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March 20, 2025

This Form ADV Part 2A (the "Brochure") provides information about the qualifications and business practices of Financial & Tax Architects, LLC. If you have any questions about the contents of this Brochure, please contact us at 314-858-1122. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Financial & Tax Architects, LLC is a registered investment advisor. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an investment advisor provide you with information about which you determine to hire or retain an investment advisor.

Additional information about Financial & Tax Architects, LLC (CRD #119169) is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Material Changes

<u>Material Changes</u>

This item discusses only specific material changes that are made to the Brochure since the Firm's last annual update. It will also reference the date of the last annual update of the brochure. Since the firm's last annual update dated March 8, 2024, we've made the following updates:

Item 4: Advisory Business

- Updated language related to our recommendation of annuity and insurance products along with the recommendation of investment-management accounts. Similar updates have also been made to Item 10.
- Updated language regarding financial planning services and how fees are assessed regarding those services.
- Updated language to include additional, important, information regarding our procedures and disclosures for managing client accounts.
- Updated language explaining our services are not provided on a wrap-fee basis and included a new section disclosing our process and disclosures related to recommending retirement plan rollovers.

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

- Updated language concerning proprietary models offered by FTA to provide general descriptions of FTA's Lower Risk Portfolios, Moderate Risk Portfolios, and Growth Portfolios.

Item 10: Other Financial Industry Activities and Affiliations

- Updated language related to our recommendation of annuity and insurance products along with the recommendation of investment-management accounts. Similar updates have also been made to Item 4.

Item 14: Client Referrals and Other Compensation

- Updated language to reflect that FTA does not pay fees for client referrals.

Item 15: Custody

- Updated language to include additional, important, information regarding our safeguards in conjunction with our qualified custodian(s).

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Item 4: Advisory Business

Firm Description

Financial & Tax Architects, LLC (“FTA”) is an investment adviser and has been providing advisory services since 1998. FTA is wholly owned by FTA Holdings Group, LLC. FTA Holdings Group, LLC is owned by Victoriae, Inc. and Gordon Haave. Victoriae, Inc. is wholly owned by David Scott Brooks. FTA is registered with the U.S. Securities and Exchange Commission.

Retail Investor Discretionary Asset Management

FTA provides discretionary investment advisory services to individual and high-net worth clients who are nearing retirement or who have retired. FTA offers ongoing, continuous portfolio management services to its clients by gathering data from the client and using the data and one-on-one interviews to develop and review the client’s investment objectives, risk tolerance, and investment time horizon. The selection of FTA’s investment strategies and strategic asset allocations using those strategies are based on those factors. In some instances, FTA may create customized models at the request of the client. Customized models are required to be discretionary accounts only.

FTA and the client periodically review the client’s financial situation which may result in updated parameters for the client’s investment strategies and strategic asset allocations. It is the responsibility of the client to notify FTA of any material changes to their financial situation.

All FTA clients sign a discretionary Investment Advisory Agreement (“IAA”). This allows FTA to manage the client’s assets without pre-approval for each change to the invested assets. In certain instances, a client may wish to designate specific holdings as restricted for a variety of reasons. Any such designated assets are excluded from FTA’s advisory fee calculations.

Financial Institution Sub-Advisory Services

FTA’s provides sub-advisory services to other registered investment advisory firms. FTA provides access to its investment strategies under the terms of a sub-advisory agreement. Under the terms of that agreement, FTA relies on the sub-advised firm to determine the investment strategies and asset allocation best suited to the needs of their clients. FTA does not act as a personal, direct investment adviser or enter into an IAA with the sub-adviser clients. FTA does not possess knowledge of the sub-advisory client’s individual information or investment goals and objectives and does not provide personalized investment advice to those sub-advisory clients. Sub-Advisory investment services are considered impersonal investment advice (which means that these services are not intended to meet the needs or the objectives of specific individuals or accounts). It is the responsibility of the sub-advisory client’s financial institution to deliver FTA’s ADV Part 2 to their clients.

Financial Planning and Consulting

FTA provides advice in the form of financial planning and consulting services. When providing financial planning and consulting services, our role is to find ways to help you understand your overall financial situation and help you set financial objectives. This is typically a complimentary service to our investment advisory services however, in limited circumstances, FTA may charge a fee for guidance services related to 401(k)s depending on the scope of the engagement and the client’s specific needs, as determined on a client-by-client basis. See Item 5 for more information. Our financial planning and consulting services are designed to assist clients with creating an all-encompassing financial plan.

FTA's financial planning and consulting services include:

- An initial information intake meeting to help you understand your overall financial situation and help you set financial objectives.
- A follow-up meeting to your overall financial situation and help you set financial objectives.
- A second follow-up meeting, which ideally takes place during the ensuing twelve (12) months to check on progress and any changes concerning your overall financial situation and financial objectives.
- The written financial plans prepared by the Firm do not include specific recommendations of individual securities. Our financial planning and consulting services involve retirement or pre-retirement strategies in a client-specific written retirement financial plan. Our financial planning and consulting services explore opportunities to maximize Social Security benefits, opportunities to consolidate investment accounts and investment performance, and opportunities concerning insurance and annuity products. Annuities are sold through our affiliated entities, AdvisorMax, LLC and/or FTA Insurance Services, LLC. The compensation from annuity sales is commission based and is paid directly to AdvisorMax, LLC and/or FTA Insurance Services, LLC. The retirement financial action plan and the decision to employ any of the recommendations included in the plan are at the sole discretion of the client. Clients can take their plan and disengage with FTA at any time.

Our financial consulting and guidance services may also include a review of the client's retirement plan. In some instances, FTA may offer 401k guidance.

The implementation of any FTA financial consulting recommendation is at the sole discretion of the client.

Private Wealth Strategies

FTA's asset management services rely on a series of proprietary investment models designed to approximate specific market segments for both its retail and sub-advisory clients. Our investment models or Private Wealth Strategies ("Strategies") as we call them, use an investment model which determines when trades are made to maintain the appropriate mix of investments. The Strategies are not mutual funds or pooled accounts; each client maintains the ownership of the underlying investment securities. Their accounts are reviewed and rebalanced monthly or more frequently as needed. At the inception of our advisory relationship, FTA and the client will collectively select a blend or allocation of Strategies. Market fluctuations may impact the client's target allocations and accounts are reviewed regularly to ensure the strategies fall within appropriate parameters of the client's target allocations.

FTA's sub-advisory services work much the same way. The investment adviser firms who engage us to provide sub-advisory services determine target Strategies and allocations for their clients and provides those allocations to FTA. FTA client accounts and sub-advisory client accounts are rebalanced within appropriate parameters with the rebalancing trades for FTA client accounts and sub-advisory client accounts executed at the same time.

A complete list of all Strategies and their descriptions are available upon request.

Clients should be aware the Strategies are not managed in a tax sensitive fashion. Any tax management strategies should be discussed on an individualized basis with a tax professional. FTA does not provide legal, tax or other accounting advice.

Educational Seminars and Workshops

FTA provides no cost educational seminars and workshops where an FTA representative will provide general education pre- approved information on topics like financial planning, retirement planning, generic tax planning and Social Security benefit education. These educational seminars and workshops are offered on an impersonal basis and do not focus on the individual needs of those who attend. The seminars are for educational purposes only and do not contain any investment advisory advice for the attendees. Educational seminars are typically held at local colleges or universities. FTA is not affiliated with any academic institution and the presentation materials are neither reviewed nor endorsed by any academic institution.

Client Exclusions and Investment Restrictions

In some instances, subject to written agreement by FTA, our clients may impose certain trading restrictions on specific securities holdings in their accounts which FTA segregates and subjects to such agreed trading restrictions. No other investment restrictions are permitted unless agreed to in writing by FTA.

Termination of Services

FTA clients may terminate FTA's advisory services at any time by providing written notice. FTA can terminate the advisory agreement upon thirty (30) day's written notice to the client. Termination of the advisory agreement will not affect (a) the validity of any action previously taken by FTA under the agreement; (b) liabilities or obligations of the parties from transactions initiated before termination of the agreement; or (c) the client's obligation to pay advisor fees (pro-rated through the date of termination). Upon termination, FTA will have no further obligation to take any action with regard to the client's securities, cash or other investments.

Sub-advisory services may be terminated by either the sub-advised financial institution or FTA upon 60 days written notice for any reason, upon 30 days written notice of a material breach that goes uncured for more than 15 days, or immediately for certain specified events. Termination of a sub-advisory agreement will not affect (a) the validity of any action previously taken by FTA under the agreement; (b) liabilities or obligations of the parties from transactions initiated before termination of the agreement; or (c) the client's obligation to pay advisor fees (pro-rated through the date of termination and notice period.

Upon termination, FTA will have no further obligation to take any action with regard to the securities, cash or other investments in any sub-advised accounts.

FTA shall be entitled to a pro rata sub-advisory fee for the period those services were provided during the billing period. The sub-advisory agreement is non-assignable without the written consent of each party.

No Participation in Wrap Fee Programs

A wrap-fee program is defined as any advisory program under which a specified fee or fees not based directly upon transactions in a client's account is charged for investment advisory services of portfolio management and the execution of client transactions. We do not offer or participate in wrap-fee programs. All of our services are provided on a non-wrap fee basis which means fees and expenses for execution of client transactions charged by your broker/dealer and/or custodian are billed directly to your account separately from our advisory fees.

Retirement Plan Rollover Recommendations

When the Firm provides investment advice about your retirement plan account or individual retirement account ("IRA") including whether to maintain investments and/or proceeds in the retirement plan account, roll over such investment/proceeds from the retirement plan account to a IRA or make a distribution from the retirement plan account, we acknowledge the Firm is a "fiduciary" within the meaning of Title I of the Employee Retirement Income Security Act ("ERISA") and/or the Internal Revenue Code ("IRC") as applicable, which are laws governing retirement accounts. The way the Firm makes money creates conflicts with your interests, so we operate under a special rule that requires the Firm to act in your best interest and not put our interest ahead of you.

Under this special rule's provisions, the Firm must as a fiduciary to a retirement plan account or IRA under ERISA/IRC:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put the financial interests of the Firm ahead of you when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that the Firm gives advice that is in your best interest;
- Charge no more than is reasonable for the services of the Firm; and
- Give Client basic information about conflicts of interest.

To the extent we recommend you roll over your account from a current retirement plan account to an individual retirement account managed by the Firm, please know that the Firm and our investment adviser representatives have a conflict of interest.

We can earn increased investment advisory fees by recommending that you roll over your account at the retirement plan to an IRA managed by the Firm. We will earn fewer investment advisory fees if you do not roll over the funds in the retirement plan to an IRA managed by the Firm.

Thus, our investment adviser representatives have an economic incentive to recommend a rollover of funds from a retirement plan to an IRA which is a conflict of interest because our recommendation that you open an IRA account to be managed by our firm can be based on our economic incentive and not based exclusively on whether or not moving the IRA to our management program is in your overall best interest.

We have taken steps to manage this conflict of interest. We have adopted an impartial conduct standard whereby our investment adviser representatives will (i) provide investment advice to a retirement plan participant regarding a rollover of funds from the retirement plan in accordance with the fiduciary status described below, (ii) not recommend investments which result in the Firm receiving unreasonable compensation related to the rollover of funds from the retirement plan to an IRA, and (iii) fully disclose compensation received by the Firm and our supervised persons and any material conflicts of interest related to recommending the rollover of funds from the retirement plan to an IRA and refrain from making any materially misleading statements regarding such rollover. When providing advice to a retirement plan account or IRA, our investment advisor representatives will act with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims, based on the investment objectives, risk tolerance, financial circumstances, and a client's needs, without regard to the financial or other interests of the Firm or our affiliated personnel.

Client Assets under Management

As of June 30, 2024, FTA has discretionary assets under management ("AUM") of $443,026,713 and non-discretionary AUM of $0.

Item 5. Fees and Compensation

Clients will be charged advisory fees in arrears at the beginning of each calendar month based upon the value (market value based on independent third-party sources; client account balances on which FTA calculates fees may vary from account custodial statements based on independent asset valuations and other accounting variances) of the client's account(s) at the end of the previous month. New accounts may be charged a pro-rated fee for the remainder of the month in which the account is opened. Advisory fees shall apply to cash and cash equivalents unless negotiated or agreed to in writing otherwise by FTA.

FTA will request authority from clients to receive monthly payments directly from the client's account(s) held by a qualified third-party custodian. Clients must provide written limited authorization to FTA to withdraw fees from account(s). The custodian will withdraw advisory fees directly from client accounts and deposit them in an FTA fee account.

Discretionary Asset Management (Retail Clients)

The annual fee for FTA's discretionary asset management services is charged on a monthly basis, in arrears, and is calculated based on a percentage of the assets under management. All new client accounts are charged monthly; however, FTA has accounts with legacy custodians that may be charged on a quarterly or monthly basis.

FTA's discretionary asset management fee is up to 1.95%.

Sub-Advisory Services

The annual fee for FTA's sub-advisory asset management services is charged on a monthly basis, in arrears, and is calculated based on the amount of sub-advised assets under management. However, FTA has accounts with legacy custodians that may be charged on a quarterly or monthly basis. FTA's sub-advisory asset management fee is .75%.

Financial Consulting and Guidance Services

FTA typically does not charge a fee for its financial consulting services. In some instances, 401(k) guidance services may charge a fee of $499 depending on the scope and specific needs on a client-by-client basis. If applicable, clients are required to pay the fee at the time of service.

Educational Seminars and Workshops

FTA's educational seminars and workshops are provided free of charge. Attendees are asked to bring three canned goods as a donation. FTA donates those canned goods to a local charity.

Additional Client Fees Charged

The asset management fees paid to FTA do not include the fees and expenses the client may incur when purchases or sales of securities are made in their account. Those fees may include, but are not limited to, transactions fees, brokerage fees, custodial fees, and the management fees or expenses charged by mutual funds companies or ETF's sponsors.

For more details on FTA's brokerage practices, see Item 12 of this Brochure.

Prepayment of Client Fees

FTA does accept prepayment of any fees.

External Compensation for the Sale of Securities or other investment products to Clients

As described in Item 10, AdvisorMax, LLC and/or FTA Insurance Services, LLC are FTA's affiliated insurance field marketing organizations ("FMOs"). AdvisorMax, LLC, and/or FTA Insurance Services, LLC act as a wholesaler of insurance products, including annuities, to independent insurance agents across the country. AdvisorMax, LLC, and/or FTA Insurance Services, LLC sell insurance and annuity products to FTA clients. AdvisorMax, LLC, and/or FTA Insurance Services, LLC receive a sales commission from its wholesaler which has the direct relationship with the product underwriters. Some of the independent insurance agents who use AdvisorMax, LLC, and/or FTA Insurance Services, LLC wholesaler services may also have their own financial institution, typically a registered investment adviser, and participate in FTA's sub-advisory asset management services.

In a capacity separate from FTA, your investment adviser representative (IAR) will also serve as a licensed insurance agent. Your IAR, when acting in their separate capacity as an insurance agent will sell, for a commission, disability, long-term care, life insurance, annuities, and other insurance products and your IAR will receive salary compensation and/or a portion of the commissions paid by the insurance company and/or in some instances, incentive educational trips and/or a share of overrides on retail/wholesale business. The commission compensation is paid by the insurance sponsor or underwriting company. The receipt of commissions creates a financial incentive to recommend products for which the IAR is paid a commission. This is a conflict of interest. When acting as an insurance agent, your investment adviser representative will recommend insurance and/or annuity products that pay commissions to AdvisorMax, LLC, and/or FTA Insurance Services, LLC. AdvisorMax, LLC, and/or FTA

Insurance Services, LLC receive payments in the form of retail commissions which the insurance company may pay at the time of sale and/or over a period of years as well as retail and wholesale overrides and bonuses the wholesaler who has the direct relationship with the insurance and annuity product underwriters pay when your IAR sells an insurance or annuity product. These payments are based on the aggregate sales by licensed insurance agents with our affiliates, AdvisorMax, LLC, and/or FTA Insurance Services, LLC and the amount may increase if AdvisorMax, LLC, and/or FTA Insurance Services, LLC reach certain sales incentive levels set by the insurance company. This is a conflict of interest because it creates an incentive for FTA and your IAR to recommend insurance products to you. Such commissions and compensation will vary depending upon the product recommended. Consequently, your IAR has an economic incentive to recommend the insurance and annuity products with a higher commission rate, which is a conflict of interest.

The receipt of salary compensation and/or a portion of the commissions paid by the insurance company on insurance products also presents a conflict of interest because it can create an incentive for your investment adviser representative to place your assets in insurance products rather than advisory accounts, depending on which pays more. The commissions for a fixed index annuity are greater initially than the annual investment advisory fee in most situations. This is a conflict of interest. You are under no obligation to implement any insurance or annuity transaction through your investment adviser representative in his or her capacity as a licensed insurance agent.

The receipt of commissions and additional incentive compensation is a conflict of interest. This conflict is mitigated by fully disclosing the conflict through a separate disclosure that will be given to the advisory clients prior to the sale outlining the commission ranges or range amounts of insurance commission that the IAR and our affiliates, AdvisorMax, LLC, and/or FTA Insurance Services, LLC will receive from the insurance company for such purchase. Clients are not required to purchase any insurance products through our IARs in their separate capacity as insurance agents. Our affiliates, AdvisorMax, LLC, and/or FTA Insurance Services, LLC assist us to find the insurance company that best fits the client's situation.

Our affiliates, AdvisorMax, LLC, and/or FTA Insurance Services, LLC provide marketing assistance and business development tools to acquire new clients, technology with the goal of improving the client experience and our firm's efficiency, back office and operations support to assist in the processing of our insurance and annuity products for clients. In some instances, we receive payments from insurance companies for training and education or to help defray the expenses of our training meetings. This is a conflict of interest because it creates an incentive for FTA and your IAR to recommend insurance and annuity products to you. Although some of these services can benefit a client, other services obtained by us such as marketing assistance, business development and incentive trips will not benefit an existing client. Our affiliates, AdvisorMax, LLC, and/or FTA Insurance Services, LLC can also receive bonus payments from an insurance company for selling a targeted number of annuities during a specified period of time which creates a conflict of interest. FTA's senior management may participate in the profits generated by these activities which is a conflict of interest.

FTA has taken steps to manage these conflicts of interest by requiring that each investment adviser representative (i) only recommend insurance and annuities when in the best interest of the client and without regard to the financial interest of FTA and its investment adviser representative, (ii) not recommend insurance and/or annuities which result in investment adviser representative and/or FTA receiving unreasonable compensation related to the recommendation, and (iii) disclose in writing to a client any material conflicts of interest related to insurance or annuity recommendations. The disclosure will be given to the advisory client prior to the sale outlining the range of insurance commission that the investment adviser firm and/or supervised person will receive from the insurance company for such purchase.

Conflicts of interest are mitigated by the fact that the Firm, as well as the IARs, have a fiduciary responsibility to place the best interest of the client first and will act in accordance with that responsibility. You are under no obligation to purchase insurance products through our affiliated field marketing organizations, AdvisorMax, LLC, and/or FTA Insurance Services, LLC. Clients have the option to purchase investment products that are recommended by our IARs through other brokers, agents, and/or FMOs which are not affiliated with the Firm. It is our fiduciary duty as an investment advisor to provide advice and investment recommendations that are in the best interest of our client and to put our client's interest ahead of our own.

FTA's conflict mitigation steps include disclosures, the Code of Ethics, and the fiduciary obligation to place the best interest of the client first. There is no obligation to purchase any commission based or other compensated products. Clients have the option to purchase any recommended products through the insurance agent of their choosing.

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

FTA does not charge performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client). Fees are calculated as described above and are not charged on the basis of income, capital gains or capital appreciation of the assets or any portion of the assets of a client.

Item 7: Types of Clients

<u>Description</u>

FTA provides discretionary asset management services to individuals and high net-worth individuals. FTA also provides sub-advisory asset management services to other financial institutions.

Client relationships vary in scope and length of service.

<u>Minimum Account Requirements</u>

FTA does not have a minimum account size requirement.

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

<u>Methods of Analysis</u>

FTA's security analysis is based on a number of factors, including those derived from academic research and literature, commercially available software technology, securities rating services, general market and financial information, due diligence reviews, and specific investment analysis.

<u>Investment Strategies</u>

Financial & Tax Architects manages client assets using strategies which invest in exchange-traded stocks and funds in the equities, debt, and commodity markets. The investment strategy for a specific client is based upon the objectives stated by the client during consultations with the client. The client may change these objectives at any time. FTA assists the client in developing designated allocation parameters for each client that documents their objectives and their desired investment strategy. The strategies are designed to provide capital appreciation and income to the investors, but many of them employ trend-following methods to reduce or eliminate exposure to these markets when they enter long-term downtrends in price. Client accounts may be allocated to any combination and weight of these strategies, and the accounts are periodically re-balanced to designated allocation parameters. Dividends paid into accounts by the investments are re-invested in the account's overall investment allocation parameters.

Lower Risk Portfolios: Lower Risk Portfolios seek a portfolio typically characterized by a lower volatility and designed for capital preservation and income generation. Lower Risk Allocations will have greater exposure to historically lower risk, income-focused asset classes. These strategies, generally, may invest in cash or cash equivalents, high-yield corporate bond mutual funds and/or ETF(s) with specific sell triggers designed to reduce portfolio risk, intermediate-term bond ETF(s), U.S. Corporate Bond Funds, inflation-indexed U.S. Treasury securities ("TIPS"), S&P Index funds which may be leveraged, long-term US Treasuries, U.S. High-Yield Corporate Bonds, Emerging Market Bonds, U.S. Convertible Bonds, and ETF(s) designed to track the performance of Spot Gold, U.S. Treasury Bills, 10-Year U.S. Treasury Notes, 30-year U.S. Treasury Bonds, and/ or the NAREIT Real Estate Investment Trust Index.

Moderate Risk Portfolios: Moderate Risk Portfolios seek a portfolio typically characterized by moderate volatility and designed for capital appreciation and income generation. Moderate Risk Allocations typically have increased exposure to a historically moderate risk blend of growth-oriented and income asset classes. These strategies, generally, may invest in ETF(s) designed to track the performance of large-cap domestic equities, large-cap foreign equities, 10-Year Treasury Notes, the Goldman Sachs Commodity Index, and/or the NAREIT Real Estate Investment Trust Index, foreign dividend paying stocks and/or ETF(s), ETF(s) designed to track the Barclays Pan-European Aggregate Bond Index, leading U.S. dividend-paying stocks or ETF(s) which may include Dividend Aristocrats (NOBL) ETF(s), ETF(s) designed to track the Barclays Capital US Intermediate Aggregate Bond index, S&P MidCap 400 Index ETF(s), intermediate-term bond ETF(s), investment vehicles designed to approximate the U.S. equity market, investments designed to track the Barclays Aggregate Bond Index, sector ETF(s), ETF(s) that track Barclays U.S. Aggregate bond ETF(s), Barclays Aggregate Bond ETF(s), global equity sectors, U.S. Treasuries, foreign dividend paying stocks and/or ETF(s), individual country fixed income ETF(s) and/or long duration bonds.

Growth Portfolios: Growth Portfolios seek a portfolio characterized by high degrees of volatility and designed for capital appreciation. Growth Portfolios Allocations typically have exposure to historically growth-oriented asset classes. These strategies, generally, may invest in ETF(s) designed to represent undervalued asset classes such as the equity market, U.S. Treasury bonds, corporate bonds, and/or ETF(s) designed to capture sectors that often perform well in recessionary or uncertain periods such as precious metals, energy, mining and associated industry companies, stocks with value characteristics typified by lower valuations based on their fundamental characteristics as compared to industry peers and the market as a whole, and/or equities comprised of the ten largest market value Nasdaq equities.

Risk of Loss

All investment activities and programs carry certain risks that are borne by the investor. Therefore, clients should be prepared to bear investment losses including loss of original principal. While financial markets may increase and decrease, client accounts may experience gains or losses that vary from those of the financial markets taken as a whole. FTA is unable to represent, guarantee or imply that our methods of analysis will be able to successfully predict future results or protect against losses due to market fluctuations. Past performance is not indicative of future results. Clients should not assume the performance of any investment strategy employed by FTA will be profitable.

All investors face the following risks and should discuss these risks with their advisor:

- Interest-Rate Risk: Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- Market Risk: The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's underlying circumstances. For example, political, economic and social conditions may trigger market events.
- Inflation Risk: When any type of inflation is present, a dollar today will buy more than a dollar next year, because purchasing power is eroding at the rate of inflation.
- Currency Risk: Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- Reinvestment Risk: This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- Business Risk: These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- Liquidity Risk: Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- Financial Risk: Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.
- Options Trading: The risks involved with trading options are that they are very time sensitive investments. An options contract is generally a few months. The buyer of an option could lose his or her entire investment even with a correct prediction about the direction and magnitude of a particular price change if the price change does not occur in the relevant time period (i.e., before the option expires). Additionally, options are less tangible than some other investments. An option is a "book-entry" only investment without a paper certificate of ownership.
- Leveraged Risk: The risks involved with using leverage may include compounding of returns (this works both ways – positive and negative), possible reset periods, volatility, use of derivatives, active trading and high expenses. Leveraged investments are not for long-term investors or buy and hold strategies.

- Security Specific Risk: FTA primarily uses ETF's, Treasury securities, individual securities, and cash equivalents in the investment strategies it manages. While FTA does not currently invest with any mutual funds in the investment programs, it reserves the right to do so in the future. The specific risks associated with ETF's include all the risks described above, as well as increased liquidity risk should the underlying investments become illiquid, or valuation becomes difficult. There may be tax consequences to holding any security. Other potential risks include a nominal trading risk since unlike a mutual fund which has a set end of day NAV, ETF's must be traded in the market and trading expenses may diminish returns. Finally, an ETF may be shut by its sponsor without notice resulting in a total liquidation of the ETF which may result in an elevated reinvestment risk.
- Privacy/ Cybersecurity Risk. The risk of actual and attempted cyber-attacks, including denial-of-service attacks, and harm to technology infrastructure and data from misappropriation or corruption, and reputation harm. Due to FTA's interconnectivity with third-party vendors, FTA, and thus indirectly our clients, could be adversely impacted if any of them is subject to a successful cyber-attack or other information security event. Although FTA takes protective measures and endeavors to modify them as circumstances warrant, its computer systems, software, and networks may be vulnerable to unauthorized access, misuse, computer viruses or other malicious code and other events that could have a security impact or render FTA unable to transact business on behalf of clients.
- Pandemic Risk. The recent COVID-19 pandemic has caused and continues to cause disruptions in economies and individual companies and volatility in financial markets throughout the world, including those in which clients invest. The impact of the pandemic and resulting economic disruptions may negatively impact the clients and the performance of their portfolios due to, among other things, (i) interruption of business operations resulting from travel restrictions, reduced consumer spending, and quarantines of employees, customers and suppliers in areas affected by the outbreak, (ii) closures of manufacturing facilities, warehouses and logistics supply chains, and (iii) uncertainty about the duration of the virus' impact on global financial markets. Governments and central banks throughout the world have responded to the pandemic and resulting economic disruptions with a variety of fiscal and monetary policy changes, including direct capital infusions into companies and other issuers, new monetary policy tools, and lower interest rates, but the ultimate impact of these efforts is uncertain. It is not possible to determine the duration or severity of the disruption in financial markets or the long-term economic impact of the COVID-19 pandemic, or other future epidemics or pandemics, which may adversely affect the clients' performance and investment strategies and significantly reduce available investment opportunities.
- Business Continuity Risk. FTA has adopted a business continuation strategy to maintain critical functions in the event of a partial or total building outage affecting our offices or a technical problem affecting applications, data centers, or networks. The recovery strategies are designed to limit the impact on clients from any business interruption or disaster. Nevertheless, our ability to conduct business can be curtailed by a disruption in the infrastructure that supports our operations.

Item 9: Disciplinary Information

Criminal, Civil or Disciplinary Actions

Registered investment advisors are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of FTA or the integrity of FTA's management. FTA has no information applicable to this item.

Item 10: Other Financial Industry Activities and Affiliations

Broker-Dealer or Representative Registration

FTA does not employ any registered representatives of a broker/dealer or custodian.

Futures or Commodity Registration

FTA is not registered or has an application pending to register as a futures commission merchant, commodity pool operator, or a commodity-trading advisor.

Material Relationships Maintained by this Advisory Business and Conflicts of Interest

AdvisorMax, LLC, and/or FTA Insurance Services, LLC: AdvisorMax, LLC and/or FTA Insurance Services, LLC are affiliated insurance field marketing organizations ("FMOs"). AdvisorMax, LLC, and/or FTA Insurance Services, LLC act as a wholesaler of insurance products, including annuities, to independent insurance agents across the country. AdvisorMax, LLC, and/or FTA Insurance Services, LLC sell insurance and annuity products to FTA clients. AdvisorMax, LLC, and/or FTA Insurance Services, LLC receive a sales commission from its wholesaler which has the direct relationship with the product underwriters. Some of the independent insurance agents who use AdvisorMax, LLC, and/or FTA Insurance Services, LLC wholesaler services may also have their own financial institution, typically a registered investment adviser, and participate in FTA's sub-advisory asset management services.

In a capacity separate from FTA, your investment adviser representative (IAR) will also serve as a licensed insurance agent. Your IAR, when acting in their separate capacity as an insurance agent will sell, for a commission, disability, long-term care, life insurance, annuities, and other insurance products and your IAR will receive salary compensation and/or a portion of the commissions paid by the insurance company and/or in some instances, incentive educational trips and/or a share of overrides on retail/wholesale business. The commission compensation is paid by the insurance sponsor or underwriting company. The receipt of commissions creates a financial incentive to recommend products for which the IAR is paid a commission. This is a conflict of interest. When acting as an insurance agent, your investment adviser representative will recommend insurance and/or annuity products that pay commissions to AdvisorMax, LLC, and/or FTA Insurance Services, LLC. AdvisorMax, LLC, and/or FTA Insurance Services, LLC receive payments in the form of retail commissions which the insurance company may pay at the time of sale and/or over a period of years as well as retail and wholesale overrides and bonuses the wholesaler who has the direct relationship with the insurance and annuity product underwriters pay when your IAR sells an insurance or annuity product. These payments are based on the aggregate sales by licensed insurance agents with our affiliates, AdvisorMax, LLC, and/or FTA Insurance Services, LLC and the amount may increase if AdvisorMax, LLC, and/or FTA Insurance Services, LLC reach certain sales incentive levels set by the insurance company. This is a conflict of interest because it creates an incentive for FTA and your IAR to recommend insurance products to you.

Such commissions and compensation will vary depending upon the product recommended. Consequently, your IAR has an economic incentive to recommend the insurance and annuity products with a higher commission rate, which is a conflict of interest.

The receipt of salary compensation and/or a portion of the commissions paid by the insurance company on insurance products also presents a conflict of interest because it can create an incentive for your investment adviser representative to place your assets in insurance products rather than advisory accounts, depending on which pays more. The commissions for a fixed index annuity are greater initially than the annual investment advisory fee in most situations. This is a conflict of interest. You are under no obligation to implement any insurance or annuity transaction through your investment adviser representative in his or her capacity as a licensed insurance agent.

The receipt of commissions and additional incentive compensation is a conflict of interest. This conflict is mitigated by fully disclosing the conflict through a separate disclosure that will be given to the advisory clients prior to the sale outlining the commission ranges or range amounts of insurance commission that the IAR and our affiliates, AdvisorMax, LLC, and/or FTA Insurance Services, LLC will receive from the insurance company for such purchase. Clients are not required to purchase any insurance products through our IARs in their separate capacity as insurance agents. Our affiliates, AdvisorMax, LLC, and/or FTA Insurance Services, LLC assist us to find the insurance company that best fits the client's situation.

Our affiliates, AdvisorMax, LLC, and/or FTA Insurance Services, LLC provide marketing assistance and business development tools to acquire new clients, technology with the goal of improving the client experience and our firm's efficiency, back office and operations support to assist in the processing of our insurance and annuity products for clients. In some instances, we receive payments from insurance companies for training and education or to help defray the expenses of our training meetings. This is a conflict of interest because it creates an incentive for FTA and your IAR to recommend insurance and annuity products to you. Although some of these services can benefit a client, other services obtained by us such as marketing assistance, business development and incentive trips will not benefit an existing client. Our affiliates, AdvisorMax, LLC, and/or FTA Insurance Services, LLC can also receive bonus payments from an insurance company for selling a targeted number of annuities during a specified period of time which creates a conflict of interest. FTA's senior management may participate in the profits generated by these activities which is a conflict of interest.

FTA has taken steps to manage these conflicts of interest by requiring that each investment adviser representative (i) only recommend insurance and annuities when in the best interest of the client and without regard to the financial interest of FTA and its investment adviser representative, (ii) not recommend insurance and/or annuities which result in investment adviser representative and/or FTA receiving unreasonable compensation related to the recommendation, and (iii) disclose in writing to a client any material conflicts of interest related to insurance or annuity recommendations. The disclosure will be given to the advisory client prior to the sale outlining the range of insurance commission that the investment adviser firm and/or supervised person will receive from the insurance company for such purchase.

Conflicts of interest are mitigated by the fact that the Firm, as well as the IARs, have a fiduciary responsibility to place the best interest of the client first and will act in accordance with that responsibility. You are under no obligation to purchase investment products that are recommended by our IARs through other brokers, agents, and/or FMOs which are not affiliated with the Firm. It is our fiduciary duty as an investment advisor to provide advice and investment recommendations that are in the best interest of our client and to put our client's interest ahead of our own.

FTA's conflict mitigation steps include disclosures, the Code of Ethics, and the fiduciary obligation to place the best interest of the client first. There is no obligation to purchase any commission based or other compensated products. Clients have the option to purchase any recommended products through the insurance agent of their choosing.

IARs of the Firm have and may continue to have direct or indirect ownership interest in investments that they recommend to their clients. In addition, IARs of the Firm have and may continue to have direct or indirect ownership in underlying assets or portfolio companies of investments that they recommend to their clients. This conflict is mitigated by the fact that the Firm, as well as the IARs, have a fiduciary responsibility to place the best interest of the client first and will act in accordance with that responsibility.

The Firm will seek to ensure that any such recommendations are provided on a fully disclosed basis and only when aligned with the client's best interest.

Recommendations or Selections of Other Investment Advisors and Conflicts of Interest

FTA does not recommend or select other registered investment advisors.

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

FTA has adopted a Code of Ethics ("Code") pursuant to Rule 204A-1 under the Investment Advisers Act of 1940. The Code establishes rules of conduct for its employees and is designed to, among other things, govern personal securities trading activities in the accounts of employees. The Code contains general ethical principles and personal securities reporting provisions. In summary, the Code prohibits employees from taking inappropriate advantage of their positions and their access to information concerning any investments or investment strategies for personal gain or in a manner detrimental to the interests of FTA clients.

The Code of Ethics further includes FTA's policy prohibiting the use of material non-public information and protecting the confidentiality of client information. FTA requires that all individuals must act in accordance with all applicable federal and state regulations governing registered investment advisory practices.

Any individual violating the Code of Ethics may be subject to discipline as deemed appropriate, including verbal reprimand, letter of censure or suspension, termination or disgorgement of any profits received as a result of the breach.

FTA will provide a copy of its Code of Ethics upon request.

Investment Recommendations Involving a Material Financial Interest and Conflicts of Interest

FTA does not maintain a material financial interest in any securities or issuer of securities. FTA has no material financial interest in any securities being purchased or sold in any client account(s).

FTA or its related persons may invest in the same securities that are recommended to clients. Additionally, FTA or its related persons may buy or sell securities for client accounts at or about the same time that FTA or its related persons buys or sells the same securities for their own accounts. This practice creates a conflict of interest for FTA or its related persons to favor their transactions over client transactions. To mitigate this conflict, FTA and its related persons, as fiduciaries, will place the client's interest ahead of their own.

Item 12: Brokerage Practices

Best Execution

Best execution does not necessarily mean the lowest achievable commission costs. FTA places significant importance on qualitative execution, meaning the trade execution is consistent with its fiduciary duty. The quality and availability of the trading platform is essential to FTA's service arrangements and capabilities. FTA relies on the ability of the custodian(s) to provide execution services at the best prices available to it.

Selection of Broker/Dealers and Custodians

FTA seeks to recommend a broker-dealer/custodian that will hold client assets and execute transactions on terms that are, overall, most advantageous when compared with other available third-party providers and their services. FTA considers a wide range of factors, including:

- Capability to execute, clear, and settle trades (buy and sell securities for your account) itself or to facilitate such services.
- Capability to facilitate timely transfers and payments to and from accounts.
- Availability of investment research and tools that assist us in making investment decisions. - Quality of services.
- Competitiveness of the price of those services and willingness to negotiate the prices.
- Reputation, financial strength, and stability.

Brokerage for Client Referrals

FTA does not receive client referrals from any custodians or broker-dealers.

Directed Brokerage

FTA requires clients to use specific independent qualified custodians. FTA clients enter into a custodial agreement with their custodian. FTA requires its sub-advisory clients to use a specific qualified custodian. By requiring clients to use a particular custodian, FTA may not achieve the most favorable trade execution or lowest custodial fees available. Currently, FTA has custodial relationships with Schwab Institutional Services and Interactive Brokers as qualified custodians.

Soft Dollar Arrangements

FTA does not participate in a soft dollar arrangement with any custodian. The SEC defines soft dollar practices as an arrangement under which products or services other than execution services are obtained by FTA from or through a broker-dealer in exchange for directing client transactions to the broker-dealer.

Principal Trading and Agency Cross Trades

FTA does not engage in principal trading or agency cross trading transactions.

Trade Aggregation

FTA engages in transactions in the same security or securities on behalf of a group of discretionary accounts and will choose to execute trades separately or on an aggregated basis based on operational feasibility and FTA's reasonable belief as to economic benefit for the account. Generally, aggregated trades are allocated proportionately among accounts at or near the time of trade execution. Transactions for discretionary accounts that are included in an aggregated order may be executed before, along with, or after transactions in the same security being executed for other FTA clients. As a result, one account may receive a price for a particular transaction received by another account for a similar transaction at or around the same time.

FTA's objective is to ensure that over time, no discretionary account is systematically favored over any other discretionary account as to any available investment for reasons outside of the client's investment guidelines and applicable law.

Given FTA's business model, FTA does not aggregate the purchase or sale of securities among various

Item 13: Review of Accounts

Periodic Review of Client Accounts or Financial Plans

FTA continuously supervises client accounts and reviews client accounts not less than quarterly or upon the specific request of the client. Off-cycle reviews may be triggered by material events, including, but not limited to, changes of financial circumstances, additions or subtractions of client assets, account drift or variance from stated account allocation, financial market conditions, or the prevailing political environment.

Regular Reports Provided to Clients

Clients may receive performance or other reports directly from FTA. FTA encourages its clients to compare any reports it provides against the account statements provided by the custodian. Should there be a question or concern regarding any report or statement, the client should contact FTA or the account custodian.

Item 14: Client Referrals and Other Compensation

Economic Benefits Provided to FTA from External Sources

FTA does not receive any economic benefits from external sources.

Payments for Client Referrals

FTA does not pay fees for client referrals.

Item 15: Custody

FTA does not have custody of client funds or securities–except in the circumstances detailed below. All client investment funds are held by a qualified custodian in accounts identified individually to the client and about which the client will receive regular statements. Any funds being deposited for investment should be payable to the custodian where the account is held, not to FTA or one of its IARs. Although consolidating client assets in an omnibus account could create some marketplace advantages, FTA has determined to adopt a policy of using individual client accounts at an independent custodian to provide greater security and transparency to its clients.

Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the custodian for the client accounts. FTA has the ability to have its advisory fee for each client debited by the custodians on a quarterly or monthly basis. Where FTA has the ability to have its fees debited in this manner, it is deemed to have custody, but is not subject to surprise audit. In some cases, payment of fees may be made directly to FTA by clients, but never to IARs.

In February 2017, the SEC issued a no action letter ("Letter") with respect to Rule 206(4)-2 ("Custody Rule") under the Investment Advisers Act of 1940 ("Advisers Act"). The Letter provided guidance on the Custody Rule as well as clarified that an adviser who has the power to disburse client funds to a third party under a standing letter of instruction ("SLOA") is deemed to have custody. As such, our firm has adopted the following safeguards in conjunction with our qualified custodian(s):

- The client provides an instruction to the qualified custodian, in writing, which includes the client's signature, the third party's name, and either the third party's address or the third party's account number at a custodian to which the transfer should be directed.
- The client authorizes FTA, in writing, either on the qualified custodian's form or separately, to direct transfers to the third party either on a specified schedule or from time to time.
- The client's qualified custodian performs appropriate verification of the instruction, such as a signature review or other method to verify the client's authorization and provides a transfer of funds notice to the client promptly after each transfer.
- The client has the ability to terminate or change the instruction to the client's qualified custodian.
- FTA has no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party contained in the client's instruction.
- FTA maintains records showing that the third party is not a related party of the investment adviser or located at the same address as the investment adviser.

FTA may also provide a written periodic report summarizing account activity and performance. Please Note: To the extent that FTA provides clients with periodic account statements or reports, clients are urged to compare any statement or report provided by FTA with the account statements received from the account custodian. Please Also Note: The account custodian does not verify the accuracy of FTA's advisory fee calculation.

Item 16: Investment Discretion

For discretionary investment management accounts, FTA requires that the authority to determine which securities and the amounts of securities that are bought or sold be provided in writing. Any limitations on this discretionary authority shall be included in this written authority statement. Clients can change or amend these limitations, subject to FTA's written approval. Clients have the ability to place reasonable restrictions on certain assets held in their custodial accounts. Any such restrictions placed on FTA's discretionary authority shall be set forth in writing or included as an attachment to the IAA, subject to FTA's written approval.

Item 17: Voting Client Securities

Although FTA has discretionary authority with respect to the acquisition and disposition of client securities, FTA does not take responsibility for voting proxies on behalf of its clients. Clients should expect to receive proxy materials directly from the custodian.

Clients should be aware that FTA will neither advise nor act on behalf of the client in legal proceedings involving securities are held or were previously held in the client's account(s), including, but not limited to, the filing of "Proofs of Claims" in class action settlements.

Item 18: Financial Information

Registered investment advisors are required in this item to provide you with certain financial information or disclosures about their financial condition. FTA does not require prepayment of more than $1,200 in fees per client, six months or more in advance. FTA has no financial commitment that impairs its ability to meet contractual and fiduciary issue commitment to clients and has not been the subject of a bankruptcy petition.