the third-party money managers that can be recommended to clients.

## **ITEM 11 - CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

We have adopted a Code of Ethics (the “Code”) to address securities-related conduct. The Code focuses primarily on fiduciary duty, personal securities transactions, insider trading, gifts, and conflicts of interest. The Code includes our policies and procedures developed to protect your interests in relation to the following topics:

- The duty at all times to place your interests first;
- The requirement that all personal securities transactions be conducted in such a manner as to be consistent with the Code and to avoid any actual or potential conflict of interest or any abuse of an employee’s position of trust and responsibility;
- The principle that investment adviser personnel should not take inappropriate advantage of their positions;
- The fiduciary principle that information concerning the identity of your security holdings and financial circumstances are confidential; and
- The principle that independence in the investment decision-making process is paramount.

This response is only intended to provide you with a summary description of our Code of Ethics. Please refer to our [Code of Ethics](http://www.woodburyfinancial.com/disclosures) in its entirety located at [www.woodburyfinancial.com/disclosures](http://www.woodburyfinancial.com/disclosures).

In limited circumstances, and in compliance with the Investment Adviser’s Act of 1940, Section 206(3) and the Rules thereunder (collectively, the “Act”), we perform principal or agency cross transactions as such activities are described in the Act.

Related Person(s) to us may have an interest or position in securities which may be recommended to you.

Our Advisory Representatives, from time to time, can recommend investment products to you, including mutual funds, variable and fixed annuities, and other insurance products, sponsored, distributed, or managed by our Related Persons. Advisory Representatives may also recommend that you select portfolio managers that are Related Persons. These Related Persons may, from time to time, place brokerage transactions with Woodbury and refer you to us. Such recommendations and arrangements might create a conflict of interest because they may result in an increase in compensation for us, our Advisory Representatives and our Related Persons.

While our security sales are reviewed for suitability by an appointed supervisor, you should be aware of the incentives we have to sell certain securities products and are encouraged to ask us about any conflict presented.

We may recommend securities to you or buy or sell securities for your account at or about the same time we buy or sell the same securities in our own account. In those instances, the Firm maintains policies and procedures to avoid, detect, and correct conflicts of interest that arise if you and the Advisory Representative (including Related Persons) invest in the same security on the same side of the market on the same day.

## ITEM 12 - BROKERAGE PRACTICES

### SELECTION OF BROKER-DEALERS

Although we may utilize other broker-dealers and account custodians to service your advisory account, we generally use Woodbury (in their capacity as a broker-dealer) which introduces accounts to its clearing firms. By using Woodbury, we are able to provide a uniform technology platform to our Advisory Representatives for the management of client accounts and provide clients a uniform clearing and custodial platform applicable to both advisory and non-advisory brokerage accounts.

You will enter into separate custodial/clearing agreements with the applicable custodian for your advisory account. Your funds and securities are held with those custodial firms, and not by us, Woodbury or your Advisory Representative. Custodians handle the delivery and receipt of all securities bought and sold in your account, values securities, receives and distributes all dividend and other distributions, and processes exchange offers, rights offerings, warrants, tender offers, or redemptions. Custodians also send trade confirmations (unless suppressed by you), periodic account statements of all activities, and shareholder communications. They maintain custody of your assets and perform other customary custodial services.

Woodbury's business relationship with Pershing provides Woodbury with other benefits, including favorable pricing, receipt of revenue sharing payments and receipt of a portion of interest payments on margin loans. In addition, these firms provide Woodbury payments for certain conferences and programs. The Firm has an economic interest to use Woodbury in their capacity as introducing broker-dealer and Woodbury has an economic incentive to use Pershing as its clearing firm for trade execution and custody over other firms that do not or would not provide such economic benefits to Woodbury, even if such other firms might be more beneficial to clients of the firm. These substantial economic benefits are further described in **Item 4 - Margin Loans, Item 5 - Sweep Program and Item 14 - Client Referrals and Other Compensation**. Woodbury also has a contract with Pershing which provides Woodbury incentives to place assets with these firms, as well as disincentives in the form of charges to Woodbury if it were to terminate its contract before the end of the contract term. Accordingly, we have a financial incentive and conflict of interest to recommend and use Woodbury and Pershing for brokerage and custodial services.

Transactions executed through Pershing are subject to our duty to obtain "best execution", i.e., a price that is as favorable to you as possible under the prevailing market conditions. While we make every attempt to obtain the best execution possible, there is no assurance that it will be obtained. You should consider whether our programs result in costs or other disadvantages to you as a result of possibly less favorable trade executions.

We do not engage in any soft dollar practices.

### TRADING PRACTICES

Occasionally, a trading error can occur where either we, or our Advisory Representatives, are at fault for effecting one or more erroneous securities transactions for a client's brokerage account. If this occurs in your account, the error will be corrected, and your account will be restored to the same economic position had the error never occurred. In the process of restoring your account, a profit may be realized, or a loss suffered in connection with correcting this error. Neither losses nor gains realized will be passed on to you. As a result, trade corrections can result in a financial benefit to us or our affiliated broker/dealers.

In connection with the provision of Third Party Advisory Services, our choice of custodian will be limited to those choices offered by the Third Party Advisory Service.

We may aggregate your orders with those of other clients in a bunched trade or trades when securities are purchased or sold. For each account that we include in the bunched trade, we must reasonably believe that the bunched order is consistent with our duty to seek best execution and benefit you and each client participating in the aggregated order. The average price per share of each bunched trade is allocated to each account that participates in the bunched trade. Accounts that participate in the same bunched trade are charged transaction costs, if applicable, in accordance with their advisory contracts. If a bunched order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated in a manner that is consistent with the initial pre-allocation. Partial fills will be allocated in a way that does not consistently advantage or disadvantage particular client accounts and are generally filled pro-rata among participating accounts.

The aggregation and allocation practices of mutual funds and third party managers that we recommend to you are disclosed in the respective mutual fund prospectuses and third party manager disclosure documents which will be provided to you.

## **ITEM 13 - REVIEW OF ACCOUNTS**

Each purchase or sale of a security affected by our Advisory Representative in your account is monitored for suitability by an appointed supervisor. In addition, our Advisory Representatives periodically review your accounts as needed, but no less than annually. Such review and consultation typically contain, when warranted, advice regarding recommended changes to your investments and recommendations for implementation of proposed changes.

You will receive monthly and/or quarterly account statements and depending on the advisory program we offer, a quarterly performance report ("QPR").

QPRs are for informational purposes only and based on information believed to be accurate, but that we have not verified. For accurate account information, you must refer to the account statement from the account custodian.

## **ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION**

### **CLIENT REFERRALS**

Woodbury has arrangements with individuals ("Solicitors") under which the Solicitors introduce potential advisory clients to the Firm in exchange for a referral fee. Solicitor arrangements are conducted in accordance with the SEC's "Solicitor Rule" (Rule 206(4)-3). If you are introduced to us through a Solicitor, a separate disclosure statement is provided to you advising that a referral fee is being paid to an individual that is unaffiliated with the Firm.

### **NETWORKING ARRANGEMENTS**

There is an option for the Firm and its Advisory Representatives to offer advisory services on the premises of unaffiliated financial institutions, like banks or credit unions. In such a case, the Firm will enter into networking agreements with financial institutions pursuant to which we share compensation, including a portion of the advisory fee, with the financial institution for the use of the financial institution's facilities and for client referrals.

### **OTHER COMPENSATION**

The Firm offers a range of investments and services to its clients. As you work with your Advisory Representative to determine the right investments and services to achieve your investment goals, it is also important for you to understand how the Firm, Woodbury, Advisor Group and your Advisory Representative are compensated. Certain forms of compensation create conflicts of interest, and it is important for you to assess these conflicts of interest when making investment decisions.

The Firm maintain policies and procedures to ensure recommendations are suitable and require that Advisory Representatives always act in your best interest. We also maintain a supervisory structure to monitor the advisory activities of your Advisory Representative to reduce conflicts of interest. You are encouraged to ask us about any conflict presented. In particular, we note the following:

### **RECRUITING AND TRANSITION ASSISTANCE**

To assist in the costs of transitioning from another investment adviser, we provide various benefits and/or payments to certain Advisory Representatives that are newly associated with the Firm. The proceeds of the transition assistance payments are intended to be used for a variety of purposes, including but not limited to, providing working capital to assist in funding the Advisory Representative's business, satisfying outstanding debt owed to the Advisory Representative's previous firm, technology set-up fees, marketing and mailing costs, stationery and licensure transfer fees, moving expenses, office space expenses, and staffing support. The amount of the transition assistance is generally based on the size of the Advisory Representative's business established at his or her prior firm. This assistance is generally in the form of loans to the Advisory Representative and are forgiven by Woodbury based on the years of service with the Firm.

The receipt of the recruiting/transition assistance creates a conflict in that the Advisory Representative has a financial incentive to recommend a client to open and maintain an account with the Firm.

### **TOP PRODUCER OPPORTUNITIES**

Woodbury offers additional educational, training, marketing and home office support services for those Advisory Representatives that meet overall revenue production goals. While these goals are not specific to any type of product or service offered, a conflict of interest exists because these opportunities provide a financial incentive for Advisory Representatives to recommend investment products and advisory services in general.

### **ADVISOR APPRECIATION PROGRAM**

The Firm provides the following compensation and ownership opportunities to certain Advisory Representatives:

- The Loyalty Award – We provide compensation to certain Advisory Representatives that have been affiliated us with for over a year and have generated at least \$250,000 in annual revenue to Woodbury. For those generating at least \$500,000 in annual revenue to Woodbury a loan will be provided with the repayment dependent on the Advisory Representative retaining affiliation with us through the end of the loan period. These loans create a conflict of interest for your Advisory Representative to retain affiliation with us in order to avoid repayment of the loan.
- The Custodial Net New Asset Program – We will make additional annual payments to Advisory Representatives of up to 20 basis points (.20%) on all new assets added to our customer accounts custodied with Pershing. The Custodial Net New Asset Program provides an incentive for your Advisory Representative to select the Pershing custodial location for your brokerage accounts because compensation is paid to the Advisory Representative (rather than a custodial location at an investment sponsor which would not result in additional compensation).
- The Select Advisor Program – Some Advisory Representatives have been selected to participate in a program whereby they will receive up to 30 basis points (.30%) on all net new assets added to our customer accounts custodied with Pershing. Net new assets ("NNA") is defined as contributions to existing accounts and transfer of new client assets onto our custodian Pershing, less distributions or outbound transfer of assets from same custodians. Eligibility for the program will be based on NNA custodied with Pershing between April 1 and March 31 with payments generally being made in April of each year. If total NNA during this 12-month period is equal to or greater than \$5 million, but less than \$10 million, the Advisory Representative will receive a one-time 20 basis point (.20%) payment. If total

net new assets during this 12-month period is equal to or greater than \$10 million, the Advisory Representative will receive a one-time 30 basis point payment tied to a 3-year forgivable note that will be forgiven in equal one-year portions each year based on the Advisory Representatives continued affiliation with the Firm. The Select Advisor Program provides an incentive for your Advisory Representative to select the Pershing custodial location for your brokerage accounts because compensation is paid to the Advisory Representative (rather than a custodial location at an investment sponsor which would not result in additional compensation).

- The Referral Rewards Program – Subject to certain qualifications and restrictions, the Firm will make payments to affiliated Financial Professionals for referrals of unaffiliated Financial Professionals. For each qualified referred Financial Professional who affiliates with the Firm, the referring Financial Professional will receive up to 3% of the referred Financial Professional's trailing 12-month production and up to 3% of the referred Financial Professional's first 12 months of production. The Firm is responsible for these payments and the payments to the Financial Professional are not a portion of the fees and/or commissions you pay. Your Financial Professional's status as a referring Financial Professional is not a conflict to you because if referring, the referred Financial Professional's production is unrelated to your account. Your Financial Professional's status as a referred Financial Professional is not a conflict to you, because your Financial Professional is not compensated specifically for being part of the Referral Rewards Program.
- The Equity Ownership Plan – Certain Advisory Representatives who are accredited investors are offered the opportunity to invest in AG Artemis Holdings, L.P, the parent entity of Woodbury.

## **LOANS**

Woodbury provides loans to certain Advisory Representatives as an incentive to establish, maintain, or expand their brokerage and advisory relationships. The repayments of such loans are typically dependent on the financial professional retaining affiliation with Woodbury through the end of the loan period. These loans create a conflict of interest for the financial professional to retain affiliation with the firm in order to avoid repayment of the loan. Please note the forgivable notes referenced in the section above on Advisor Appreciation Programs.

## **INDIRECT COMPENSATION AND REVENUE SHARING**

### **Strategic Partners**

In addition to commissions or asset based fees, the Firm, Woodbury and/or Advisor Group receives compensation ("revenue sharing payments") from the below categories:

- *Packaged Products*: certain mutual funds, variable insurance products, fixed insurance products, direct participation programs, alternative investments, and unit investment trusts (UITs)
- *Retirement Plan Partners*: third-party firms, including plan recordkeeping platforms as well as investment managers of mutual funds and the issuers of annuities
- *Third Party Managers*: certain third-party money managers offered through accounts custodied away from the Broker-Dealer
- *Collateralized Lending Partners*: certain banking institutions that collateralize certain investment accounts to obtain secured loans

The above categories are hereinafter referred to as ("Strategic Partner" or Strategic Partners"). Strategic Partners are selected, in part, based on the competitiveness of their products, their technology, their customer service and their training capabilities. Strategic Partners have more opportunities than other companies to market and educate our Advisory Representatives on investments and the products they offer. Revenue sharing payments are typically calculated as a fixed fee, as an annual percentage of the amount of assets held by customers, or as a percentage of annual new sales, or as a combination. Strategic Partners pay Woodbury and/or Advisor Group differing amounts of revenue sharing, for which the Strategic Partner receives different benefits. You do not pay more to purchase Strategic Partner investment products through Woodbury than you would pay to purchase those products through another broker-dealer. Additionally, revenue-sharing payments

received by Woodbury and/or Advisor Group are not paid to or directed to your Advisory Representative. Nevertheless, a conflict of interest exists, in that Woodbury and/or Advisor Group is paid more if you purchase a Strategic Partner product, and your Advisory Representative indirectly benefits from Strategic Partner payments when the money is used to support costs of product review, marketing or training. This conflict of interest is mitigated by the fact that your Advisory Representative does not receive any additional compensation for selling Strategic Partner products, and that the firm maintains policies and procedures to ensure recommendations are in your best interest.

Woodbury will update information regarding Strategic Partners who participate in revenue sharing arrangements with Woodbury on its website on a regular basis. For additional information, including specifics on the revenue share amounts, please refer to our [Indirect Compensation Disclosure](#) located at [www.woodburyfinancial.com/disclosures](http://www.woodburyfinancial.com/disclosures).

From time to time, Woodbury and/or Advisor Group also receives revenue sharing payments from companies that are not Strategic Partners, generally to cover meetings expenses.

### **Clearing & Custodial Firms**

Pershing provides significant compensation to Woodbury in their capacity as introducing broker/dealer to offset its general operating expenses based on the number of accounts and/or account assets held by Woodbury. Compensation received consists of a fixed dollar amount per account and percentage of net new assets and total assets held in clearing accounts at the clearing firms. Due to the significant penalties Woodbury would incur if Woodbury terminated the contracts with Pershing within the first several years of contract implementation, the Firm has an incentive to continue with the long-term contracts Woodbury has in place with Pershing.

Certain custodian fees apply to your clearing accounts. In some instances, Woodbury pays a portion of the fee charged. In some instances, Woodbury applies a markup to these fees. Please see the Pershing Client Fee Disclosure brokerage fee schedules (website below) for details on all of these fees and footnote 1, which identifies each specific item which Woodbury mark-ups. Depending on the custodial fee, it is applied annually, per transaction, per month or per CUSIP. The above forms of compensation are in addition to advisory fees you pay to us.

Please refer to the [Client Fee Disclosure - Pershing Clearing](#) located at [www.woodburyfinancial.com/disclosures](http://www.woodburyfinancial.com/disclosures) to find additional details regarding custodial fees. For more information regarding the above forms of compensation, please refer to our [Indirect Compensation Disclosure](#) located at [www.woodburyfinancial.com/disclosures](http://www.woodburyfinancial.com/disclosures).

### **Other Cash and Non-Cash Compensation**

In addition to reimbursement of training and educational meeting costs, Woodbury and its Advisory Representatives may receive promotional items, meals or entertainment or other non-cash compensation from representatives of mutual fund companies, insurance companies, and Alternative Investment Products, as permitted by regulatory rules. Additionally, sales of any mutual funds, variable insurance products and Alternative Investment Products, whether or not they are those of Strategic Partners, can qualify Advisory Representatives for additional business support and for attendance at seminars, conferences and entertainment events. From time to time, non-Strategic Partners attend Woodbury sponsored meetings for a fee.

## **ITEM 15 - CUSTODY**

Although the Firm's advisory assets are held by a qualified custodian, the Firm is deemed to have custody of client funds because it has the ability to direct such custodians to deduct advisory fees from the client's account and because some client accounts have standing letters of instruction or other similar asset transfer authorization agreement ("SLOAs") which give us the authority to transfer funds to a third party.

The Firm provides quarterly performance reports to clients. On at least a quarterly basis, you will also receive statements from the qualified custodian. The Firm urges you to carefully review the quarterly performance reports we send you and compare them with the statements provided by the qualified custodian. You should promptly notify us or your Advisory Representative upon discovery of any errors, discrepancies or irregularities.

### **ITEM 16 - INVESTMENT DISCRETION**

We manage your accounts on either a discretionary or non-discretionary basis. We will only manage your account on a discretionary basis upon obtaining your consent. Your consent is typically granted and evidenced in the client agreement that you sign with us. We define discretion as: the ability to trade your account, without obtaining your prior consent, the securities and amount of securities to be bought or sold, and the timing of the purchase or sale. It does not extend to the withdrawal or transfer of your account funds.

We give advice and take action in the performance of our duties to you, which differs from advice given, or the timing and nature of action taken, with respect to our clients' accounts.

### **ITEM 17 - VOTING CLIENT SECURITIES**

We do not have the authority to vote proxies solicited by, or with respect to, the issuers of securities held in your account. Typically, proxy materials will be forwarded to you by our custodian. We will forward proxy materials that we receive to you. Please contact us at any time with questions you have regarding proxy solicitations.

In addition, we do not take any action or render any advice with respect to any securities held in any accounts that are named in or subject to class action lawsuits or bankruptcy proceedings. However, we will forward you any information we receive regarding class action legal matters involving any security held in your account.

### **ITEM 18 - FINANCIAL INFORMATION**

We do not allow, require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. Therefore, we are not required to include a balance sheet for our most recent fiscal year. We are well capitalized and in full compliance with applicable regulations and do not foresee any financial conditions that will impair our fulfillment of reasonable obligations or contractual commitments to you.