

Cary Street Partners Investment Advisory LLC

Form ADV Part 2A Brochure

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This brochure provides information about the qualifications and business practices of Cary Street Partners Investment Advisory LLC. If you have any questions about the content of this brochure, please contact us at 804-340-8100.

The information in this brochure has not been approved or verified by the Securities and Exchange Commission or by any state securities authority. Additional information about Cary Street Partners Investment Advisory LLC also is available on the Securities Exchange Commission's website at www.adviserinfo.sec.gov.

Item 2 Material Changes

This section describes the material changes to our Cary Street Partners Investment Advisory LLC (“CSPIA” or the “Firm”) programs since the last amendment of our Form ADV on March 31, 2019.

Item 4 Advisory Business

As of March 25, 2020, Luxon Financial LLC, holding company for CSPIA, changed its name to Cary Street Partners Financial LLC.

As of December 31, 2019, Cary Street Partners had **\$540,327,719** in assets under management on a discretionary basis and **\$1,400,513,719** in assets under management on a non-discretionary basis.

CSPIA has added a description of lending services available to client through the qualified custodians.

Item 5 Fees and Compensation

CSPIA amended the fee schedule to reflect minimum and implementation fees.

CSPIA has disclosed additional compensation received from lending services offered to clients and the potential conflicts of interests that exist.

CSPIA has disclosed additional compensation related to the Cash Sweep Program.

Item 10 Other Financial Industry Activities and Affiliations

CSPIA has amended the Part 2 Brochure of Form ADV to include a reference to Tradition Asset Management LLC.

CSPIA has added a description of the securities-backed loan program offered through Cary Street Partners LLC, broker dealer affiliate.

Item 17 Voting Client Securities

CSPIA has amended its Proxy Voting Policy to align current business practices.

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Item 4 - Advisory Business

CSPIA was established on September 9, 2003 and is registered with the Securities and Exchange Commission (“SEC”) as a registered investment adviser. The use of the term “registered” does not imply a certain level of skill or training.

CSPIA was established on September 9, 2003 and is a wholly owned subsidiary of Luxon Financial LLC. In March 2020, Luxon Financial LLC changed its name to Cary Street Partners Financial LLC (“CSPF”).

CSPIA provides individualized non-discretionary and discretionary advisory services to various categories of institutional and individual clients that wish to participate in financial planning, separately managed accounts (“SMA”), mutual funds, closed end funds, exchange traded funds, annuities, fixed income, structured notes, equities or want to invest in, private equity funds or other alternative investment vehicles.

As of December 31, 2019, CSPIA had **\$540,327,629** in assets under management on a discretionary basis and **\$1,400,513,719** in assets under management on a non-discretionary basis.

All services described in this brochure begin with a consultation with you by a CSPIA Investment Advisor Representative (“Advisor”, “Financial Advisor”, or “FA”) to review your investment objectives, financial situation, and risk tolerance. Depending on the program, you are asked to complete a Client Profile (“client profile”) to document the results of this assessment. After review of your account profile, working with the FA, you will determine which program is appropriate.

Your FA will provide advisory services that may include allocation of assets among different classes, portfolio diversification, managing portfolio risk, portfolio monitoring evaluation, investment policy statement development, manager search and recommendation, and other general economic and financial topics. Your FA will construct a portfolio of securities based on your individual needs, risk tolerance and investment objectives. Account supervision is guided by the stated objectives of the client (e.g., maximum capital appreciation, growth, etc.), and all managed accounts will be maintained with an independent qualified custodian.

Certain investment programs, whether offered directly through CSP or through a Third-Party Platform, may offer investment products or utilize Sub-Managers affiliated with CSP.

CSPIA is neither an attorney nor an accountant, and no portion of any consultation services should be interpreted by the client as legal or accounting advice. Any such consultation services, to the extent rendered, shall be rendered based on the circumstances of a client request. At a client’s request, CSPIA will provide professional references in these and other associated areas.

PRODUCTS OFFERED

CSPIA offers various products to clients through the advisory programs based on individual client needs including equities, mutual funds, options, fixed income and alternative investments.

Structured Notes

Structured products come in different forms and typically consist of a debt security that is structured to make interest and principal payments based upon various assets, rates, or formulas. Investment in structured products includes significant risks, including valuation, liquidity, price, credit, and market risks. One common risk associated with structured products is a relative lack of liquidity due to the highly customized nature of the

investment. Moreover, the full extent of returns from the complex performance features is often not realized until maturity. As such, structured products tend to be more of a buy-and-hold investment decision rather than a means of getting in and out of a position with speed and efficiency.

Another potential risk with structured products is the credit quality of the issuer. Although the cash flows are generally derived from other sources, the products themselves are legally considered to be the issuing financial institution's liabilities.

TYPE OF ADVISORY SERVICES

Cary Street Partners FA Directed Program (“FA Directed Program”)

The FA Directed Program provides investment management services on a discretionary basis to the client (subject to the Investment Advisors Act of 1940 and Firm policies and procedures designed to ensure compliance with rules for this Act). Each FA develops well-diversified portfolios designed to match the client’s financial goals, needs, risk tolerance and financial situations. FAs will recommend a custodian to hold your assets and execute transactions.

Wrap Fee Programs

Cary Street Partners Asset Management LLC: Cary Street Partners Asset Management LLC (“CSPAM”) and CSPIA are affiliated entities and wholly owned subsidiaries of CSPF. CSPAM provides investment strategist services and is the Portfolio Manager of their wrap fee programs, CSP Global Portfolios. Please review the CSPAM Disclosure Brochure (Form ADV Part 2) for a complete description of their service, fee schedules and account minimums regarding their wrap fee programs.

Wells Fargo Advisors: CSPIA entered into an agreement with Wells Fargo Clearing Services, LLC, dba Wells Fargo Advisors (“WFA”), pursuant to which WFA provides advisory and/or other services with respect to certain wrap fee programs (“WFA Programs”). Please review the appropriate WFA Disclosure Brochure (Form ADV Part 2) and the CSPIA Wrap Fee Disclosure Brochure for a complete description of the service, fee schedules and account minimums for their wrap fee programs.

Financial Planning

CSPIA offers financial planning and consulting services to both prospective and existing clients. Your FA will obtain pertinent information about you and use the information as a basis for our recommendations, which may include, but are not limited to, topics such as insurance, tax and cash flow needs, retirement, investments, education, and estate planning. Our recommendations may be implemented, at your sole discretion, with the professional consultants of your choosing (including your broker, accountant, attorney, etc.).

CSPIA offers three (3) types of financial planning services:

- **Hourly Financial Consultation:** Advisor will provide financial consulting services on an hourly basis. The Adviser’s hourly fee will be mutually agreed upon by the Advisor and the Client.
- **Specific Financial Planning:** The Advisor will review all pertinent data provided by the Client, objectives, and mutually agreed upon assumptions and will prepare analysis limited to the topics selected by the Client. The Advisor will provide a written report(s) of all the relevant analysis and recommendations to assist Client specific financial planning needs.
- **Comprehensive Financial Planning:** After a review of all pertinent Client provided data and objectives and mutually agreed upon assumptions, the Adviser will analyze the Clients financial situation

including, but not limited to: net worth (assets and liabilities), corporate benefits, cash flow strategies (current and projected, retirement planning, risk management, investment portfolio, specific financial needs as determined by the client, and tax and estate planning considerations. Upon completion of the analysis, the Adviser will make recommendations including suggested strategies to achieve Client's stated objectives. The Adviser will provide Client with a written report of all analysis and recommendations.

Retirement Planning Services

CSPIA offers advisory services for 401k, profit sharing, non-qualified deferred compensation and retirement plans that are subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended, and other employee retirement plans not subject to ERISA.

Investment Adviser 3(21) Fiduciary Services.

CSPIA will serve as a "fiduciary" within the meaning of Section 3(21) of ERISA and provide non-discretionary advice with respect to the Assets and/or Accounts in the Plan ("Non-Discretionary Services").

Investment Manager 3(38) Fiduciary Services.

CSPIA will serve as an "investment manager" and a "fiduciary" within the meaning of Section 3(38) of ERISA with respect to accounts in the Plan. As an Investment Manager to the Plan, we will provide, in addition to services provided as an Investment Advisor 3(21), services such as Investment Management, selection of Qualified Default Investment Alternatives, and assist in the creation of an Investment Policy Statement.

CSPIA nor any of our FAs will be responsible for rendering any legal, accounting or actuarial advice to any employee or employer.

Third-Party Money Managers

Asset Dedication: CSPIA has entered into a collaborative arrangement with Asset Dedication, LLC ("Asset Dedication"), an independent adviser not affiliated with CSPIA. This service is only offered through our Leesburg, VA branch office due to a preexisting relationship when the adviser joined CSPIA. Through this arrangement we will recommend Asset Dedication's investment strategies and services, when appropriate, based on each client's individual needs.

We will describe the investment program and strategies available from Asset Dedication that may be most beneficial and appropriate for the client. We will recommend Asset Dedication strategies only in relation to the client's stated investment objectives and risk tolerance. The client may or may not enter into an agreement directly with Asset Dedication, who shall provide investment management services. We will serve as the communication conduit between client and Asset Dedication. We shall be available to answer questions that the clients may have regarding their account. Prior to the introduction of a prospective client to Asset Dedication, we collect financial and demographic information, and will assist the client identifying their financial objectives. We will also keep the client's financial plan current to meet the ongoing needs of the client. Asset Dedication will at their discretion resign the agreement if a client fails to timely update their financial plan. Asset Dedication periodically delivers up-to-date program descriptions for use by CSPIA. Asset Dedication will generally have discretionary authority to determine the securities to be purchased and sold for the client's accounts managed by Asset Dedication. Asset Dedication also provides operational support to CSPIA for the efficient delivery of and reporting of portfolio management services.

Clients are advised that there may be other third-party managed programs that may be suitable to the client that may have higher or lower costs. No guarantees can be made that client's financial goals or objectives will be achieved. Further, no guarantees of performance can be offered. Investments involve risk, including the possible loss of principal.

Client should obtain and read Asset Dedication's Disclosure Brochure (Form ADV Part 2) for a complete description of their service, fee schedules and account minimums. A Disclosure Brochure will be provided to clients at the time an agreement for services is executed and account is established.

Salomon and Ludwin: Salomon and Ludwin acts as the third-party manager specializing in managing financial assets for individuals, families, estates, trusts and group retirement plans. Salomon and Ludwin's services are provided on a discretionary basis. The selection of assets is based on the client's investment objectives and goals which are determined during the initial consultation with the Cary Street Partners adviser.

Salomon and Ludwin combines fundamental and technical analysis in seeking to profit from market trends, biases and the future expectations of companies, industries, regions and countries. They use a variety of no-load/load-waived/non-transaction fee mutual funds or exchange traded funds, stocks, and bonds. Salomon and Ludwin's driving objectives in investment strategies are diversification, unemotional discipline and consistent favorable and competitive returns, especially in negative markets.

Assets managed by Salomon and Ludwin are custodied with TD Ameritrade.

Client should obtain and read Salomon and Ludwin's Disclosure Brochure (Form ADV Part 2) for a complete description of their services. A Disclosure Brochure will be provided to clients at the time an agreement for services is executed and account is established.

Lending Services

Margin Loans

CSPIA, in conjunction with our affiliate broker dealer Cary Street Partners ("CSP"), may loan money through the custodian for the purpose of purchasing and trading in securities to any of its clients who custody their assets in a margin account held through the custodian. A margin account is also required when trading certain option strategies, short-selling securities and for other types of securities transactions. CSPIA/CSP and the custodian only extend such credit to clients pursuant to a margin account agreement with CSP and the custodian. Margin loans are not available to retirement or custodial accounts. There is no repayment schedule for a margin loan and the principal may be repaid at the client's convenience. However, monthly interest charges will accrue on the balance.

Note also that CSP charges an asset-based fee based on the AUM in a client's account(s). Using margin to purchase additional securities in an advisory account will increase the asset-based fee, with no deduction in consideration of the margin debt on the account.

Non-Purpose Loans

CSPIA/CSP may offer securities-backed lines of credit ("SBLOC"s) to clients who custody their assets through WFCS. SBLOCs are non-purpose loans, which means the proceeds of the loan cannot be used to purchase, carry or trade securities. The loan proceeds may be used for almost any other purpose, including without limitation, home renovations, real estate purchases, tax bills, debt consolidation, private business opportunities and unexpected personal expenses.

SBLOCs are collateralized by eligible and fully-paid-for stocks, mutual funds, bonds and other securities held in a client's account or an account of another person or entity willing to guaranty the loan. Because an SBLOC may not be used to purchase or trade securities, a client may be able to borrow more against certain securities than is permitted through a margin account. However, accounts pledged as collateral for non-purpose loans must be "cash accounts" and may not have margin loan privileges.

The SBLOC must be repaid even if the residual value of the securities in the account is insufficient. The interest rates on the SBLOC are adjustable and the annual rate of interest will change without prior notice to the client, in accordance with changes in the base rate provided by WFCS and due to tiering changes in loan balances.

A SBLOC has the effect of magnifying any profit or loss of the assets in the collateralized account. A client can lose more money than deposited in the account. If the value of the securities in the collateralized account decline to the point where they no longer meet the minimum equity value required for the collateral, WFCS has the right to make a maintenance call, requiring the client to deposit more cash or qualified securities into the account or, without contacting the client, forcing a sale of the securities in the account in order to meet the maintenance call. The sale of such securities to meet a maintenance call can also create tax liabilities, by incurring in significant capital gains on low-cost basis securities in the account.

Lending Incentives and Conflicts of Interest

CSPIA and your Advisor will have an incentive to recommend borrowing money on a client account and pledging the assets as collateral through CSP. Both CSPIA and CSP are under common ownership and control, and CSP sets the interest rates on which your margin account or SBLOC will be charged. A portion of the interest charged on the outstanding balance of your margin loan or SBLOC will be paid to CSP and solely with respect to an SBLOC, to your Advisor. Additionally, for margin loans, the purchase of securities in the account will result in increased asset-based fees, which may provide an incentive for your Advisor to recommend the use of margin.

An interest rate may be individually negotiated instead of based on the WFCS base rate, and negotiated rates may have an expiration date, after which CSPIA/CSP may change your rate, without giving you any prior notice of the change, based on factors determined by CSPIA/CSP, in our sole discretion, including without limitation the account activity and our overall business relationship.

Item 5 Fees and Compensation

CSPIA will be paid a fee for its services as described in the Fee Schedule of the Investment Advisory Agreement. The Fee Schedule may be amended at any time by mutual agreement of Client and CSPIA.

CSPIA may assess fee minimums and flat fee pricing arrangements which may exceed 2% of the total assets under management and are higher than fees charged by other advisers that provide the same or similar services.

Cary Street Partners FA Directed Program

CSPIA FA Directed Program fees are negotiable.

Wrap Fee Programs

In most cases, the Wrap fee program fees are negotiable. However, certain WFA wrap fee programs will have household minimums that cannot be waived or negotiated. Please review the appropriate WFA Disclosure Brochure (Form ADV Part 2) for a complete description of the service, fee schedules and account minimums for their wrap fee programs.

Financial Planning

The Financial Planning fees are negotiable.

Retirement Planning Services

The Retirement Planning Services fees are negotiable including minimum and implementation fees.

Referral of Third-Party Advisers

Both the description of services offered and the assessment of fees charged by third-party advisers are described in the client's "investment advisory agreement" with the Third-Party Adviser.

Lending Services – Interest Charges

A portion of the interest charged on the outstanding balances of margin loans or SBLOC will be paid to CSPIA and solely with respect to an SBLOC, to your FA. An interest rate may be individually negotiated instead of based on the WFCS base rate, and negotiated rates may have an expiration date, after which CSPIA/CSP may change your rate, without giving you any prior notice of the change, based on factors determined by CSPIA/CSP, in our sole discretion, including without limitation the account activity and our overall business relationship.

Additional Compensation

You recognize and agree that for us to discharge our responsibilities, we must engage in securities brokerage transactions which must be affected through a registered broker-dealer. Broker-dealers charge brokerage commissions and/or transaction fees for executing securities brokerage transactions.

All brokerage commissions and other costs associated with the purchase or sale of securities and other investment instruments, mutual fund or other investment fund fees, or fees of third-party investment managers recommended by CSPIA, custodian fees, interest, taxes and other Account expenses are the responsibility of Client and are not covered by CSPIA's fee (except in limited circumstances determined by the Custodian and/or the FA).

In some accounts, clients are permitted to invest in certain "excluded" assets such as illiquid alternative investments. The FA has discretion whether to assess a one-time fee and include the asset balance on which annualized fees are calculated.

In the case of ERISA accounts, the FA is able to place orders for the execution of transactions with or through such brokers, dealers, or banks as are permitted under the terms of the plan and, complying with Section 28(e) of the Securities Exchange Act of 1934. Transactions executed through certain broker dealers are assessed a commission amount that could exceed the amount of commission another broker or dealer would have charged. All brokerage commissions and other costs associated with the purchase or sale of securities and

other investment instruments, mutual fund or other investment fund fees, or fees of third-party investment managers recommended by the manager, custodian fees, interest, taxes and other account expenses are the responsibility of the client and are not covered by the advisor's fee. Except with the prior written consent of the client and provided that the conditions of an applicable exemption under ERISA are satisfied, the manager shall not engage any affiliate of the manager to perform brokerage services.

For advisory variable annuities, consider any charges and fees, including mortality and expense charges, administrative charges, and investment management fees and applicable 12b-1 fees for the portfolio options. These charges and fees will reduce the value of your account and return on your investment. If you have selected a rider, or optional feature, there could be an additional cost. In addition to the annuity contract fees and expenses, you are subject to advisory fees on the terms set forth in your investment advisory Agreement. This advisory fee will not be taken from the variable annuity contract. Over time, your total expenses to own an advisory variable annuity can be greater than the total expenses to own a similar annuity not subject to the investment management fees.

Cash Sweep Program (the "Sweep Program"), uninvested cash balances – for which no interest is otherwise earned or paid – in your account are automatically swept into interest-bearing deposit accounts ("Bank Deposit Sweep") or, if available, money market mutual funds ("Money Market Funds") or such other sweep arrangements made available to you (collectively "Cash Sweep Vehicles"), until these balances are invested by you or otherwise needed to satisfy obligations arising in connection with your account.

CSPIA and our affiliates, in some cases receive fees and benefits for services provided in connection with the Sweep Program, and we may choose to make available the Cash Sweep Vehicles that are more profitable to us than other money market mutual funds or bank deposit accounts. A portion of these fees may be paid to your FA.

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

Our advisory services do not impose performance fees. Fees are based on the value of the assets in your account, and Cary Street Partners shall not be compensated on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of client (i.e., performance fee).

Item 7 Types of Clients

These advisory services are provided to individuals, pension or profit-sharing plans, trusts, estates or non-profit organizations, corporations or other business entities and governmental entities, educational institutions, as well as banks or thrift institutions.

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

The investment strategies utilized depends on your investment objectives and financial goals as provided to us. Most portfolios are constructed along basic investment objective categories such as:

- Conservative Growth;
- Conservative Growth and Income;
- Conservative Income;

- Moderate Growth;
- Moderate Growth and Income;
- Moderate Income;
- Long-Term Growth;
- Long-Term Growth and Income; and
- Long-Term Income.

Portfolios include investments in companies of all sizes and in any sector, public and private, including investments in energy, natural resources, distressed securities, real estate, venture capital and buy-out, and other private equity, as well as any other business sectors or types of investments. In some cases, FA's invest in securities and financial instruments that employ hedging or other non-traditional investing techniques, such as long and short equity investing, relative value and event driven arbitrage strategies, distressed securities investing, trading and short selling strategies, opportunistic investing in global equity and fixed income investing, and specialized equity investing.

FAs choose managers for their expertise, investment strategies, and demonstrated ability to achieve risk adjusted rates of return greater than those available through traditional public equity investing. FAs place emphasis on managers who engage in extensive research and fundamental analysis. In selecting managers, FAs consider factors, including, but not limited to:

- Strong consistent historical returns;
- Well-articulated and understandable investment strategies;
- Reasonable expenses;
- Tax efficiency;
- Transparency;
- Manageable downside risk; and
- A strong cohesive team that is aligned with investor interests.

Market Risk

All securities investments involve the risk of the loss of capital. The market value of a security may increase or decrease over time. These fluctuations can cause a security to be worth less than the price originally paid for it or less than it was worth at an earlier time. Market risk could impact a single issue, an entire industry, or the market.

Lack of Liquidity in Markets

Despite the heavy volume of trading in securities and futures, the markets for some securities and futures have limited liquidity and depth. This lack of depth could disadvantage an investor, both in the realization of the prices which are quoted and in the execution of orders at desired prices.

Item 9 Disciplinary Information

CSPIA or its management personnel are not involved and have not been involved in any legal or disciplinary events that are considered material.

Item 10 Other Financial Industry Activities and Affiliations

CSPIA is registered with the SEC as a registered investment adviser. The management personnel of CSPIA are registered as investment adviser representatives within their state jurisdiction.

Currently, there is not a pending application for registration as a futures commission merchant, commodity pool operator, commodity trading advisor or an associated person for CSPIA.

Cary Street Partners LLC

Cary Street Partners LLC (“CSP”) is a registered broker-dealer and member of the Financial Industry Regulatory Authority (“FINRA”). CSP provides investment banking, wealth management and brokerage services to its clients. Client accounts of CSP are custodied at WFCS. Currently, there is not a pending application for registration as a futures commission merchant, commodity pool operator, commodity trading advisor or an associated person for CSP, the broker-dealer affiliate or any management person.

CSP, will serve, periodically, as a private placement agent for issuers of equity and debt securities. In that capacity, certain advisory clients who are accredited investors and qualified advisory clients for which the private placement is suitable are shown transactions represented by CSP. If they elect to do so and are acceptable to the issuer and its counsel, these clients purchase securities in some of those offerings.

In addition, CSPF, holding company for CSP and CSPIA, has completed private placements of securities and some of our qualified advisory clients invested in those offerings. The Firm could offer similar investments to our investment advisory clients in the future.

CSP offers a securities-backed loan program through its clearing firm, WFCS, and CSPIA refers clients to the CSP/WFCS program. The loans are secured by eligible marketable securities held in custody at WFCS.

CSPIA and your Advisor will have an incentive to recommend borrowing money on a client account and pledging the assets as collateral through CSP. Both CSPIA and CSP are affiliated entities and wholly owned subsidiaries of CSPF. CSP sets the interest rates on which your margin account or SBLOC will be charged. A portion of the interest charged on the outstanding balance of your margin loan or SBLOC will be paid to CSPIA, and solely with respect to an SBLOC, to your Advisor. Additionally, for margin loans, the purchase of securities in the account will result in increased asset-based fees, which may provide an incentive for your Advisor to recommend the use of margin.

Riverstone Business Advisory Services, Inc.

RiverStone Business Advisory Services, Inc. (“RBAS”), is an affiliated entity of CSPIA and a wholly owned subsidiary of CSPF. Through this entity, certain FAs provide business consulting, bookkeeping services and tax services. Only a limited number of FAs participate in this entity.

Luxon Insurance Services LLC

Luxon Insurance Services LLC (“Luxon Insurance”) is an affiliated entity of CSPIA and a wholly owned subsidiary of CSPF. Luxon Insurance provides business insurance services to clients and corporate entities.

Tradition Asset Management LLC

Tradition Asset Management LLC is an affiliated entity of CSPIA and a wholly owned subsidiary of CSPF. Tradition Asset Management LLC provides diversified investment management services including investment

consulting, financial or estate and tax planning reviews, and discretionary and non-discretionary management of investment portfolios for individuals, pension and profit-sharing plans, trusts, and business entities.

Cary Street Partners Asset Management LLC

Cary Street Partners Asset Management LLC (“CSPAM”) is an affiliated entity of CSPIA and a wholly owned subsidiary of CSPF. CSPAM provides sub-advisory investment management services to clients of affiliated and unaffiliated Investment Advisors who have engaged with CSPAM. In limited circumstances, we provide our services directly to retail clients, but generally all services are provided through the Advisors, who then interact with the clients.

Other Investment Advisers

CSPIA will engage with other investment advisers whereby CSPIA agrees to provide certain services to clients of the investment adviser in exchange for a portion of the investment advisory fee paid to the investment advisers by the clients.

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

CSPIA is guided in all actions by the highest ethical and professional standards. Accordingly, the Firm has embraced the SEC’s adoption of the “Code of Ethics rule”, as an opportunity to affirm its duty to its clients. CSPIA’s Associates are required to comply with the CSPIA’s Code of Conduct and related policies which are made available to all employees.

Pursuant to the SEC’s adoption of this rule, CSPIA has adopted this Code of Ethics (“the Code”) in order to set the standards of conduct to be followed by all persons associated with the Firm. The policies and guidelines set forth in this Code of Ethics must be strictly adhered to by all employees. Severe disciplinary actions, including dismissal, may be imposed for violations of this Code of Ethics.

The Firm’s Advisory Code of Ethics consists of the Code of Ethics and Personal Trading together with the CSPIA Code of Conduct. All Advisory Supervised Persons are subject to the requirements of this Code of Ethics. Advisory Supervised Persons are IA employees acting in an investment advisory capacity and have a fiduciary obligation to their advisory clients to:

- Place the advisory clients’ interests over their own;
- Comply with this Code of Ethics and the Firm’s Investment Adviser Policies and Procedures Manual;
- Comply with applicable federal and state securities laws; and
- Avoid actual or potential conflicts of interest or fully disclose them to the client.

In addition, we have adopted a Privacy Policy to prohibit the transmission, distribution or communication of any information regarding securities transactions in client accounts or other non-public client information. Violation of the Privacy Policy is also considered a violation of this Code of Ethics.

Item 12 Brokerage Practice

How We Select Brokers/Custodians

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

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody);
- Capability to execute, clear, and settle trades (buy and sell securities for your account);
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.);
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds (“ETFs”), etc.);
- Availability of investment research and tools that assist us in making investment decisions;
- Quality of service;
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices;
- Reputation, financial strength and stability; and
- Prior service to us and our other clients.

When, and if, CSPIA has discretion to determine the broker-dealer to be used in a securities transaction, the general policy, in conjunction with the CSPIA’s duty to obtain best execution, is to select or recommend, as applicable, broker-dealers on the basis of the best combination of market price, responsiveness, financial responsibility and execution capability, under the requirements of all applicable law. Lowest possible cost is not the determinative factor.

Depending on the product or service, CSPIA may recommend that you establish account(s) at WFCS, Schwab, TDA, Raymond James or another qualified custodian. Ultimately, though, it is your decision to custody assets with WFCS, Schwab, Raymond James or another qualified custodian. CSPIA is independently owned and operated and not affiliated with WFCS, Schwab, TDA, Raymond James or any other qualified custodian.

Asset Dedication accounts are custodied with Fidelity Investments Wealth Management for which National Financial Services, LLC serves as broker/dealer and qualified custodian. Asset Dedication and CSPIA are not affiliated with Fidelity Investment Wealth Management or National Financial Services LLC.

Item 13 Review of Accounts

CSPIA associates will review your account on a periodic basis to evaluate performance, concentration, style drift, cash flows, adherence to investment guidelines or restrictions, investment selection, and asset quality and other metrics of the investment vehicle.

In performing its services, CSPIA is not required to verify any information received from the client or from the client’s other professionals. Clients are advised to promptly notify us if there are ever any changes in their financial situation or investment objectives, or if they wish to impose any reasonable restrictions upon CSPIA’s

management services. The client may impose restrictions on investing in certain securities or types of securities.

CSPIA, if requested, will show you how the investment compares to its peers and/or relevant benchmark and provide other assessments.

Upon the opening of each account, your investment objectives and strategy are reviewed for approval and consistency. Thereafter, accounts are reviewed on a transaction, monthly, quarterly or annual basis, as applicable, to monitor the account's performance, the individual mutual funds for appropriateness, and certain restrictions that apply.

In addition, your custodian will transmit to you, a statement of account activity at least quarterly.

Item 14 Client Referrals and Other Compensation

CSPIA, at its discretion, will enter into solicitation agreements providing cash compensation to or receiving from solicitors who secure clients for its investment advisory programs. These agreements are fully disclosed to the client.

CSPIA, at its sole discretion, will engage in joint marketing activities with investment managers and/or sponsors of mutual funds in the investment advisory programs it offers. These managers and/or sponsors pay a portion, or all, of the cost of the activities, which payment at times takes the form of reimbursement to CSPIA.

Clients who have investment advisory accounts with CSPIA also have other accounts with the Firm or its affiliates in which management fees are not charged. The payment of commissions in these non-managed accounts is negotiated on an entirely separate basis from the payment of fees and commissions, if any, in the investment advisory accounts.

TD Ameritrade AdvisorDirect

CSPIA receives client referrals from TD Ameritrade through its participation in TD Ameritrade AdvisorDirect. TD Ameritrade is a discount broker-dealer independent of and unaffiliated with CSPIA. TD Ameritrade does not supervise CSPIA and has no responsibility for CSPIA's management of client portfolios.

CSPIA pays TD Ameritrade an on-going fee for each successful client referral. This does not apply to already existing clients of CSPIA. This fee is usually a percentage (not to exceed 25%) of the advisory fee that the client pays to CSPIA ("Solicitation Fee"). CSPIA will also pay TD Ameritrade the Solicitation Fee on any advisory fees received by CSPIA from any of a referred client's family members, including a spouse, child or any other immediate family member who resides with the referred client and hired CSPIA on the recommendation of such referred client.

CSPIA will not charge clients referred through AdvisorDirect any fees or costs higher than its standard fee schedule offered to its clients or otherwise pass Solicitation Fees paid to TD Ameritrade to its clients. For information regarding additional or other fees paid directly or indirectly to TD Ameritrade, please refer to the TD Ameritrade AdvisorDirect Disclosure and Acknowledgement Form.

CSPIA's participation in AdvisorDirect raises potential conflicts of interest. CSPIA has an incentive to recommend clients select TD Ameritrade as the custodian. CSPIA will continue to obtain competitive, or lesser-in-cost, custodial and brokerage charges and commission than those available at other brokers and custodians. CSPIA has agreed not to solicit clients referred through AdvisorDirect to transfer their accounts from TD

Ameritrade or to establish brokerage or custody accounts at other custodians, except when its fiduciary duties require doing so.

CSPIA's participation in AdvisorDirect does not diminish its duty to seek best execution of trades for client accounts.

Item 15 Custody

Unless otherwise expressly stated, the parties agree that in providing services under this Agreement, CSP will not maintain or have possession of the assets maintained in clients' accounts. The assets will be held by an independent, qualified custodian ("Custodian") that will provide monthly or quarterly statements to the client.

CSP may have "custody" of some assets or accounts solely due to standing letters of authorization or other grants of authority including serving as trustee of a client's trust. All trusts maintain accounts with qualified custodians. Account statements are reviewed by a qualified supervisor.

CSPIA may give instructions to the Custodian with respect to all investment decisions regarding the assets and the Custodian is authorized and directed to effect transactions, deliver securities, make payments, and otherwise take such actions we direct. For non-discretionary accounts, we may request documentation from you that such instructions are authorized.

Item 16 Investment Discretion

The client may grant discretionary authority to CSPIA by signing the CSPIA Advisory Agreement. We will have full discretionary power to supervise and direct the investments in these accounts, as long as the accounts have the same client registration, based on your Investment Policy Statement and any other written investment guidelines or restrictions you have provided to us.

Item 17 Voting Client Securities

CSPIA does not vote proxies solicited by or with respect to the issuers of securities in which client accounts are invested and will not take any action or render any advice on investments in client accounts which become subject to class actions or related litigation or other matters such as mergers, acquisitions, tender offers, bankruptcy proceedings or other similar events, although Signature may provide a client limited assistance upon request.

Item 18 Financial Information

CSPIA's financial condition is sufficient to meet its financial commitments to clients and the Firm has not been the subject of any bankruptcy proceeding.