

## Item 1 – Cover Page

CUSHING || CAPITAL

# Cushing Capital Partners, LLC

## Form ADV Part 2A Brochure

March 5, 2026

**This Brochure provides information about the qualifications and business practices of Cushing Capital Partners, LLC. You should review this brochure to understand your relationship with our firm and help you determine to hire or retain us as your investment adviser. If you have any questions about the contents of this brochure, please contact us at 262-256-0590. The information in this Brochure has not been approved or verified by the United States of America Securities and Exchange Commission (“SEC”) or by any state securities authority.**

**Additional information about Cushing Capital also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by our firm name or by using a unique identifying number, known as a CRD number. The CRD number for Cushing Capital is 313497.**

**Cushing Capital is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.**

417 Genesee Street, Delafield, WI 53018  
262-256-0590

## Item 2 – Material Changes

This section of the brochure discusses specific material changes that have been made to the brochure since the firm’s last annual update in March 2025. Below is a summary of those changes:

- **Item 4 – Advisory Business and Item 5 – Fees and Compensation**

Selection of Other Independent Managers: Altruist’s Model Marketplace and One Programs

Cushing Capital now participates in the Model Marketplace of Altruist LLC (“Altruist), an SEC-registered investment adviser and affiliate of Altruist Financial LLC. The Model Marketplace provides Cushing Capital with access to model portfolios that are either created by Altruist or a third-party manager. The Model Marketplace also provides Cushing Capital with access to create custom model portfolios, and Altruist’s tax management tools. Altruist’s agreement for access to the Model Marketplace is between Altruist and Cushing Capital. Altruist does not have an investment management agreement with clients of Cushing Capital.

When utilizing a model through Altruist’s Model Marketplace, Altruist’s or the third-party manager’s advisory fees range up to 1.00% annually and are separate and in addition to Cushing Capital’s advisory fees. You should refer to your advisory agreement for your specific fee rate(s). Cushing Capital’s advisory fee and the third-party managers’ fees are listed on the account statement provided to you by the custodian. The value of assets held in any Model Marketplace model are included in the amount of total household assets used to determine Cushing Capital’s advisory fees.

Clients of Cushing Capital that have their assets custodied at Altruist may be subscribed in the Altruist One Program, which is a bundled subscription offering that provides certain benefits in exchange for a monthly fee. The Altruist One Program is offered by Altruist Corp., the parent company of Altruist, and offers benefits, such as higher interest rates on cash balances and waived or discounted fees to access model portfolios through the Model Marketplace and automated tax management tools.

Clients of Cushing Capital subscribed to the Altruist One Program, a bundled subscription offering that provides certain benefits in exchange for a monthly fee, pay a monthly fee of 0.01% in arrears based on the average daily balance over the month, with a \$1 minimum per enrolled account. Altruist One may not be suitable for all clients of Cushing Capital. Cushing Capital evaluates whether a subscription to the Altruist One Program is in the client’s best interest, which includes a review of the client’s cash balances, tax management needs and whether the client utilizes a model through Altruist’s Model Marketplace.

- **Item 12 – Brokerage Practices**

Effective October 1, 2025, through March 31, 2026 (or beyond if the program is extended), TradePMR is offering an asset match program to clients of Cushing Capital on new funds and investments transferred into an advisory account managed by Cushing Capital on the TradePMR brokerage platform. Please refer to Item 12 of this brochure for important information related to TradePMR's asset match program.

Item 12 of this brochure was also updated in February 2026 to reflect Altruist Financial as a broker-dealer Cushing Capital recommends to clients.

We will provide you with a Summary of Material Changes made to this brochure annually at no cost. You may receive an updated copy of this brochure at any time by contacting us at 262-256-0590.

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## **Item 4 – Advisory Business**

### **About Our Firm**

Cushing Capital Partners, LLC (“Cushing Capital”) is a registered investment adviser that provides investment management and financial advisory services to individual and institutional investors to help them achieve their financial needs and goals. Cushing Capital is owned by MJO Consulting, LLC and Mayer Capital, LLC, which are holding companies. Matthew Ottusch is the sole owner of MJO Consulting and Jacob Mayer is the sole owner of Mayer Capital. Cushing Capital has been a registered investment adviser since 2021.

Our firm takes pride in providing personalized service to our clients and acknowledges that it is held to a fiduciary standard of care.

### **Types of Advisory Services We Offer**

Cushing Capital offers a variety of advisory services to individuals, high net worth individuals, foundations, businesses, and corporations. These services include:

- Investment and wealth management
- Selection of Independent Managers
- Financial planning and consulting
- Fiduciary and non-fiduciary services for plan sponsors

We work with our clients to determine their investment objectives and risk profile and develop a customized investment plan based on their individual needs and goals. Cushing Capital will utilize the financial information provided by the client to analyze and develop strategies and solutions to assist the client in meeting their financial goals.

Prior to Cushing Capital rendering any of the foregoing services, clients are required to enter into one or more written advisory agreements with Cushing Capital setting forth the relevant terms and conditions of the advisory relationship.

### **Investment and Wealth Management Services**

Cushing Capital manages our clients’ portfolios on a discretionary and non-discretionary basis. Our investment and wealth management services are tailored to the needs of our clients and are based on a comprehensive understanding of each client’s current situation, past experiences, and future goals. With this acquired knowledge we create, analyze, strategize, and implement goal-oriented investment solutions. These solutions become our clients’ investment policy. This policy and our matched strategies are designed to be risk appropriate, cost effective and tax efficient.

Our wealth management services generally include a broad range of comprehensive financial planning and/or consulting services, as well as discretionary and non-discretionary management of investment portfolios.

Client assets are primarily allocated among individual equity and debt securities and exchange-traded funds ("ETFs") in accordance with the client's stated investment objective and risk/volatility parameters. We may also recommend clients allocate a certain portion of their assets to independent investment managers ("Independent Managers"). Where appropriate, Cushing Capital may also provide advice about many types of legacy positions or other investments held in client portfolios. Clients may also engage Cushing Capital to manage and/or advise on certain investment products that are not maintained at their primary custodian, such as variable life insurance and annuity contracts and assets held in employer sponsored retirement plans and qualified tuition plans (i.e., 529 plans). In these situations, Cushing Capital will direct or make recommendations on a non-discretionary basis for the allocation of client assets among the various investment options available with the product. These assets are generally maintained at the underwriting insurance company or custodian for the plan trustee or administrator and clients retain responsibility for effecting trades in these accounts.

Cushing Capital consults with clients on an initial and ongoing basis to assess their specific risk tolerance, time horizon, liquidity constraints and other related factors relevant to the management of their portfolios. You should promptly notify us if there are changes in your financial situation or if you wish to place any limitations on the management of your account. You may impose reasonable restrictions or mandates on the management of your account if Cushing Capital determines, in our sole discretion, the conditions would not materially impact the performance of a management strategy or prove overly burdensome to the firm's management efforts.

To the extent a client's assets are managed by an Independent Manager or are invested in a particular fund, those managers and funds will have their own investment practices. Those investment practices are described in each manager's Form ADV or fund's prospectus, or in its offering or other disclosure documents. In addition, selected money managers or funds typically have discretion to determine the type, and amount, of securities to be purchased or sold for the portion of the assets managed by the money manager or fund.

### **Selection of Independent Managers**

Cushing Capital may select certain Independent Managers to actively manage all or a portion of its clients' assets. Pursuant to the terms of the investment advisory agreement, Cushing Capital shall have the discretion to appoint and terminate these third-party advisers. The specific terms and conditions under which a client engages an Independent Manager may also be set forth in a separate written agreement with the designated Independent Manager. In addition to this brochure, clients will also receive the written disclosure documents of the respective Independent Managers engaged to manage their assets. Cushing Capital evaluates a variety of information about Independent Managers, which may include the Independent Managers' public disclosure documents, materials

supplied by the Independent Managers themselves and other third-party analyses it believes are reputable. To the extent possible, Cushing Capital seeks to assess the Independent Managers' investment strategies, past performance, and risk results in relation to its clients' individual portfolio allocations and risk exposure. Cushing Capital also takes into consideration each Independent Manager's management style, returns, reputation, financial strength, reporting, pricing, and research capabilities, among other factors.

When utilizing Wells Fargo & Company as the Independent Manager or managers available through a program offered by Wells Fargo Advisors, portfolio services can be provided via a Customized Portfolio Program (separately managed account), personalized Unified Managed Account Program, Private Advisor Network or the FundSource Program. Wells Fargo Advisors requires clients to sign an investment advisory agreement for access to the programs in addition to our investment management agreement.

Cushing Capital participates in the Model Marketplace of Altruist LLC ("Altruist), an SEC-registered investment adviser and affiliate of Altruist Financial LLC. The Model Marketplace provides Cushing Capital with access to model portfolios that are either created by Altruist or a third-party manager. The Model Marketplace also provides Cushing Capital with access to create custom model portfolios, and Altruist's tax management tools. Altruist's agreement for access to the Model Marketplace is between Altruist and Cushing Capital. Altruist does not have an investment management agreement with clients of Cushing Capital.

Clients of Cushing Capital that have their assets custodied at Altruist may be subscribed in the Altruist One Program, which is a bundled subscription offering that provides certain benefits in exchange for a monthly fee. The Altruist One Program is offered by Altruist Corp., the parent company of Altruist, and offers benefits, such as higher interest rates on cash balances and waived or discounted fees to access model portfolios through the Model Marketplace and automated tax management tools.

Cushing Capital continues to provide services relative to the discretionary or non-discretionary selection of the Independent Managers. On an ongoing basis, Cushing Capital monitors the performance of those accounts being managed by Independent Managers. Cushing Capital seeks to ensure the Independent Managers' strategies and target allocations remain aligned with clients' investment objectives and overall best interests.

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

Cushing Capital offers different levels of financial planning and consulting services to help our clients identify, prioritize and work towards their goals and objectives. Our consulting services give our clients the ability to receive a broad range of financial advice and services, including specific security recommendations, for the duration of the advisory agreement.

Our process starts with an extensive review of a client's family situation, which includes assets and liabilities as well as estate, tax, and insurance needs. We then employ a risk tolerance and risk capacity-focused simulation to get a detailed cash flow analysis and proposed asset allocation. Together, this information is analyzed to develop a proposed financial plan, which is designed to be dynamic in nature, ever-evolving due to life changes, along with changes in cash flow needs, risk tolerance, time horizon, or investment objectives.

Cushing Capital's financial planning and consulting services may include any of the following topics:

- Cash Flow Analysis
- Financial Record Organizing
- Estate Planning
- Charitable Giving
- Education Planning
- Business Planning
- Concentrated Stock
- Federal Benefits & Health Care
- Death & Disability
- Divorce Planning
- Liability Management
- Investment Consulting
- Tax Planning
- Insurance Review
- Family Governance
- Retirement Plan Consulting and Employee Benefits Analysis

While each of these services is available on a stand-alone basis, certain services may also be rendered in conjunction with investment portfolio management services as part of a comprehensive wealth management engagement. In performing these services, Cushing Capital is not required to verify any information received from the client or from the client's other professionals (e.g., attorneys, accountants, etc.), and is expressly authorized to rely on such information. Cushing Capital may recommend clients engage the firm for additional related services, or we may recommend other professionals to implement our recommendations. These additional services by Cushing Capital or another professional are provided at an additional cost to you, which is based on the nature, extent, complexity, and other characteristics of the services. This creates a conflict of interest because we will have an incentive to recommend additional services based on the compensation to be received, rather than solely based on your needs, and in some cases, based on the prospect of cross-referrals of advisory clients from the other professional or his or her firm. Implementation of financial planning recommendations is entirely at your discretion. You have complete freedom in selecting a financial adviser to assist you with implementing the recommendations made in your financial plan and are under no obligation to act on the advice of Cushing Capital. Financial planning recommendations are of a generic nature and are not limited to any specific product or service offered by a broker dealer or insurance company. Should you choose to implement the recommendations contained in the plan, Cushing Capital suggests you work closely with your attorney, accountant and/or insurance agent.

Cushing Capital will act solely in our capacity as a registered investment adviser and does not provide any legal, accounting or tax advice. You should seek the counsel of a qualified accountant

and/or attorney when necessary. As part of our advisory services, we may assist clients with tax loss harvesting and will work with the client's tax specialist to answer any questions related to the client's portfolio.

### **Fiduciary and Non-Fiduciary Services for Plan Sponsors**

Retirement plan sponsors may retain our firm to provide advisory and consulting services for plan assets. Fiduciary services available to plan sponsors include:

- Reviewing and assisting in the establishment of investment policies and objectives on behalf of the plan.
- Assistance with development of an Investment Policy Statement.
- Recommending core investments to be offered to plan participants for selection by the plan sponsor.
- Recommending investment managers, within the meaning of ERISA Section 3(38), on behalf of the plan, to be offered as investment options for plan participants.
- Monitoring of the plan's investments or investment managers in accordance with the plan's Investment Policy Statement or other relevant guidelines.

Non-fiduciary consulting services available to plan sponsors include:

- Educating plan participants on investment options available within the plan.
- Preparation of periodic performance reports for the plan's investments.
- Assistance with monitoring the reasonableness of the fees and expenses of the plan's investments or investment managers in accordance with the plan's Investment Policy Statement or other relevant guidelines.
- Benchmarking existing plan service providers to industry peers, and where appropriate, conducting a search for new providers for the plan sponsor's consideration and providing our recommendation.

### **Portfolio Management Services for Wrap Fee Program**

Cushing Capital offers portfolio management services through a wrap fee program. A bundled or "wrap fee" program is an advisory fee program under which you pay one bundled fee to compensate Cushing Capital for portfolio management and trade execution. A wrap fee program may not be the lowest cost option if you would like to restrict your investments to open-end mutual funds or other long-term investment products.

### **Amount of Assets We Manage**

As of December 31, 2025, Cushing Capital manages approximately \$238,740,317 on a discretionary basis and \$35,962,470 on a non-discretionary basis. Discretionary assets under management are

those for which we have an ongoing responsibility to select and make securities recommendations that are in line with your financial needs and objectives and then effect those securities transactions without first consulting you. Non-discretionary assets under management are those for which we have an ongoing responsibility to select and make securities recommendations that are in line with your financial needs and objectives and then effect those securities transactions only after consulting with you to inform you of the transaction(s) and obtaining your approval to move forward.

## **Item 5 – Fees and Compensation**

### **How We Are Compensated for Our Advisory Services**

Cushing Capital offers our advisory services on a fee-only basis. Our fees vary among the different types of advisory services we offer and may be negotiated at our sole discretion. The specific fees and manner in which fees are charged and calculated are described in your investment advisory agreement. You should carefully review the investment advisory agreement prior to signing it.

Fees for our advisory services may be higher than fees charged by other advisers who offer similar services. You may be charged different fees than similarly situated clients for the same services. You should carefully review this brochure to understand the fees and other sources of compensation that exist among our services prior to entering into an investment advisory contract with our firm.

### **Investment and Wealth Management Services**

Cushing Capital offers investment and wealth management services for an annual fee based on the amount of assets under the firm's management. Fees are generally billed in advance each calendar quarter based on the market value of the assets under management/advisement on the last day of the previous calendar quarter.

Our graduated fee schedule for new clients is as follows:

<b>Assets Under Management</b>	<b>Maximum Annual Advisory Fee</b>
\$0 - \$500,000	1.50%
Next \$500,000	1.25%
Next \$4,000,000	1.00%
Above \$5,000,000	Negotiable

This fee schedule may be based on cumulative household assets under management. However, certain ERISA rules prevent householding corporate plans with personal assets for fee reductions. Existing clients will be grandfathered and charged according to their existing fee rate. You should refer to your advisory agreement for your specific fee rate(s).

Although the firm does not require a minimum portfolio size, we generally impose a minimum annual fee of \$3,750 per client relationship for investment and wealth management services. Cushing Capital, in our sole discretion, may waive the annual fee based upon certain criteria, including, but not limited to, anticipated future earning capacity and/or additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client relationships, account retention, and pro bono activities. For investment and wealth management services Cushing Capital provides to certain clients or for specific client holdings (e.g., held-away assets, 529 plans, etc.), we may negotiate a fee rate that differs from our standard fee schedule.

### **Selection of Other Independent Managers**

Fees for other Independent Managers used to manage all or a portion of a client’s account are set forth by the Independent Manager and are separate and in addition to Cushing Capital’s fees, depending on the structure of the third-party manager program. You should refer to the Independent Manager’s investment management agreement and Form ADV Part 2A Brochure for information on their fees and compensation.

### **Programs Offered Through Wells Fargo Advisors**

When utilizing the programs offered by Wells Fargo Advisors, investment management services are provided by third-party money managers through the Personalized Unified Managed Account Program, Private Advisor Network Program and FundSource Program. Fees for advisory programs offered through Wells Fargo Advisors are as follows:

<b>Program</b>	<b>Program Type</b>	<b>Maximum Cushing Capital Annual Advisory Fee</b>	<b>Independent Manager Fee</b>
Private Advisor Network	Separately Managed Account	\$0 - \$500,000: 1.75% Next \$500,000: 1.50% Next \$4,000,000: 1.25% Above \$5,000,000: Negotiable	Refer to Wells Fargo’s agreement for any Independent Manager fees applicable on your account.
Personalized Unified Managed Account	Unified Managed Account	1.75%	
FundSource	Mutual Fund Advisory Program	1.25%	

For the Personalized Unified Management Account Program and Private Advisor Network Program, Cushing Capital’s advisory fee does not include the third-party manager’s fees. You pay for the services of the third-party manager separately. You should refer to your advisory agreement for your specific fee rate(s). For the Personalized Unified Managed Account Program, Cushing Capital’s fee includes a platform fee that is paid to Wells Fargo for access to the program.

Wells Fargo calculates and directly debits Cushing Capital's advisory fees and the third-party managers' fees from clients' accounts. The advisory fee and third-party managers' fees are listed on the account statement provided to you by the custodian. The value of assets held in any Wells Fargo Advisor program are included in the amount of total household assets used to determine Cushing Capital's advisory fees for other assets of a client that are managed by Cushing Capital.

#### Altruist Model Marketplace & Altruist One Program

When utilizing a model through Altruist's Model Marketplace, Altruist's or the third-party manager's advisory fees range up to 1.00% annually and are separate and in addition to Cushing Capital's advisory fees. You should refer to your advisory agreement for your specific fee rate(s). Cushing Capital's advisory fee and the third-party managers' fees are listed on the account statement provided to you by the custodian. The value of assets held in any Model Marketplace model are included in the amount of total household assets used to determine Cushing Capital's advisory fees. Clients of Cushing Capital subscribed to the Altruist One Program pay a monthly fee of 0.01% in arrears based on the average daily balance over the month, with a \$1 minimum per enrolled account. Altruist One may not be suitable for all clients of Cushing Capital. Cushing Capital evaluates whether a subscription to the Altruist One Program is in the client's best interest, which includes a review of the client's cash balances, tax management needs and whether the client utilizes a model through Altruist's Model Marketplace.

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

Fees for financial planning and/or consulting services are billed on a fixed rate in advance. There is no minimum fee required for financial planning or consulting services; however financial planning and consulting fees shall generally not exceed \$20,000 annually. Fees are due and payable as incurred.

Factors we consider when determining our financial planning and consulting fees include, but are not limited to:

- The amount of time we expect to spend completing the financial planning or consulting services and providing related advice;
- The complexity of your goals, issues and/or needs;
- The extensiveness and complexity of the data needed regarding your personal financial information;
- Your net worth or the value of your investment accounts and/or other assets that are the subject of the financial planning or consulting services; and/or
- Special circumstances related to life changes, marital status, health or special income needs, or growth or decline of a personal business.

Cushing Capital may request a retainer to initiate financial planning and consulting services; however, we will not request the prepayment of fees more than \$1,200 in advisory fees more than six months in advance.

You may engage Cushing Capital for additional investment management services to assist with implementing one or more financial planning recommendations. You will incur additional fees if you retain our firm for such services. You have complete freedom in selecting an investment adviser to assist you in implementing any recommendations by Cushing Capital and are under no obligation to act upon the advice we provide.

For consulting services, the investment advisory agreement between Cushing Capital and the client will continue in effect until terminated by either party. For stand-alone financial planning services, the agreement between Cushing Capital and the client will terminate upon delivery of the plan or completion of the service.

### **Fiduciary and Non-Fiduciary Services for Plan Sponsors**

Fees for retirement plan sponsors are either set at a flat rate or based upon the value of the plan assets that are the subject of the consulting services and are generally payable in arrears on a quarterly basis. Fees for one-time projects are payable either upon completion of the project or half paid upon execution of the agreement with the balance due upon completion of the project. A graduated fee schedule may be set by the firm for fees based on the value of plan assets, which will be described in your services agreement.

### **Payment of Fees**

Clients authorize Cushing Capital to instruct the account custodian to directly debit fees from the client's account. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee.

Fees for our advisory services generally require you to pay investment advisory fees in advance of receiving services. If services are provided for less than a full calendar quarter or you withdraw or add assets to your account, advisory fees will be prorated based on the number of days in the quarter services were received or the assets were under Cushing Capital's management. Any pre-paid, unearned fees will be promptly refunded.

- For investment and wealth management services, refunds are calculated by taking the total advisory fee billed for the calendar quarter, dividing that amount by the number of days in the calendar quarter and multiplying that amount by the number of days services were not provided during the calendar quarter.
- For Independent Managers, the Independent Manager determines the manner in which advisory fees are billed (in advance or arrears). You should refer to the manager's Form ADV Part 2A Brochure for additional information on how fees are paid for their services.

- For financial planning and consulting services, refunds are calculated based on the value of the services that were completed prior to termination of the advisory agreement.
- Fees for fiduciary and non-fiduciary consulting services for plan sponsors are generally payable in arrears. For one-time projects that are partly paid upon execution of the agreement, the amount of the refund is calculated based on the value of the services that were completed. Any earned, unpaid fees will be due and payable upon termination of the advisory contract.

### **Other Types of Fees and Expenses You May Incur**

Clients may incur certain charges imposed by custodians, brokers, third-party investments and other third parties, such as fees charged by Independent Managers, custodial fees, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Decisions to reallocate your account assets may result in you incurring a redemption fee imposed by one or more mutual funds held in your account. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to Cushing Capital's fee. Cushing Capital shall not receive any portion of these commissions, fees, and costs, including any distribution or "12b-1" fees paid by the mutual funds in which your account assets are invested.

There may be times when another broker-dealer is used to execute fixed-income trades (commonly referred to as "trading away" or "step out trades"). In instances where Cushing Capital has determined it is in the client's best interest to utilize another broker-dealer to execute a transaction, the cost of the transaction will be included in the wrap program fee.

### **Other Types of Compensation We Receive**

Cushing Capital has contracted with TradePMR, Inc. ("TradePMR") and Altruist Financial LLC ("Altruist Financial") for brokerage services, including trade processing, collection of management fees, marketing assistance and research. Item 12 – Brokerage Practices further describes the factors that we consider in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

From time to time, Cushing Capital receives compensation from mutual fund, ETF and fee-based annuity product sponsors in the form of reimbursement of technology costs, as well as training and educational meetings on the sponsor's products and industry and market trends. This compensation is not related to the amount of assets held in client accounts. Cushing Capital also receives non-cash compensation from product sponsors, such as promotional items, meals and entertainment events.

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

Cushing Capital does not charge any performance-based fees or participate in side-by-side management.

## **Item 7 – Types of Clients**

Cushing Capital provides portfolio management services to individuals, high net worth individuals and families, pension and profit-sharing plans, trusts, estates, charitable institutions, foundations, corporations, and other business entities.

Cushing Capital generally does not require a minimum initial investment for investment management services. The firm, in its sole discretion, will accept clients based upon each client's particular circumstances.

Certain Independent Managers may impose more restrictive account requirements and varying billing practices than Cushing Capital. In such instances, Cushing Capital may alter its corresponding account requirements and/or billing practices to accommodate those of the Independent Managers.

## **Item 8 – Methods of Analysis, Investment Strategies**

### **Methods of Analysis and Investment Strategies**

Cushing Capital carefully constructs a risk-adjusted, tax-efficient, and cost-effective asset allocation strategy based on a client's unique cash flow needs, stated return and risk profile. Security selection is based on qualitative, quantitative, technical, and relative strength metrics. Portfolio holdings are constantly monitored and adjusted as market conditions and our clients' circumstances dictate. Clients may hold or retain other types of assets as well and Cushing Capital may offer advice regarding those various assets as part of our services. Advice regarding such assets generally will not involve asset management services.

Cushing Capital predominantly utilizes a combination of active and passive strategies to allocate client assets primarily among publicly traded securities, such as stocks, bonds, ETFs, mutual funds, and/or separately managed portfolios. Nevertheless, individual client circumstances may dictate the use of other types of securities, actively managed portfolios, or alternative investments. Depending upon the client's financial needs, strategies implemented might include long term purchases (securities held at least a year), short term purchases (securities sold within a year), short sales, margin transactions, option writing, including covered options, uncovered options or spreading strategies, and other securities transactions. There are times when Cushing Capital uses research and investment strategies from third-party research providers and asset managers to develop an appropriate investment strategy for a client, based on the individual needs and circumstances of the client. Some of these third-party research providers and/or asset managers are product sponsors.

When Cushing Capital utilizes an investment strategy offered by a product sponsor, the product sponsor receives compensation from the use of their products in accounts managed by Cushing Capital.

## **Risk of Loss**

Investing in securities involves risk of loss that you should be prepared to bear. All investments present the risk of loss of principal – the risk that the value of securities (e.g., stocks, mutual funds, ETFs, bonds, etc.), when sold or otherwise disposed of, may be less than the price paid for the securities. Even when the value of the securities when sold is greater than the price paid, there is the risk that the appreciation will be less than inflation. In other words, the purchasing power of the proceeds may be less than the purchasing power of the original investment. There is no guarantee that investment recommendations made by Cushing Capital will be successful. We cannot assure that your account will increase, preserve capital, or generate income, nor can we assure that your investment objectives will be realized. Although all investments involve risk, our investment advice seeks to limit risk through diversification among various asset classes.

We may recommend a variety of security types for your account in an effort to achieve your individual needs and goals. This may include, but is not limited to, stocks, bonds, ETFs, open-end and closed-end mutual funds, hedge funds, private equity funds, venture capital funds, advisory accounts, real estate investment trusts, or other private alternative or other investment funds. An investment in such other funds or managers may present risks specific to the particular investment vehicle, such as long-term illiquidity, redemption notice periods or other restrictions on redemptions, capital calls, or periodic taxable income distribution.

We may recommend a variety of security types for your account to help you achieve your individual needs and goals. Described below are the material risks associated with investing in the types of securities we generally use in client accounts, as well as risks associated with our investment strategies and methods of analysis and other general risks:

### **Product Risks**

#### **Equity Securities**

In general, prices of equity securities (common, convertible preferred stocks and other securities whose values are tied to the price of stocks, such as rights, warrants and convertible debt securities) are more volatile than those of fixed-income securities. The prices of equity securities could decline in value if the issuer's financial condition declines or in response to overall market and economic conditions. Investments in smaller companies and mid-size companies may involve greater risk and price volatility than investments in larger, more mature companies.

#### **Fixed-Income Securities**

The return and principal value of bonds fluctuate with changes in market conditions. Fixed-income securities are subject to interest rate risk and credit quality risk. The market value of fixed-income

securities generally declines when interest rates rise, and an issuer of fixed-income securities could default on its payment obligations. Changes in interest rates generally have a greater effect on bonds with longer maturities than on those with shorter maturities. If bonds are not held to maturity, they may be worth more or less than their original value. Credit risk refers to the possibility that the issuer of a bond will not be able to make principal and/or interest payments. High yield bonds, also known as “junk bonds,” carry higher risk of loss of principal and income than higher rated investment grade bonds.

### **Exchange-Traded Funds (ETFs)**

ETFs are typically investment companies that are legally classified as open-end mutual funds or unit investment trusts. ETFs differ from traditional mutual funds in that ETF shares are listed on a securities exchange. Shares can be bought and sold throughout the trading day like shares of other publicly traded companies. ETF shares may trade at a discount or premium to their net asset value. This difference between the bid price and ask price is often referred to as the “spread.” The spread varies over time based on the ETF’s trading volume and market liquidity. It is generally lower if the ETF has high trading volume and market liquidity and higher if the ETF has low trading volume and market liquidity. Liquidity risks are higher for ETFs with a large spread. ETFs may be closed and liquidated at the discretion of the issuing company.

### **Mutual Funds**

Mutual funds may invest in different types of securities, such as value or growth stocks, real estate investment trusts, corporate bonds, or U.S. government bonds. There are risks associated with each asset class.

An investment in a money market fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency. Although money market funds seek to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in the fund. Redemption is at the current net asset value, which may be more or less than the original cost. Aggressive growth funds are most suitable for investors willing to accept price per share volatility since many companies that demonstrate high growth potential can also be high risk. Income from tax-free mutual funds may be subject to local, state and/or the alternative minimum tax.

Because each mutual fund owns different types of investments, performance will be affected by a variety of factors. The value of your investment in a mutual fund will vary from day to day as the values of the underlying investments in a fund vary. Such variations generally reflect changes in interest rates, market conditions and other company and economic news. These risks may become magnified depending on how much a fund invests or uses certain strategies. A fund’s principal market segment(s), such as large-cap, mid-cap or small-cap stocks, or growth or value stocks may underperform other market segments or the equity markets as a whole.

You can find additional information regarding these risks in the fund's prospectus.

### **International Investing**

The risks of investing in foreign securities include loss of value as a result of political or economic instability; nationalization, expropriation or confiscatory taxation; changes in foreign exchange rates and foreign exchange restrictions; settlement delays; and limited government regulation (including less stringent reporting, accounting, and disclosure standards than are required of U.S. companies). These risks may be greater with investments in emerging markets. Certain investments utilized by Cushing Capital may also contain international securities.

### **Cash and Cash Equivalents**

A portion of your assets may be invested in cash or cash equivalents to achieve your investment objective, provide ongoing distributions, and/or take a defensive position. Cash holdings may result in a loss of market exposure.

### **Alternative Investments**

Alternative investments are illiquid investments and do not trade on a national securities exchange. Alternative investments typically include investments in direct participation program securities (partnerships, limited liability companies, business development companies or real estate investment trusts), commodity pools, private equity, private debt, or hedge funds. Alternative investments are subject to various risks, such as illiquidity and property devaluation based on adverse economic and/or real estate market conditions.

Alternative investments are not suitable for all investors. Investors considering an investment strategy utilizing alternative investments should understand that alternative investments are generally considered speculative in nature and may involve a high degree of risk, particularly if concentrating investments in one or few alternative investments. These risks are potentially greater and substantially different than those associated with traditional equity or fixed income investments. Additional information regarding these risks can be found in the product's prospectus or offering documents.

### **Options**

Certain types of option trading may be permitted in your account in order to generate income or hedge a security held in the account. There are additional risks with using options. An option holder runs the risk of losing the entire amount paid for the option in a relatively short period of time. The risks of covered call writing include the potential for the market to rise sharply, which may cause the security to be called away and no longer be held in the account. The risk of buying long puts is limited to the loss of the premium paid for the purchase of the put if the option is not exercised or otherwise sold. The writer of a put option bears a risk of loss if the value of the underlying interest

declines below the exercise price, and such loss could be substantial if the decline is significant. The obligation of a writer of a put that is not cash-secured to meet margin requirements creates additional risks. Combination transactions, such as option spreads, are more complex than buying or writing a single option and carry additional risks.

You can find additional information regarding the risks associated with options trading on the Options Industry Council website, [www.optionseducation.org](http://www.optionseducation.org).

### **Investment Strategies Risks**

#### **Third-Party Asset Managers**

Cushing Capital may recommend or utilize third-party asset managers to manage all or a portion of certain clients' assets. The success of a third-party manager's strategies heavily relies on the manager's abilities. Billing and valuation methods among third-party managers vary. Managers that utilize concentrated, non-diversified or sector strategies investing more of their assets in a few holdings involve additional risks, including share price fluctuations, because of the increased concentration of investments. The lack of industry diversification may subject investors to increased industry-specific risks. Clients with assets managed by a third-party manager should thoroughly review the manager's Form ADV Brochure or other disclosure document for more information on the manager's risks.

#### **Security Recommendations in Opposing Directions**

Cushing Capital advises with regard to customized portfolios to meet individual client needs in accordance with the client's IPS. Customization of client portfolios can lead to Cushing Capital recommending that certain clients buy a security and other clients sell the same security, which can result in material differences in account performance between clients.

### **Operational Risks**

#### **Business Continuity**

Cushing Capital's operations could be disrupted by catastrophic events, such as fires, natural disasters, terrorist attacks, wars or similar emergencies resulting in property damage, network disruptions or prolonged power outages. Despite having contingency plans and conducting regular tests, it's impossible to prepare for every potential event. These risks could significantly impact Cushing Capital and its operations.

#### **Pandemic Outbreak**

Epidemics or pandemics can introduce market and business uncertainties, including market volatility, business closures, supply chain disruptions, travel restrictions and widespread medical

absences. Cushing Capital has policies and procedures to manage these situations; however, the unpredictable nature of large outbreaks means not all eventualities can be anticipated or addressed. The COVID-19 pandemic highlighted the importance of having a robust Business Continuity Plan, which allows Cushing Capital personnel to work remotely or on a hybrid office-remote basis. Future incidents might impact operations differently, including those of Cushing Capital, third-party asset managers recommended or utilized by Cushing Capital, product sponsors and key service providers.

### **Economic and Political Conditions**

Economic changes, such as fluctuations in interest rates, inflation, currency values, industry conditions, competition, technological advancements, trade relations, political events and tax laws, can adversely affect investment performance. Economic, political and financial conditions, including military conflicts and sanctions, can cause market volatility, illiquidity and other negative effects. Economic or political instability, diplomatic issues or disasters in regions where client assets are invested could harm many kinds of investments. The potential for recession and its impact on different asset classes is uncertain and beyond Cushing Capital's control, with no guarantees that Cushing Capital can predict these developments.

### **Cybersecurity**

Cushing Capital and its service providers, counterparts and other market participants rely heavily on information technology and communications systems. These systems face numerous cybersecurity threats that can negatively impact clients, despite efforts to mitigate these risks through advanced technologies, processes and practices aimed at protecting system security and the confidentiality, integrity and availability of our clients' information. Unauthorized access, operational disruptions, data theft or inadvertent disclosure of sensitive information could occur, posing significant risks. A breach or security failure could lead to data or financial loss and system inaccessibility for clients and regulatory penalties, reputational damage or additional compliance costs for Cushing Capital.

### **Custody**

Cushing Capital is obligated to keep client funds and securities over which it has custody with a qualified custodian. There is a risk of loss if a custodian faces insolvency, fraud or mismanagement. Cash and securities held in a brokerage account may exceed Securities Investor Protection Corporation coverage, which generally protects accounts up to \$500,000, including up to \$250,000 in cash. Clients are at risk if a brokerage firm holding their assets fails to fulfill its obligations or faces distress, potentially impacting your ability to access assets or utilize services. While non-cash assets held in custody at a bank are typically outside a failed bank's estate, client accounts could still be impacted by delays in accessing funds, settling trades or delivering securities due to a bank's failure. Diversifying custodial relationships may mitigate such risks.

### **Counterparties**

Cushing Capital's clients may face credit and liquidity risks from their dealings with various counterparties. Should a counterparty fail due to financial distress, recovering assets or funds under contractual agreements may be delayed or limited. The absence of independent evaluations of counterparties' financial health and a regulated market can increase potential losses, especially under adverse market conditions.

### **Key Persons**

Cushing Capital's investment success heavily relies on the experience of its executives. Losing one or more key individuals could adversely impact investment performance due to diminished strategy development, opportunity sourcing, relationship leveraging and investment expertise.

### **Artificial Intelligence & Machine Learning**

Certain service providers utilized by Cushing Capital to service client accounts have artificial intelligence components, such as our client relationship management system that utilizes artificial intelligence to summarize client meeting notes. The use of artificial intelligence and machine learning includes increased risk of data inaccuracies and security vulnerabilities. Due to the rapid advancement of machine learning technologies, future risks related to artificial intelligence are unpredictable. As a measure to mitigate these risks to our clients, Cushing Capital performs periodic due diligence of our service providers for assurance that the service providers have appropriate controls in place to protect our clients' information and to limit data inaccuracies when artificial intelligence is used by the service provider.

## **Item 9 – Disciplinary Information**

As a registered investment adviser, Cushing Capital is required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of our firm or the integrity of our management. Cushing Capital has no disciplinary information to report.

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

Cushing Capital has no other financial industry activities or affiliations.

## **Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading**

### **Our Code of Ethics**

Cushing Capital is committed to providing investment advice with the utmost professionalism and integrity. Our firm strives to identify, manage and/or mitigate conflicts of interest and has adopted policies, procedures, and oversight mechanisms to address conflicts of interest. We have adopted a Code of Ethics that emphasizes our fiduciary obligation to put client interests first and is designed to ensure personal securities transactions, activities, and interests of employees will not interfere with the responsibilities to make decisions in the best interest of clients. All supervised persons of our firm must acknowledge and comply with our Code of Ethics.

You may request a copy of our Code of Ethics by contacting us at 262-256-0590.

### **Participation in Client Transactions**

Cushing Capital does not affect principal or agency cross securities transactions for client accounts. Cushing Capital also does not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells a security to an advisory client. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

### **Employee Personal Trading**

Supervised persons of Cushing Capital may purchase or sell the same security that we recommend for investment in client accounts. This creates a conflict of interest as there is a possibility that employees of our firm might benefit from market activity by a client in a security held by the employee. Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of Cushing Capital will not interfere with making decisions in the best interest of advisory clients and implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code of Ethics, certain classes of securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with the best interest of Cushing Capital's clients. Our Code of Ethics also places restrictions on our employees' personal trading activities. These restrictions include, but are not limited to, a prohibition on trading based on non-public information and pre-clearance requirements for certain types of transactions. Employee trading is continually monitored under the Code of Ethics in an effort to prevent conflicts of interest between Cushing Capital and our clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with Cushing Capital's obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. Cushing Capital will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the order.

## **Item 12 – Brokerage Practices**

### **Selection and Recommendation of Broker-Dealers**

Though Cushing Capital recommends brokers with which we have negotiated pricing on behalf of our clients, we do not have discretionary authority to select brokers. We endeavor to recommend broker-dealers that will provide the best services at the lowest commission rates possible. The reasonableness of commissions is based on the broker's ability to provide professional services, competitive commission rates, research and other services that will help our firm provide investment management services to clients. Cushing Capital may recommend brokers who provide useful research and securities transaction services even though a lower commission may be charged by a broker who offers no research services and minimal securities transaction assistance.

We have negotiated competitive pricing and services with TradePMR and Altruist Financial for brokerage and trade execution services. TradePMR clears trades and custodies assets with First Clearing Corp. ("FCC"). First Clearing is a trade name used by Wells Fargo Clearing Services, LLC., a non-bank affiliate of Wells Fargo & Company. TradePMR acts as an introducing broker dealer on a fully disclosed basis and is not affiliated with FCC. TradePMR, FCC and Altruist Financial are members of SIPC and are FINRA/SIPC member broker-dealers. The brokerage commissions and/or transaction fees charged by these broker-dealers are included in Cushing Capital's advisory fee. Cushing Capital regularly reviews the reasonableness of the compensation received by the broker-dealers used for executing client transactions in an effort to ensure that our clients receive favorable execution consistent with our fiduciary duty. Factors which Cushing Capital considers in recommending broker-dealers to clients include, but is not limited to, their respective financial strength, reputation, execution, pricing, research, and service. The commissions and/or transaction fees charged by these brokers may be higher or lower than those charged by other broker-dealers.

The commissions paid by Cushing Capital's clients are intended to be consistent with our duty to obtain "best execution." However, a client may pay a commission that is higher than what another qualified broker-dealer might charge to affect the same transaction when Cushing Capital determines, in good faith, that the commission is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including among others, execution

capability, commission rates, and responsiveness. There may be times when another broker-dealer is used to execute fixed-income trades (commonly referred to as “trading away” or “step out trades”). In instances where Cushing Capital has determined it is in the client’s best interest to utilize another broker-dealer to execute a transaction, the cost of the transaction will be included in the wrap program fee. Consistent with the foregoing, while Cushing Capital will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client transactions.

Independent Managers selected to manage clients' assets will generally also request the discretion to select brokers and negotiate commissions on behalf of a client. Cushing Capital will not have control over trading execution by such managers. Clients should review the Form ADV disclosure documents of such managers regarding their trading practices.

### **TradePMR Asset Match Program**

Effective October 1, 2025, through March 31, 2026 (or beyond if the program is extended), TradePMR is offering an asset match program to clients of Cushing Capital on new funds and investments transferred into an advisory account managed by Cushing Capital on the TradePMR brokerage platform. All securities and options available to trade on the TradePMR brokerage platform are eligible for the asset match. Non-eligible securities and products include private placements, mutual funds held directly with the fund company and are not listed on an exchange, unlisted interval and closed end funds, restricted securities not available for public trading, swaps and other over-the-counter derivatives, control shares, annuities, and any securities not held in an account on the TradePMR brokerage platform. The asset match offer does not apply to qualified plans and 529 accounts or transfers from other accounts held at Wells Fargo Clearing Services, Wells Fargo Advisors Financial Network or Wells Fargo Securities.

The asset match offer is 0.5% of the value of deposits into an advisory account managed by Cushing Capital on the TradePMR brokerage platform and is subject to a five-year earn-out period. The asset match will be earned if, on the 10th day of the calendar month following the month in which a deposit is made, no portion of the deposit has been withdrawn. If any portion or all of the deposit is withdrawn prior to the 10th day of the calendar month following the month in which the deposit was made, the match on that portion withdrawn will not be earned. The asset match may have tax implications depending on your account type and circumstances.

Certain limitations apply to the asset match program offered by TradePMR, such as an early removal fee if any assets are transferred out, withdrawn or distributed from an account receiving the asset match that causes the value of the account to be less than the value of the assets deposited into the account during a five (5) year period starting on the calendar day the asset match is credited to the account. It is important for clients of Cushing Capital to review and understand the limitations of TradePMR’s asset match program, which can be found on TradePMR’s website at [TradePMR's Asset Match Program Terms and Conditions](#).

The asset match program is being offered by TradePMR, as the introducing broker-dealer for Cushing Capital’s client accounts. In no way is Cushing Capital involved in the offering of the asset match program, nor does Cushing Capital’s recommendation to use TradePMR for brokerage

services constitute an endorsement of or recommendation to participate in the asset match program. You should be aware that the more assets there are in your account, the more you will pay in fees to Cushing Capital, which creates an incentive for Cushing Capital to recommend or encourage you to increase the assets in your account. Further, the early removal fee under the asset match program presents a conflict of interest between Cushing Capital and our clients. As a fiduciary, Cushing Capital is required to act in the best interest of our clients and seek to obtain the best price and execution for clients' securities transactions. It is Cushing Capital's policy to conduct a best execution review, at least annually, of the broker-dealers we recommend to clients to evaluate the broker's brokerage and execution practices. If at any point in the future Cushing Capital determines TradePMR no longer provides competitive and quality brokerage services, we may recommend another broker-dealer to our clients, which could result in a client participating in the asset match program to pay an early removal fee to TradePMR if assets are transferred out of an advisory account on the TradePMR brokerage platform. Cushing Capital will mitigate this conflict of interest by adhering to our fiduciary duty to seek to achieve best execution for our clients in a manner that the full range of and quality of a broker's services to the client is the most favorable under the circumstances and putting our clients' best interest first.

For more information on TradePMR's asset match program, please refer to TradePMR's website at [TradePMR's Asset Match Program Terms and Conditions](#).

### **Products & Services Available to Us from Broker-Dealers**

The broker-dealers we recommend to clients provide Cushing Capital with access to its institutional trading and custody services, which are typically not available to retail investors. These brokerage services include the execution of securities transactions, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment. Other benefits we may receive include receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively services its participants; access to block trading which provides the ability to aggregate securities transactions and then allocates the appropriate shares to client accounts; and access to an electronic communication network for client order entry and account information.

Cushing Capital also receives other services from broker-dealers (or third-party vendors with which they do business) to help us manage and further develop our business enterprise. These services include educational conferences and events; due diligence meetings, technology, compliance, legal and business consulting; publications and conferences on practice management and business succession; and access to employee benefits providers, human capital consultants and insurance providers. Fees for these services may be waived, discounted or compensated by the broker-dealer. Irrespective of these direct and indirect benefits to our clients, we strive to enhance our clients' experience and always put the needs of our clients first.

### **Research and Other Soft Dollar Benefits**

Cushing Capital does not participate in soft-dollar relationships.

## **Brokerage for Client Referrals**

When selecting broker-dealers for the execution of client securities transactions, Cushing Capital does not consider whether we will receive any client referrals from the broker-dealer or any other third-party.

## **Directed Brokerage**

As Cushing Capital will not request the discretionary authority to determine the broker-dealer to be used or the commission rates to be paid, clients must direct Cushing Capital as to the broker-dealer to be used. The commissions and transaction fees charged by these broker-dealers could be higher or lower than those charged by other custodians and broker-dealers. When directing the use of a particular broker-dealer, it should be understood that Cushing Capital will not have authority to negotiate commissions among various broker-dealers or obtain volume discounts. As such, best execution may not be achieved. Not all investment advisers require clients to direct the use of specific broker-dealers

## **Aggregation of Orders**

Cushing Capital will generally block trades where possible and when advantageous to clients. Certain trades will be effected independently. The blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts where transaction costs are shared equally and on a pro-rated basis between all accounts included in the block. Block trading allows us to execute equity or fixed income trades in a timely, equitable manner and to reduce overall commission charges to clients. Clients who do not provide Cushing Capital with discretion will not participate in block trades, and their trades in similar securities will be placed with brokers after trades for discretionary accounts. Accounts owned by supervised persons of our firm may participate in block trading with your accounts; however, these individuals will not be given preferential treatment of any kind.

## **Item 13 – Review of Accounts**

Accounts at Cushing Capital are reviewed on a periodic basis. This informal review includes assessing client goals and objectives, monitoring the account, and addressing the need to rebalance, as necessary. Individual securities held in client accounts are periodically monitored by the firm, while any selected third-party managers are monitored on a quarterly basis. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes to a client's individual circumstances, market conditions, or the political or economic environment.

Cushing Capital may also review tax-planning needs, cash-flow needs, as well as charitable giving, insurance, and estate planning as part of our ongoing client reviews. Reviews are tailored to the services we provide to you, as well as your individual needs and goals. We encourage you to discuss

your needs, goals, and objectives with us and keep us informed of any changes. If you engage our firm for ongoing investment advisory services, we will contact you at least annually to determine whether there have been any changes to your financial situation or investment objectives and whether you wish to impose any reasonable restrictions on the management of your account or reasonably modify any existing restrictions. At this time, we will advise you of any account changes we feel are necessary to help you stay on track with meeting your financial goals and consider whether the current services provided by our firm continue to be suitable for your needs.

As a convenience to our clients, in addition to reporting on clients' financial assets, at a client's request we may prepare a global consolidated report that also includes certain non-financial assets (e.g., real assets). In such instances, Cushing Capital relies on the client to provide current and accurate price or other valuation information for those assets to be included in the client's consolidated account report. In no instance are non-financial assets included in any performance reporting. Cushing Capital does not independently verify, and expressly disclaims responsibility for, the accuracy of any non-financial asset values clients provided to us to include in their reporting.

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

### **Other Compensation Arrangements**

Cushing Capital receives compensation from the broker-dealers and custodians used for your account in the form of access to electronic systems that assist us in the management of client accounts, as well as research, software and other technology that provide access to client account data (such as trade confirmations and account statements), pricing information and other market data, facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), and client reporting capabilities. Your account custodian also offers us discounts for products and services offered by vendors and third-party service providers, such as software and technology solutions. These economic benefits create a conflict of interest in that it gives our firm an incentive to recommend one broker-dealer or custodian over another that does not provide similar electronic systems, support, or services. We address this conflict of interest by disclosing to our clients the types of compensation that our firm receives so clients can consider this when evaluating our firm. It is important that you consider the fees, level of service and investment strategies, among other factors, when selecting an investment manager.

Cushing Capital also receives additional compensation from product sponsors that is related to the amount of assets invested in their products in clients' accounts. This money is paid to offset a portion or all of the costs of software or other services from third-party vendors to help us manage and further develop our business. Additionally, Cushing Capital attends conferences sponsored by product sponsors at a discounted rate from the product sponsor. This compensation presents a conflict of interest as it incentivizes Cushing Capital to use or recommend products from these companies over other products where we will not receive this benefit.

## **Client Referrals**

Cushing Capital does not pay any referral fees to other individuals for referring clients to our firm.

## **Item 15 – Custody**

When you establish a relationship with our firm for investment management services, your assets will be maintained by a bank, broker-dealer, mutual fund transfer agent or other such institution deemed a 'qualified custodian' by the SEC. We rely on the custodian to price and value assets, execute and clear transactions, maintain custody of assets in your account and perform other custodial functions. Cushing Capital does not maintain physical possession of any client account assets. Clients' assets must be held by a bank, broker dealer, mutual fund transfer agent or other such institution deemed a qualified custodian. We utilize First Clearing and Altruist Financial as the qualified custodians for client accounts.

You will receive monthly and/or quarterly account statements directly from the qualified custodian. Cushing Capital may also provide you with written quarterly performance reports for your account upon your request. We urge you to carefully review your account statements and compare the account balances with the balances reflected on any performance report you may receive from our firm for accuracy. Balances on our reports may vary slightly from custodial statements due to differences in accounting procedures, reporting dates, valuation methodologies of certain securities or other operational factors. You should promptly notify us if you do not receive account statements from your custodian at least quarterly or if you believe the information on your account statements is inaccurate.

## **Item 16 – Investment Discretion**

Cushing Capital typically has investment discretion over clients' securities accounts. Investment discretion is the authority to determine the securities or other assets to purchase or sell on behalf of an account. Investment discretion may also include the authority to select or terminate a third-party asset manager. This authority is exercised in a manner consistent with your stated investment objective for the particular account. You must provide written authorization to our firm before we can assume discretionary authority over your account. Any investment guidelines or restrictions you would like to place on your account must be provided to Cushing Capital in writing.

## **Item 17 – Voting Client Securities**

As a general policy, Cushing Capital will retain proxy voting authority for clients that have given us the authority to do so. In such cases, we will follow the proxy voting guidelines outlined in our Proxy Voting Policies and Procedures. You may obtain a copy of our Proxy Voting Policies and Procedures and/or a record of ballots voted upon by contacting us at 262-256-0590. In certain situations, the Independent Manager may be responsible for the voting of client proxies.

Clients may also elect to have us participate in class action lawsuits and related settlements on their behalf. In such cases, we utilize a third-party service provider to assist the firm with the filing process, who receives 20% of any settlement awarded to the client for their services. These class action litigation services do not include Fair Fund recoveries, which must be handled directly by you.

## **Item 18 – Financial Information**

As a registered investment adviser, Cushing Capital is required to provide you with certain financial information about our firm.

### **Prepayment of Fees**

We do not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.

### **Our Financial Condition**

We do not have any financial commitment that is reasonably likely to impair our contractual commitments to our clients, nor has our firm ever been the subject of a bankruptcy proceeding.