

Item 1: Cover Page



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Form ADV Part 2A – Firm Brochure

(865) 309-5892

Dated: February 21, 2024

This Brochure provides information about the qualifications and business practices of CogentBlue Wealth Advisors, LLC, “CogentBlue”. If you have any questions about the contents of this Brochure, please contact us at (865)309-5892. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

CogentBlue Wealth Advisors, LLC is registered as an Investment Adviser with the SEC. Registration of an Investment Adviser does not imply any level of skill or training.

Additional information about CogentBlue is available on the SEC’s website at www.adviserinfo.sec.gov, which can be found using the firm’s identification number, 312899.

Item 2: Material Changes

Since the previous filing of Form ADV Part 2A filed on June 17, 2022, there have been no material changes.

Future Changes

From time to time, we may amend this Disclosure Brochure to reflect changes in our business practices, changes in regulations, and routine annual updates as required by the securities regulators. Either this complete Disclosure Brochure or a Summary of Material Changes shall be provided to each Client annually and if a material change occurs in the business practices of CogentBlue Wealth Advisors, LLC.

At any time, you may view the current Disclosure Brochure online at the SEC's Investment Adviser Public Disclosure website at <http://www.adviserinfo.sec.gov> by searching for our firm name or by our CRD number 312899.

You may also request a copy of this Disclosure Brochure at any time, by contacting us at (865)309-5892.

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Item 4: Advisory Business

Description of Advisory Firm

CogentBlue Wealth Advisors, LLC is registered as an Investment Adviser with the SEC. We were founded in February 2019. Wesley S. Brown is the principal owner of CogentBlue.

Types of Advisory Services

Investment Management Services (CogentBlue Manages Accounts)

We are in the business of managing investment portfolios for our clients. After we make initial recommendations for client investments, our firm provides continuous ongoing supervisory management and advice to a Client regarding the investment of Client funds based on the individual needs of the Client. We will also review and discuss a Client's prior investment history, as well as family composition and background. All investment advice is customizable, with each account managed according to the investment objectives, needs, guidelines, risk tolerance, and other information as provided by the Client. This begins through gathering information from each Client on a Client Profile Form, or other similar documentation. Based upon information received from the Client, the Firm selects appropriate investment opportunities and invests Client assets in various types of securities. The Firm does not charge an ongoing advisory fee for unmanaged or static assets held in accounts. Through personal discussions in which goals and objectives based on a Client's particular circumstances are established, we develop a Client's personal investment policy or an investment plan with an asset allocation target and create and manage a portfolio based on that policy and allocation targets.

Portfolio management services include, but are not limited to, the following:

- Investment strategy
- Investment Policy and Asset Allocation Strategy
- Asset allocation
- Individualized Security Recommendations and Implementation
- Regular portfolio monitoring
- Risk Tolerance and Suitability

Account supervision is guided by the stated objectives of the Client (e.g., maximum capital appreciation, growth, income, or growth, and income), as well as tax considerations. Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors. Fees pertaining to this service are outlined in Item 5 of this brochure.

In cases where the client chooses to have CogentBlue advise on assets that are not held at a qualified custodian with which CogentBlue has an advisory relationship (See Item 12 of this Part 2A), CogentBlue is able to provide investment management services of those held-away accounts through a third-party portfolio management provider, Pontera. Such accounts will be studied, analyzed, asset-allocated, monitored, managed, tactically adjusted and rebalanced when necessary and periodically reviewed by CogentBlue in detail on behalf of the client, taking into account the client's evolving individual circumstances, goals and objectives.

Access to held-away accounts is achieved by the client giving permission via a provided link through Pontera for CogentBlue to make asset allocation changes via the client's online login credentials. These online credentials are never made available to, held or stored by CogentBlue. Access is restricted and CogentBlue will only have permissions to make changes to the allocation of funds or other securities in the account and will not at any time be able to adjust, add to or subtract from investment options, or any other plan policies or fees assessed by the plan or the fund providers, access the financial assets in the account, make deposits, withdrawals, or distributions. These assets will be monitored using third party account aggregation software whereby the account values and holdings are transmitted and viewed from the account aggregation software. These assets are included in calculating the total assets under management when assessing the annual advisory fee.

Use of Third-Party Managers, Outside Managers, or Sub-Advisors (TAMPs)

We offer the use of Third-Party Managers, Outside Managers, or Sub-Advisors (TAMPs) for portfolio management services. We assist Clients in selecting an appropriate allocation model, completing the Outside Manager's investor profile questionnaire, interacting with the Outside Manager and reviewing the Outside Manager. Our review process and analysis of outside managers is further discussed in Item 8 of this Form ADV Part 2A. Additionally, we will meet with the Client on a periodic basis to discuss changes in their personal or financial situation, suitability, and any new or revised restrictions to be applied to the account. Fees pertaining to this service are outlined in Item 5 of this brochure.

Financial Planning Services

CogentBlue offers financial planning services on an hourly, project, or ongoing basis. The financial planning process involves an evaluation of the client's needs based on various elements of their financial picture and recommendations are made based on this evaluation. Financial planning topics addressed in these engagements may include, but are not limited to:

- ◊ **Business Planning:** We provide consulting services for Clients who currently operate their own business, are considering starting a business, or are planning for

an exit from their current business. Under this type of engagement, we work with you to assess your current situation, identify your objectives, and develop a plan aimed at achieving your goals.

- ◇ **Cash Flow and Debt Management:** We will analyze current cash-flow in order to forecast cash inflows and outflows over several periods. In addition, we analyze the value the assets a Client owns, minus liabilities in order to gauge a Client's financial health and to provide a snapshot of your current financial position.
- ◇ **College Savings:** Includes projecting the amount that will be needed to achieve college or other post-secondary education funding goals, along with advice on ways for you to save the desired amount. Recommendations as to savings strategies are included, and, if needed, we will review your financial picture as it relates to eligibility for financial aid or the best way to contribute to grandchildren (if appropriate).
- ◇ **Employee Benefits Optimization:** We will provide review and analysis as to whether you, as an employee, are taking the maximum advantage possible of your employee benefits. If you are a business owner, we will consider and/or recommend the various benefit programs that can be structured to meet both business and personal retirement goals.
- ◇ **Estate Planning:** We will gather and analyze Client's estate planning documents and work with Client to identify estate planning goals. The Firm will use this information to evaluate Client's current position and make recommendations on how to help Client achieve Client's estate plan.
- ◇ **Financial Goals:** We will help Clients identify financial goals and develop a plan to reach them. We will identify what you plan to accomplish, what resources you will need to make it happen, how much time you will need to reach the goal, and how much you should budget for your goal.
- ◇ **Insurance:** Review of existing policies to ensure proper coverage for life, health, disability, long-term care, liability, home, and automobile.
- ◇ **Investment Analysis:** This may involve developing an asset allocation strategy to meet Clients' financial goals and risk tolerance, providing information on investment vehicles and strategies, reviewing employee stock options, as well as assisting you in establishing your own investment account at a selected broker/dealer or custodian. The strategies and types of investments we may recommend are further discussed in Item 8 of this brochure.

- ◇ **Retirement Planning:** We gather income details regarding current retirement accounts as well as ascertaining planned retirements dates. The Firm will use this information to evaluate Client's current position and make recommendations designed to help you achieve your retirement goals.
- ◇ **Risk Management:** A risk management review includes an analysis of your exposure to major risks that could have a significant adverse impact on your financial picture, such as premature death, disability, property and casualty losses, or the need for long-term care planning. Advice may be provided on ways to minimize such risks and about weighing the costs of purchasing insurance versus the benefits of doing so and, likewise, the potential cost of not purchasing insurance ("self-insuring").
- ◇ **Tax Planning Strategies:** Advice may include ways to minimize current and future income taxes as a part of your overall financial planning picture. For example, we may make recommendations on which type of account(s) or specific investments should be owned based in part on their "tax efficiency," with the consideration that there is always a possibility of future changes to federal, state or local tax laws and rates that may impact your situation (we recommend that you consult a tax professional before implementing tax planning strategies).

Client Tailored Services and Client Imposed Restrictions

Client financial plans and their implementation are dependent upon the Client Investment Policy Statement which outlines each Client's current situation (income, tax levels, and risk tolerance levels) and is used to construct a Client specific plan to aid in the selection of a portfolio that matches restrictions, needs, and targets.

Wrap Fee Programs

We do not participate in wrap fee programs.

Assets Under Management

As of December 31, 2023, CogentBlue manages \$625,792,706 in Discretionary Assets and \$0 in Non-Discretionary Assets.

Item 5: Fees and Compensation

Please note, unless a Client has received the firm's Disclosure Brochure at least 48 hours prior to signing the investment advisory contract, the investment advisory contract may be terminated by the Client within five (5) business days of signing the contract without incurring any advisory fees. How we are paid depends on the type of advisory service we are performing. Please review the fee and compensation information below.

Investment Management Services

Our advisory fee is based on the market value of the assets under management and is calculated as follows:

Account Value	Annual Advisory Fee
\$0 - \$1,000,000	1.00%
\$1,000,001- \$5,000,000	0.85%
\$5,000,001 - \$10,000,000	0.60%
\$10,000,001 – and Above	0.35%

The annual fees are negotiable, pro-rated and paid in advance on a quarterly basis. The advisory fee is a blended fee and is calculated by assessing the percentage rates using the predefined levels of assets as shown in the above chart resulting in a combined weighted fee. For example, an account valued at \$4,000,000 would pay an effective quarterly fee of 0.221875% with the quarterly fee of \$8,875.00. The quarterly fee is determined by the following calculation: $((\$1,000,000 \times 0.2500\%) + (\$3,000,000 \times 0.2125\%)) = \$8,875.00$. No increase in the client's fee shall be effective without agreement from the Client by signing a new agreement or amendment to their current advisory agreement. An account may be terminated with written notice at least 15 calendar days in advance. Upon termination of the account, any unearned fee will be refunded to the Client.

When an outside manager is used, the Outside Manager will debit the client's account for both the Outside Manager's fee and CogentBlue's advisory fee, and will remit CogentBlue's fee to CogentBlue. Fees may be negotiable in certain cases. Please note, the above fee schedule **does** include the Outside Manager's fee, which is outlined in their ADV Part 2A Brochure. No increase in the annual fee shall be effective without agreement from the client by signing a new agreement or amendment to their current advisory agreement.

The minimum annual fee for Investment Management Services is \$10,000. Legacy clients may pay a lower annual fee.

Ongoing Financial Planning

Ongoing Financial Planning consists of an annual fee ranging between \$10,000 and \$20,000 paid quarterly, in advance. The fee may be negotiable in certain cases. This service may be terminated with 30 days' notice. Upon termination of any agreement, the fee will be prorated and any unearned fee will be refunded to the Client.

A majority of the services provided with Comprehensive Financial Planning occurs in the first 90 days after the commencement of the engagement. Client onboarding, data gathering, and setting the basis for the financial plan. This work will commence immediately after the fee is paid and will be completed within the first 90 days of the date the fee is paid. Therefore, the upfront portion of the fee will not be paid more than 6 months in advance.

Fee Deduction

The investment advisory fee will be billed directly by the Custodian, with a copy of the invoice to Client. The Custodian will deduct the fee for the Account upon receipt of the invoice, or shortly thereafter. Financial planning fees will be deducted via electronic funds transfer, or the client will have the option to pay by check. Clients will receive invoices for each fee deducted. We calculate period-end account values after all dividends settle in the account, therefore, the account value used to calculate advisory fees may differ from that of the custodial account statement. Our billing invoice will indicate the total account value used to calculate the advisory fee.

Other Types of Fees and Expenses

Custodians may charge transaction fees on purchases or sales of certain mutual funds, equities, and exchange-traded funds. These charges may include mutual fund transactions fees, postage and handling and miscellaneous fees (fee levied to recover costs associated with fees assessed by self-regulatory organizations). Our fees are exclusive of certain charges imposed by broker-dealers, and other third parties such as custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer, and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

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

We do not offer performance-based fees and do not engage in side-by-side management.

Item 7: Types of Clients

We provide financial planning and portfolio management services to individuals, high net-worth individuals, charitable organizations, corporations or other businesses.

We do not have a minimum account size requirement.

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

Our primary method of investment analysis is modern portfolio theory.

Modern Portfolio Theory

The underlying principles of MPT are:

- ◇ Investors are risk averse. The only acceptable risk is that which is adequately compensated by an expected return. Risk and investment return are related and an increase in risk requires an increased expected return.
- ◇ Markets are efficient. The same market information is available to all investors at the same time. The market prices every security fairly based upon this equal availability of information.
- ◇ The design of the portfolio as a whole is more important than the selection of any particular security. The appropriate allocation of capital among asset classes will have far more influence on long-term portfolio performance than the selection of individual securities.
- ◇ Investing for the long-term (preferably longer than ten years) becomes critical to investment success because it allows the long-term characteristics of the asset classes to surface.
- ◇ Increasing diversification of the portfolio with lower correlated asset class positions can decrease portfolio risk. Correlation is the statistical term for the extent to which two asset classes move in tandem or opposition to one another.

Use of Outside Managers: We do not refer Clients to third-party investment advisers ("outside managers").

Material Risks Involved

All investing strategies we offer involve risk and may result in a loss of your original investment which you should be prepared to bear. Many of these risks apply equally to

stocks, bonds, commodities, and any other investment or security. Material risks associated with our investment strategies are listed below.

Market Risk: Market risk involves the possibility that an investment's current market value will fall because of a general market decline, reducing the value of the investment regardless of the operational success of the issuer's operations or its financial condition.

Strategy Risk: The Adviser's investment strategies and/or investment techniques may not work as intended.

Small and Medium Cap Company Risk: Securities of companies with small and medium market capitalizations are often more volatile and less liquid than investments in larger companies. Small and medium cap companies may face a greater risk of business failure, which could increase the volatility of the Client's portfolio.

Turnover Risk: At times, the strategy may have a portfolio turnover rate that is higher than other strategies. A high portfolio turnover would result in correspondingly greater brokerage commission expenses and may result in the distribution of additional capital gains for tax purposes. These factors may negatively affect the account's performance.

Limited Markets: Certain securities may be less liquid (harder to sell or buy) and their prices may at times be more volatile than at other times. Under certain market conditions, we may be unable to sell or liquidate investments at prices we consider reasonable or favorable or find buyers at any price.

Concentration Risk: Certain investment strategies focus on particular asset-classes, industries, sectors or types of investment. From time to time these strategies may be subject to greater risks of adverse developments in such areas of focus than a strategy that is more broadly diversified across a wider variety of investments.

Interest Rate Risk: Bond (fixed income) prices generally fall when interest rates rise, and the value may fall below par value or the principal investment. The opposite is also generally true: bond prices generally rise when interest rates fall. In general, fixed income securities with longer maturities are more sensitive to these price changes. Most other investments are also sensitive to the level and direction of interest rates.

Legal or Legislative Risk: Legislative changes or Court rulings may impact the value of investments, or the securities' claim on the issuer's assets and finances.

Inflation: Inflation may erode the buying power of your investment portfolio, even if the dollar value of your investments remains the same.

Risks Associated with Securities

Apart from the general risks outlined above which apply to all types of investments, specific securities may have other risks.

Common stocks may go up and down in price quite dramatically, and in the event of an issuer's bankruptcy or restructuring could lose all value. A slower-growth or recessionary economic environment could have an adverse effect on the price of all stocks.

Corporate Bonds are debt securities to borrow money. Generally, issuers pay investors periodic interest and repay the amount borrowed either periodically during the life of the security and/or at maturity. Alternatively, investors can purchase other debt securities, such as zero-coupon bonds, which do not pay current interest, but rather are priced at a discount from their face values and their values accrete over time to face value at maturity. The market prices of debt securities fluctuate depending on factors such as interest rates, creditquality, and maturity. In general, market prices of debt securities decline when interest ratesrise and increase when interest rates fall. The longer the time to a bond's maturity, the greater its interest rate risk.

Municipal Bonds are debt obligations generally issued to obtain funds for various public purposes, including the construction of public facilities. Municipal bonds pay a lower rate of return than most other types of bonds. However, because of a municipal bond's tax-favored status, investors should compare the relative after-tax return to the after-tax return of other bonds, depending on the investor's tax bracket. Investing in municipal bonds carries the same general risks as investing in bonds in general. Those risks include interest rate risk, reinvestment risk, inflation risk, market risk, call or redemption risk, credit risk, and liquidity and valuation risk.

Exchange Traded Funds prices may vary significantly from the Net Asset Value due to market conditions. Certain Exchange Traded Funds may not track underlying benchmarks as expected. ETFs are also subject to the following risks: (i) an ETF's shares may trade at a market price that is above or below their net asset value; (ii) the ETF may employ an investment strategy that utilizes high leverage ratios; or (iii) trading of an ETF's shares may be halted if the listing exchange's officials deem such action appropriate, the shares are delisted from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally. The Adviser has no control over the risks taken by the underlying funds in which the Clients invest.

Mutual Funds When a Client invests in open-end mutual funds or ETFs, the Client indirectly bears its proportionate share of any fees and expenses payable directly by those funds.

Therefore, the Client will incur higher expenses, many of which may be duplicative. In addition, the Client's overall portfolio may be affected by losses of an underlying fund and the level of risk arising from the investment practices of an underlying fund (such as the use of derivatives).

Variable Annuities – If a client purchases a variable annuity that is part of the program, client will receive a prospectus and should rely solely on the disclosure contained in the prospectus with respect to the terms and conditions of the variable annuity. Clients should also be aware that certain riders purchased with a variable annuity may limit the investment options and the ability to manage the subaccounts. Variable annuities are designed to be long-term investments, to meet retirement and other long-term goals. Variable annuities are not suitable for meeting short-term goals because substantial taxes and insurance company charges apply if money is withdrawn early. Variable annuities also involve investment risks, like mutual funds.

Item 9: Disciplinary Information Criminal or Civil Actions

CogentBlue and its management have not been involved in any criminal or civil action.

Administrative Enforcement Proceedings

CogentBlue and its management have not been involved in administrative enforcement proceedings.

Self-Regulatory Organization Enforcement Proceedings

CogentBlue and its management have not been involved in legal or disciplinary events that are material to a Client's or prospective Client's evaluation of CogentBlue or the integrity of its management.

Item 10: Other Financial Industry Activities and Affiliations

No CogentBlue employee is registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

No CogentBlue employee is registered, or have an application pending to register, as a futures commission merchant, commodity pool operator or a commodity trading advisor. CogentBlue does not have any related parties. As a result, we do not have a relationship with any related parties.

CogentBlue only receives compensation directly from Clients. We do not receive compensation from any outside source. We do not have any conflicts of interest with any outside party.

Wesley S. Brown is licensed to sell life and health insurance and may engage in product sales with our Clients, for which they will receive additional compensation. Any commissions received through life or health insurance sales do not offset advisory fees the Client may pay for advisory services under CogentBlue.

Recommendations or Selections of Other Investment Advisers

As referenced in Item 4 of this brochure, CogentBlue does not recommend Clients to Outside Managers to manage their accounts.

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

As a fiduciary, our firm and its associates have a duty of utmost good faith to act solely in the best interests of each Client. Our Clients entrust us with their funds and personal information, which in turn places a high standard on our conduct and integrity. Our fiduciary duty is a core aspect of our Code of Ethics and represents the expected basis of all of our dealings. The firm also adheres to the Code of Ethics and Professional Responsibility adopted by the CFP® Board of Standards Inc., and accepts the obligation not only to comply with the mandates and requirements of all applicable laws and regulations but also to take responsibility to act in an ethical and professionally responsible manner in all professional services and activities.

Code of Ethics Description

This code does not attempt to identify all possible conflicts of interest, and literal compliance with each of its specific provisions will not shield associated persons from liability for personal trading or other conduct that violates a fiduciary duty to advisory Clients. A summary of the Code of Ethics' Principles is outlined below.

- Integrity - Associated persons shall offer and provide professional services with integrity.
- Objectivity - Associated persons shall be objective in providing professional services to Clients.
- Competence - Associated persons shall provide services to Clients competently and maintain the necessary knowledge and skill to continue to do so in those areas in

which they are engaged.

- Fairness - Associated persons shall perform professional services in a manner that is fair and reasonable to Clients, principals, partners, and employers, and shall disclose conflict(s) of interest in providing such services.
- Confidentiality - Associated persons shall not disclose confidential Client information without the specific consent of the Client unless in response to proper legal process, or as required by law.
- Professionalism - Associated persons' conduct in all matters shall reflect the credit of the profession.
- Diligence - Associated persons shall act diligently in providing professional services.

We periodically review and amend our Code of Ethics to ensure that it remains current, and we require all firm access persons to attest to their understanding of and adherence to the Code of Ethics at least annually. Our firm will provide a copy of its Code of Ethics to any Client or prospective Client upon request.

Investment Recommendations Involving a Material Financial Interest and Conflicts of Interest

Neither our firm, its associates or any related person is authorized to recommend to a Client or effect a transaction for a Client, involving any security in which our firm or a related person has a material financial interest, such as in the capacity as an underwriter, adviser to the issuer, etc.

Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

Our firm and its "related persons" may buy or sell securities similar to, or different from, those we recommend to Clients for their accounts. In an effort to reduce or eliminate certain conflicts of interest involving the firm or personal trading, our policy may require that we restrict or prohibit associates' transactions in specific reportable securities transactions. Any exceptions or trading pre-clearance must be approved by the firm principal in advance of the transaction in an account, and we maintain the required personal securities transaction records per regulation.

Trading Securities At/Around the Same Time as Client's Securities

From time to time, our firm or its "related persons" may buy or sell securities for themselves at or around the same time as Clients. We will not trade non-mutual fund securities 5 days prior to the same security for Clients.

Item 12: Brokerage Practices

Factors Used to Select Custodians and/or Broker-Dealers

CogentBlue does not have any affiliation with Broker-Dealers. Specific custodian recommendations are made to the client based on their need for such services. We recommend custodians based on the reputation and services provided by the firm.

Research and Other Soft-Dollar Benefits

We will receive soft dollar benefits by nature of our relationships with Charles Schwab & Company, Inc., ("Schwab"), National Financial Services, LLC, and Fidelity Brokerage Services, LLC, (together with all affiliates, "Fidelity"). All of the soft dollar benefits we receive are eligible "research or brokerage services" under Section 28(e) of the Securities Exchange Act of 1934.

Brokerage for Client Referrals

We receive no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

Clients Directing Which Broker/Dealer/Custodian to Use

We recommend a few custodians for clients to use. We do not allow clients to direct which broker dealer we use.

The Custodian and Brokers We Use (Charles Schwab)

CogentBlue ("we"/"our") does not maintain custody of your assets that we manage or on which we advise, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (see Item 15—Custody, below). Your assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. We may recommend that our clients use Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, as the qualified custodian. We are independently owned and operated and are not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we may recommend that you use Schwab as custodian/broker, you will decide whether to do so and will open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so.

For our clients' accounts that Schwab maintains, Schwab generally does not charge you

separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. Certain trades (for example, many mutual funds and ETFs) may not incur Schwab commissions or transaction fees. Schwab is also compensated by earning interest on the uninvested cash in your account in Schwab's Cash Features Program. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Schwab execute most trades for your account. We have determined that having Schwab execute most trades is consistent with our duty to seek "best execution" of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see "How we select brokers/custodians").

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

Services that benefit you. Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit you and your account.

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

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data

- Facilitate payment of our fees from our clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting

Services that generally benefit only us. Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers
- Marketing consulting and support

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits, such as occasional business entertainment of our personnel.

The Custodian and Brokers We Use (Fidelity)

CogentBlue also has an arrangement with National Financial Services, LLC, and Fidelity Brokerage Services, LLC (together with all affiliates, "Fidelity") through which Fidelity provides CogentBlue with Fidelity's "platform" services. The platform services include, among others, brokerage, custodial, administrative support, record keeping and related services that are intended to support intermediaries like CogentBlue in conducting business and in serving the best interests of their clients, but that may benefit CogentBlue. CogentBlue and Fidelity are not affiliates, and no broker-dealer affiliated with CogentBlue is involved in the relationship between CogentBlue and Fidelity.

Your Brokerage and Custody Costs

Fidelity charges brokerage commissions and transaction fees for effecting certain securities transactions (i.e., transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Fidelity enables CogentBlue to obtain many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges. Fidelity's commission rates are generally considered discounted from customary retail commission rates. However, the commissions and transaction fees charged by Fidelity may be higher or lower than those charged by other custodians and broker-dealers.

Services Available to Us via Fidelity

CogentBlue receives some benefits from Fidelity through its participation in the program. (Please see the disclosure under Item 14 below.) Following is a more detailed description of platform services and benefits received through Fidelity.:

Services that Benefit You. Fidelity provides access to a range of investment products, execution of securities transactions, and custody of client assets through National Financial Services, LLC and Fidelity Brokerage, LLC. Also, Fidelity provides discount brokerage rates that are generally lower than retail investor rates. Fidelity services described in this paragraph generally benefit you and your account.

Services that May Not Benefit You. Fidelity also makes available to us other products and services that benefit us, but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts, such as software and technology that may:

Assist with back-office functions, recordkeeping, and client reporting of our clients' accounts. Provide access to client account data (such as duplicate trade confirmations and account statements).

- Provide pricing and other market data.
- Assist with back-office functions, recordkeeping, and client reporting.
- Investment research.
- Access to Fidelity's trading desk for Advisors.
- Access to block trading.

Services that Generally Only Benefit Us. By using Fidelity, we will be offered other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs.
- Publications and conferences on practice management and business succession.
- Vendor discounts to purchase business services, such as consulting, marketing and branding, technology support and other similar business services.

Buckingham Strategic Partners, LLC ("BSP")

CogentBlue has contracted with Buckingham Strategic Partners, LLC ("BSP") for services

including trade processing, collection of management fees, record maintenance, report preparation, marketing assistance, and research. CogentBlue has also contracted with BSP for certain sub-advisory services. In certain instances, CogentBlue pays a fee for these BSP services based on management fees paid to CogentBlue on accounts that use BSP services. The fee paid by CogentBlue to BSP varies based on the total client assets administered and/or sub-advised by BSP through CogentBlue. These fees will not be separately charged to advisory clients and are included within the advisory fees charged to clients. There may be other fees Advisor clients may pay to BSP directly under separate fee agreements.

For investment management services, CogentBlue will request authority from the client to delegate discretion to trade in the client's account and to receive quarterly payments directly from the client's account held by an independent custodian. Clients may provide written limited authorization to CogentBlue or its designated service provider, BSP, to withdraw fees from the account. Clients will receive custodial statements showing the advisory fees debited from their account(s). Certain third-party administrators will calculate and debit CogentBlue's fee and remit such fee to CogentBlue.

BSP may pay various forms of direct and indirect compensation to CogentBlue or its representatives for reasonable business or educational purposes as described in BSP's Form ADV Part 2A.

As part of its fiduciary duties to clients, CogentBlue endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by CogentBlue or its related persons in and of itself creates a potential conflict of interest and may indirectly influence CogentBlue's choice of Fidelity for custody and brokerage services.

Aggregating (Block) Trading for Multiple Client Accounts

We do not combine multiple orders for shares of the same securities purchased for advisory accounts we manage ("block trading").

Item 13: Review of Accounts

Client accounts with the Investment Management Service will be reviewed on a quarterly basis. The account is reviewed with regards to the Client's investment policies and risk tolerance levels. Events that may trigger a special review would be unusual performance, addition or deletions of Client imposed restrictions, excessive draw-down, volatility in performance, or buy and sell decisions from the firm or per Client's needs.

Clients will receive trade confirmations from the broker(s) for each transaction in their

accounts as well as monthly or quarterly statements and annual tax reporting statements from their custodian showing all activity in the accounts, such as receipt of dividends and interest.

CogentBlue does not provide written reports to Investment Advisory Clients.

Item 14: Client Referrals and Other Compensation

As disclosed under Item 12, above, Advisor participates in the institutional customer programs of a number Custodians, and Advisor may recommend custodians to Clients for custody and brokerage services. There is no direct link between Advisor's participation in the program and the investment advice it gives to its Clients, although Advisor receives economic benefits through its participation in the program that are typically not available to retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate Client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving Advisor participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to Client accounts); the ability to have advisory fees deducted directly from Client accounts; access to an electronic communications network for Client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to Advisor by third party vendors.

Custodians and brokers may also have paid for business consulting and professional services received by Advisor's related persons. Some of the products and services made available by the custodians and brokers through the program may benefit Advisor but may not benefit its Client accounts. These products or services that may assist Advisor in managing and administering Client accounts, including accounts not maintained at the selected custodian. Other services made available by custodians and brokers are intended to help Advisor manage and further develop its business enterprise. The benefits received by the Advisor or its personnel through participation in the program does not depend on the number of brokerage transactions directed to the custodian. As part of its fiduciary duties to Clients, Advisor endeavors at all times to put the interests of its Clients first. Clients should be aware, however, that the receipt of economic benefits by the Advisor or its related persons in and of itself creates a potential conflict of interest and may indirectly influence the Advisor's choice of the custodian for custody and brokerage services.

Item 15: Custody

Except in rare instances negotiated on a case-by-case basis, CogentBlue does not accept custody of Client funds other than upon withdrawal of Client advisory fees. When CogentBlue directly debits Client advisory fees, the following items are required:

- CogentBlue will send a copy of its invoice to the custodian at the same time that it sends the Client a copy.
- The custodian will send at least quarterly statements to the Client showing all disbursements for the account, including the amount of the advisory fee.
- The Client will provide written authorization to CogentBlue, permitting them to be paid directly for their accounts held by the custodian.

Clients will receive at least quarterly statements from the qualified custodian that holds and maintains Client's investment assets. We urge you to carefully review such statements and compare such official custodial records to the account statements or reports that we may provide to you. Our statements or reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16: Investment Discretion

For those Client accounts where we provide Investment Management Services, we maintain discretion over Client accounts with respect to securities to be bought and sold and the amount of securities to be bought and sold. Investment discretion is explained to Clients in detail when an advisory relationship has commenced. At the start of the advisory relationship, the Client will execute a Limited Power of Attorney, which will grant our firm discretion over the account. Additionally, the discretionary relationship will be outlined in the advisory contract and signed by the Client.

Item 17: Voting Client Securities

We do not vote Client proxies. Therefore, Clients maintain exclusive responsibility for voting proxies, and acting on corporate actions pertaining to the Client's investment assets.

The Client is advised to instruct the Client's qualified custodian to forward to the Client copies of all proxies and shareholder communications relating to the Client's investment assets.

Item 18: Financial Information

Registered Investment Advisers are required in this Item to provide you with certain financial information or disclosures about our financial condition. We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to Clients, and we have not been the subject of a bankruptcy proceeding.

We do not have custody of Client funds or securities or require or solicit prepayment of more than \$500 in fees per Client six months in advance.