



NewEdge Wealth, LLC

Part 2A of Form ADV: Firm Brochure

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March 31, 2022

This brochure provides information about the qualifications and business practices of NewEdge Wealth, LLC (hereinafter “NewEdge” or the “Firm”). If you have any questions about the contents of this brochure, please contact David Schnier, the Firm’s Chief Compliance Officer, at the telephone number listed above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority. Additional information about the Firm is available on the SEC’s website at www.adviserinfo.sec.gov. Registration with the SEC does not imply a certain level of skill or training.

Item 2. Material Changes

In this Item, the Firm is required to discuss any material changes that have been made to the brochure since the last annual amendment.

Since the last annual amendment, dated March 31, 2021, the following changes have been made:

- Item 4 – Advisory Business – New Edge Wealth, LLC was renamed NewEdge Wealth, LLC. In addition, its parent company, EdgeCo Wealth Management LLC, was renamed NewEdge Capital Group, LLC.
- Item 4 – was updated to include the provision of financial planning services.
- Item 4- The Bank Deposit Program is no longer being offered as a sweep option for new accounts. After July 1, 2021, accounts opened through NewEdge Securities, Inc. (fka Mid Atlantic Capital Corporation), our affiliated introducing broker dealer, will be swept into a money market fund.
- Item 4 – Regulatory Assets Under Management- Amounts were updated to reflect the current AUM of \$4,375,325,858.00.
- Item 4 – was updated to reflect important information about IRA rollovers.
- Item 8 – was updated to include important risks associated with structured notes, option strategies and socially responsible investing.
- Item 10 – GMW Advisors LLC is now under common ownership with NewEdge Wealth. Information regarding this affiliation has been added.
 - Mid Atlantic Financial Management has been merger with and into GMW Advisors LLC and has been renamed NewEdge Advisors, LLC.
 - Mid Atlantic Capital Corporation has been renamed NewEdge Securities, Inc.
- Item 17 – was updated to include information about our proxy voting policies.

Item 3. Table of Contents

Item 2. Material Changes	2
Item 3. Table of Contents	3
Item 4. Advisory Business.....	4
Item 5. Fees and Compensation	11
Item 6. Performance-Based Fees and Side-by-Side Management	20
Item 7. Types of Clients	20
Item 8. Methods of Analysis, Investment Strategies and Risk of Loss.....	20
Item 9. Disciplinary Information	29
Item 10. Other Financial Industry Activities and Affiliations	29
Item 11. Code of Ethics.....	32
Item 12. Brokerage Practices	33
Item 13. Review of Accounts.....	35
Item 14. Client Referrals and Other Compensation	36
Item 15. Custody.....	37
Item 16. Investment Discretion	37
Item 17. Voting Client Securities	37
Item 18. Financial Information	38

Item 4. Advisory Business

NewEdge Wealth, LLC (“NewEdge”, “Firm”, “us” or “we”) provides high net worth individuals and families a broad range of comprehensive investment advisory services. While our services depend on the specific arrangement with each client, our engagements generally include the provision of advisory services on a wrap fee basis. For more information about our wrap fee program, please see Form ADV Part 2A Appendix 1 - Wrap Fee Program Brochure, which is included as a supplement to this Firm Brochure.

The Firm filed for registration with the SEC as an investment adviser on March 1, 2020. As of March 28, 2022, NewEdge had assets under management of \$4,357,325,858 (\$3,520,512,411 Discretionary; \$836,813,447 Non-Discretionary).

NewEdge is a wholly owned subsidiary of NewEdge Capital Group, LLC, which is a wholly owned subsidiary of New Edge Wealth Holdings, L.P. New Edge Wealth Holdings, L.P. was formed on February 4, 2020 by EdgeCo Buyer, Inc. as part of a consolidation of its wealth management businesses. EdgeCo Buyer, Inc. is a wholly owned subsidiary of EdgeCo Investor Holdings, LP, a limited partnership formed in conjunction with the purchase of Mid Atlantic Capital Group, Inc. by investment funds affiliated with Parthenon Capital, LLC and Waterfall Asset Management, LLC, an SEC-registered institutional asset manager.

NewEdge is under common control with NewEdge Securities, Inc. (“NES”), a registered broker-dealer and member of the Financial Industry Regulatory Authority, Inc. (FINRA), LPA Insurance Agency, a California registered insurance agency and NewEdge Advisors, LLC, an investment adviser registered with the SEC.

While this brochure generally describes the business of NewEdge, certain sections also discuss the activities of its supervised persons, which refer to the Firm’s officers, partners, private wealth advisers, directors (or other persons occupying a similar status or performing similar functions), employees or any other person who provides investment advice on NewEdge’s behalf and is subject to the Firm’s supervision or control.

Advisory Services

NewEdge’s clients can choose from a wide range of discretionary and non-discretionary advisory services (the “Advisory Services”) including:

- Wealth Planning
- Financial Planning
- Asset Allocation
- Asset Management
- Portfolio Construction
- Separately Managed Accounts
- Institutional Consulting

NewEdge, through its Private Wealth Advisers (PWAs), tailors its advisory services to meet the needs of its individual clients and seeks to ensure, on a continuous basis, that client portfolios are managed in a manner consistent with those needs and objectives. NewEdge 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. Clients are advised to promptly notify NewEdge if there are

changes in their financial situation or if they wish to place any limitations on the management of their portfolios. Clients may impose reasonable restrictions or mandates on the management of their accounts if NewEdge determines, in its sole discretion, the conditions would not materially impact the performance of a management strategy or prove overly burdensome to the Firm's management efforts.

The terms of the advisory services that NewEdge provides for each client is set forth in one or more investment advisory agreements between NewEdge and such client (the "Advisory Agreement"). Some platforms and programs may also require an agreement directly with a client in addition to the Advisory Agreement. Clients must rely on a third party to custody their securities and other assets and to execute securities transactions. Our client's assets are generally custodied at National Financial Services LLC ("NFS") or Fidelity Brokerage Services LLC (together with NFS, "Fidelity"). Clients whose assets are custodied with Fidelity will enter into a separate account agreement with Fidelity.

Wealth Planning

NewEdge offers clients a broad range of financial planning and investment advice services, which may include cash flow analysis, trust and estate planning, insurance planning, retirement planning, tax planning and other investment advice. In performing these services, NewEdge may rely on information received from the client or from the client's other professional advisor (e.g., attorneys, accountants, etc.) and does not independently verify the accuracy of that information.

Stand-Alone Financial Planning and Non-Investment Consulting Services

NewEdge can also provide financial planning and non-discretionary investment-related consulting services regarding matters such as tax and estate planning, insurance, etc. on a stand-alone basis per the terms and conditions of a separate written agreement and fee, the fee for which shall generally be based upon the individual providing the service and the scope of the services to be provided. Prior to engaging NewEdge to provide planning or consulting services, clients are generally required to enter into a *Financial Planning and Consulting Agreement* and/or *Investment Consulting Agreement* with NewEdge setting forth the terms and conditions of the engagement (including termination), describing the scope of the services to be provided, and the portion of the fee that is due from the client prior to NewEdge commencing services.

Asset Allocation

NewEdge believes that asset allocation and investor behavior are primary drivers of investment returns. When providing asset allocation advice, NewEdge assists clients in the review and establishment of an asset allocation plan across a client's entire portfolio and makes recommendations based on the client's investment objectives, risk tolerance and market conditions. In the discretionary program, NewEdge will monitor the client's portfolio for deviations from the asset allocation plan (within certain agreed upon parameters) and, for assets over which NewEdge can exercise discretion, may make adjustments to bring the portfolio into conformity the client's plan.

NewEdge uses a variety of sources to create its asset allocation models including third party research from financial institutions as well as independent research from unaffiliated investment advisers that provide proactive, investment consulting and advisory services to sophisticated investors.

Portfolio Management

NewEdge primarily advises clients on the allocation of their assets among various investments including but not limited to

- Separately managed accounts of independent investment advisers (“Independent Managers”);
- PWA managed portfolios;
- unaffiliated registered funds, including mutual funds and exchange-traded funds; and
- affiliated and unaffiliated unregistered pooled investment vehicles (“Private Funds”).

PWA Managed Portfolios

NewEdge, through its PWAs, can provide investment advice on the assets in your accounts on either a discretionary or non-discretionary basis. Eligible investments include a wide variety of securities and other investments, such as foreign and domestic equity securities, investment and other grade bonds, and structured products, as well as mutual funds, ETFs, closed-end funds, unit investment trusts, real estate investment trusts, hedge funds, private equity funds, and other private placement alternative investments. Portfolios can be designed to manage client assets within a single asset class or across multiple asset classes.

NewEdge may also recommend strategies that are available through contractual arrangements with model only providers. The Firm believes this approach helps it to solve core administrative and technology issues through a flexible and open architecture solutions. NewEdge can offer solutions and services including: (1) portfolio rebalancing and tax optimization, (2) reporting and data aggregation, and (3) account reconciliation and asset transfers through electronic data feeds from trading firms, clearing firms and custodial firms.

Clients that determine to engage NewEdge on a non-discretionary investment advisory basis must be willing to accept that NewEdge cannot effect any account transactions without obtaining prior consent to any such transaction(s) from the client. Thus, in the event that NewEdge would like to make a transaction for a client’s account, and client is unavailable, NewEdge will be unable to effect the account transaction (as it would for its discretionary clients) without first obtaining the client’s consent.

Separately Managed Accounts

NewEdge may recommend or allocate a portion of a client’s assets in certain Independent Managers to actively manage a portion of its clients’ assets in accordance with the client’s designated investment objective(s). In such situations, the Independent Manager[s] shall have day-to-day responsibility for the active discretionary management of the allocated assets. NewEdge shall continue to render investment supervisory services to the client relative to the ongoing monitoring and review of account performance, asset allocation and client investment objectives. Factors that NewEdge shall consider in recommending Independent Manager[s] include the client’s designated investment objective(s), management style, performance, reputation, financial strength, reporting, pricing, and research. **Please Note.** The investment management fee charged by the Independent Manager[s] is separate from, and in addition to, NewEdge’s investment advisory fee disclosed at Item 5 below. **ANY QUESTIONS:** NewEdge’s Chief Compliance

Officer remains available to address any questions that a client or prospective client may have regarding the allocation of account assets to an Independent Manager(s), including the specific additional fee to be charged by such Independent Manager(s).

The specific terms and conditions under which a client engages an Independent Manager may be set forth in a separate written agreement with the designated independent manager. Alternatively, NewEdge may contract directly with the Independent Manager to advise on a sub-advisory basis. In addition to this brochure, clients may also receive the written disclosure documents of the respective Independent Managers engaged to manage their assets. In this arrangement, the Independent Manager has day-to-day responsibility for the active discretionary management of the allocated assets. NewEdge has no ability to affect the trading decisions of the Independent Managers once they are chosen but can advise on the decision to engage or terminate a particular manager.

Investnet Asset Management, Inc. Investnet is an investment management firm providing investment management and advisory services through Independent Managers. Investnet provides NewEdge the ability to use the NFS custodial platform, or other custodial platforms, with the Independent Managers established on the Investnet platform. Investnet performs the initial and ongoing due diligence on Independent Managers and provides other “backoffice” operations needed for this type of program.

Investment Restrictions

Each client has the opportunity to place reasonable restrictions on the types of investments to be held in their portfolio. Restrictions on investments in certain securities or types of securities may not be possible due to, for example, the level of difficulty this would entail in managing the account. For the programs listed in this Brochure, you should contact your PWA to determine what types of restrictions you may request for your account.

Unaffiliated Private Investment Funds.

NewEdge also provides investment advice regarding private investment funds, as well as direct investment in individual enterprises through the use of special purpose vehicles. NewEdge, on a non-discretionary basis, may recommend that certain qualified clients consider an investment in private investment funds, the description of which (the terms, conditions, risks, conflicts and fees, including incentive compensation) is set forth in the fund’s offering documents. NewEdge’s role relative to unaffiliated private investment funds shall be limited to its initial and ongoing due diligence and investment monitoring services. If a client determines to become an unaffiliated private fund investor, the amount of assets invested in the fund(s) shall be included as part of “assets under management” for purposes of NewEdge calculating its investment advisory fee. NewEdge’s fee shall be in addition to the fund’s fees. NewEdge’s clients are under absolutely no obligation to consider or make an investment in any private investment fund(s).

Comprehensive Performance Evaluation and Reports

NewEdge provides clients with periodic evaluation reports of accounts and each portion managed by the Firm and/or other Independent Managers and Private Investments. The report details the performance and asset allocation of said account(s), along with the relative portion of a client’s accounts managed by NewEdge and/or each Independent Manager and Private Funds. NewEdge receives its information from account custodians, broker-dealers, Independent Managers, managers to Private Funds and/or other parties and while such information is believed to be accurate and reliable, the Firm cannot guarantee it. To the

extent that erroneous information is provided to NewEdge by another Independent Manager, managers to Private Funds, broker-dealers, account custodians or other parties, the Firm is not responsible for any inaccuracies which are contained in the report. At client's request, NewEdge will consider the asset classes of investments and property that are not invested with or through one of the Firm's investment advisory accounts ("Client Requested Assets") for asset allocation purposes and will report the performance of those investments relative to an appropriate benchmark, but will not otherwise provide due diligence or monitoring services on such assets. Including Client Requested Assets in performance reports does not constitute investment advice or a recommendation or endorsement by NewEdge of any such investment(s).

Cash Sweep Services

Generally, some portion of your account will be held in cash. When you open an account at Fidelity, free cash balances (i.e., cash not required to pay debits or charges) will be automatically deposited or "swept" nightly into a money market sweep fund or, for accounts opened prior to July 1, 2021, an FDIC-insured bank deposit sweep arrangement ("Bank Deposit Program" or "BDP"). Please refer to Item 5. Fees and Compensation for more information about compensation and conflicts of interest related to the Bank Deposit Program.

Over any given period, the interest rate on the bank deposit sweep may be lower than the rate of return on a money market fund which is not-FDIC insured or on bank account deposits offered outside of the platform. The rates offered on the bank deposit sweep may not be the highest rates available or rates that are comparable to money market funds. By comparison, money market sweep vehicles generally seek to achieve the highest rate of return consistent with their investment objectives, which can be found in their prospectuses.

Miscellaneous

Limitations of Financial Planning and Non-Investment Consulting/Implementation Services To the extent requested by the client, NewEdge will generally provide financial planning and related consulting services regarding matters such as tax and estate planning, insurance, etc. NewEdge will generally provide such consulting services inclusive of its advisory fee (exceptions could occur based upon assets under management, extraordinary matters, special projects, stand-alone planning engagements, etc. for which Firm may charge a separate or additional fee). Please Note. NewEdge believes that it is important for the client to address financial planning issues on an ongoing basis. **Please Also Note: NewEdge does not serve as an attorney, accountant, or insurance agent, and no portion of our services should be construed as same.** Accordingly, NewEdge does not prepare legal documents, prepare tax returns, or sell insurance products. To the extent requested by a client, we may recommend the services of other professionals for non-investment implementation purpose (i.e., attorneys, accountants, insurance, etc.), including NewEdge's representatives in their separate individual capacities as registered representatives of New Edge's affiliated broker-dealer, New Edge Securities, LLC ("NES"), an SEC registered and FINRA member broker-dealer, and as licensed insurance agents. The client is under no obligation to engage the services of any such recommended professional.

Retirement Rollovers-Potential for Conflict of Interest A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these

options): (i) leave the money in the former employer’s plan, if permitted, (ii) roll over the assets to the new employer’s plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account (“IRA”), or (iv) cash out the account value (which could, depending upon the client’s age, result in adverse tax consequences). If NewEdge recommends that a client roll over their retirement plan assets into an account to be managed by NewEdge, such a recommendation creates a conflict of interest if NewEdge will earn new (or increase its current) compensation as a result of the rollover. If NewEdge provides a recommendation as to whether a client should engage in a rollover or not (whether it is from an employer’s plan or an existing IRA), NewEdge is acting as a fiduciary within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. **No client is under any obligation to roll over retirement plan assets to an account managed by NewEdge, whether it is from an employer’s plan or an existing IRA. NewEdge’s Chief Compliance Officer remains available to address any questions that a client or prospective client may have regarding the potential for conflict of interest presented by such rollover recommendation.**

Structured Notes NewEdge may purchase structured notes for client accounts. A structured note is a financial instrument that combines two elements, a debt security and exposure to an underlying asset or assets. It is essentially a note, carrying counter party risk of the issuer. However, the return on the note is linked to the return of an underlying asset or assets (such as the S&P 500 Index or commodities). It is this latter feature that makes structured products unique, as the payout can be used to provide some degree of principal protection, leveraged returns (but usually with some cap on the maximum return), and be tailored to a specific market or economic view. In addition, investors may receive long-term capital gains tax treatment if certain underlying conditions are met and the note is held for more than one year. Finally, structured notes may also have liquidity constraints, such that the sale thereof before maturity may be limited. In the event that a client has any questions regarding structured notes, NewEdge’s Chief Compliance Officer remains available to address them. See Risks associated with Structured Notes at Item 8 below.

Portfolio Activity NewEdge has a fiduciary duty to provide services consistent with the client’s best interest. NewEdge will review client portfolios on an ongoing basis to determine if any changes are necessary based upon various factors, including, but not limited to, investment performance, market conditions, fund manager tenure, style drift, account additions/withdrawals, and/or a change in the client’s investment objective. Based upon these factors, there may be extended periods of time when NewEdge determines that changes to a client’s portfolio are neither necessary, nor prudent. Clients remain subject to the fees described in Item 5 below during periods of account inactivity.

Custodian Charges-Additional Fees. As discussed below at Item 12 below, when requested to recommend a broker-dealer/custodian for client accounts, NewEdge generally (subject to change and addition, including the recommendation of Fidelity as custodian) recommends that Securities serve as the introducing broker-dealer and National Financial Services (“NFS”) serve as the custodian for client investment management assets. Broker-dealers/custodians such as Securities and NFS charge brokerage commissions, transaction, and/or other type fees for effecting certain types of securities transactions (i.e.,

including transaction fees for certain mutual funds, and mark-ups and mark-downs charged for fixed income transactions, etc.). The types of securities for which transaction fees, commissions, and/or other type fees (as well as the amount of those fees) shall differ depending upon the broker-dealer/custodian. When beneficial to the client, individual fixed-income and/or equity transactions may be effected through broker-dealers with whom NewEdge and/or the client have entered into arrangements for prime brokerage clearing services, including effecting certain client transactions through other SEC registered and FINRA member broker-dealers (in which event, the client generally will incur both the transaction fee charged by the executing broker-dealer and a “trade-away” fee charged by the account custodian) These fees/charges are in addition to NewEdge’s investment advisory fee at Item 5 below. Please Note: The use of Securities as the introducing broker-dealer presents a conflict of interest since an affiliate of NewEdge shall derive an economic benefit for the advisory engagement. However, assuming that NewEdge is engaged as a wrap program sponsor (*see below*), this conflict is mitigated. ANY QUESTIONS: NewEdge’s Chief Compliance Officer remains available to address any questions that a client or prospective client may have regarding the above.

Tradeaway/Prime Broker Fees. In limited circumstances, if, in the reasonable determination of NewEdge, it would be beneficial for the client, individual equity and/or fixed income transactions may be effected through broker-dealers other than the account custodian, in which event, the client generally will incur both the fee (commission, mark-up/mark-down) charged by the executing broker-dealer and a separate “tradeaway” and/or prime broker fee charged by the account custodian. ANY QUESTIONS: Our Chief Compliance Officer remains available to address any questions that a client or prospective client may have regarding tradeaway arrangements.

Cross Transactions. In limited circumstances, when determined to be in the best interest of its clients, NewEdge may engage in a cross-transaction pursuant to which NewEdge may effect transactions between two of its managed client accounts (i.e., arranging for the clients’ securities trades by “crossing” these trades when NewEdge believes that such transactions generally, thinly traded bonds are beneficial to its clients). Such a transaction presents a conflict of interest if Securities serves in an agency capacity. In addition, NewEdge has an interest in the price at which the cross trades are conducted since NewEdge’s asset-based fees will be negatively impacted by lower bond values. The client can revoke NewEdge’s cross-transaction authority at any time upon written notice to NewEdge.

Client Obligations. In performing our services, NewEdge shall not be required to verify any information received from the client or from the client’s other professionals, and is expressly authorized to rely thereon. Moreover, it remains each client’s responsibility to promptly notify NewEdge if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising our previous recommendations and/or services.

ANY QUESTIONS: Our Chief Compliance Officer, David Schnier, remains available to address any questions that a client or prospective client may have regarding these issues.

Item 5. Fees and Compensation

NewEdge offers investment advisory services on a fee basis, which may include fixed fees, fees based upon assets under management and performance-based fees (collectively, "Advisory Fees"). Before engaging NewEdge to provide investment advisory services, clients are required to enter into an *Investment Advisory Agreement* with NewEdge setting forth the terms and conditions of the engagement (including termination), describing the scope of the services to be provided, and the fee that is due from the client.

Wrap vs Non-Wrap Fees

Some clients choose to pay NewEdge an "unbundled" fee, whereby they pay a separate fee for (1) our investment advice, (2) third party brokerage services (including commissions) charged by broker dealers and (3) management fees charged by Independent Managers.

If you choose to pay us an Advisory Fee as opposed to a wrap fee, you will generally pay NewEdge a lower amount. However, you would need to separately pay a broker dealer for the cost of trade execution and custody. For strategies that include a significant amount of trading, your total costs and expenses could be higher in an "unbundled" fee structure.

Many of our clients choose to be charged a single "wrap" fee. This "wrap" fee is a combination of fees covering (1) our Advisory Fees, (2) third party brokerage and trading costs, commissions, custody fees, and fees for platform administration, and reporting services, and (3) investment management fees charged by the Independent Managers. ("Manager Fees"). For more information about the Firm's wrap fee program, please refer to Appendix 1 to NewEdge's ADV Part 2A – NewEdge Wealth, LLC Wrap Fee Program Brochure.

Under NewEdge's wrap program, the client generally receives investment advisory services, the execution of securities brokerage transactions, custody and reporting services for a single specified fee. Participation in a wrap program may cost the client more or less than purchasing such services separately. The terms and conditions of a wrap program engagement are more fully discussed in NewEdge's Wrap Fee Program Brochure. Conflict of Interest. Because wrap program transaction fees and/or commissions are being paid by NewEdge to the account custodian/broker-dealer, NewEdge could have an economic incentive to maximize its compensation by seeking to minimize the number of trades in the client's account. *See separate Wrap Fee Program Brochure.* NewEdge's Chief Compliance Officer remains available to address any questions that a client or prospective client may have regarding a wrap fee arrangement and the corresponding conflict of interest.

Advisory Fee

Our Advisory Fee generally varies between 35 and 200 basis points (0.35% – 2.00%) calculated as an annual percentage of assets under management ("AUM"). The actual Advisory Fee for any particular client is set forth in their Advisory Agreement.

NewEdge shall generally price its advisory services based upon various objective and subjective factors. As a result, our clients could pay diverse fees based upon the type, amount and market value of their assets under management, the anticipated complexity of the engagement, and the anticipated level and scope of the overall investment advisory and consulting services to be rendered. Additional factors effecting pricing can include related accounts, employee accounts, competition, and negotiations. As a result of these factors, similarly situated clients could pay diverse fees, and the services to be provided by NewEdge to any

particular client could be available from other advisers at lower fees. All clients and prospective clients should be guided accordingly.

Investment Manager Fees

To the extent a client invests with an Independent Manager through our SMA Program, the Client will also pay a Manager Fee. Manager Fees generally range from 0.10% to 1.50% of AUM.

Wealth Services Fees

NewEdge may charge a fixed annual fee or AUM based fee for providing a broad range of financial planning, discretionary investment management, non-discretionary investment advisory services, wealth planning, and other services designed to assist ultra-high net worth clients in managing their wealth (the “Wealth Planning Services”). Fees are negotiated based on the scope and complexity of the services.

The terms and conditions of the Wealth Planning Services are set forth in a wealth services agreement and NewEdge generally requires one-quarter of the fee payable upon execution of an agreement. The outstanding balance is generally due quarterly in advance.

Reporting Only Fees

At the client’s request, NewEdge may, on a brokerage basis, charge a fixed annual fee or AUM based fee (“Reporting Only Fee”) for consolidating the performance of investments that are not purchased or sold through NewEdge, but which are nonetheless part of a client’s overall asset allocation. This is not an advisory service provided by the Firm, but instead a service provided by the Supervised Persons in their capacity as registered representatives of NES. For more information about NES, please refer to “Commissions and Sales Charges for Recommendations of Securities” in this Item 5 below and Item 10 “Other Financial Industry Activities and Affiliations.”

Financial Planning Fees

NewEdge may charge a fixed fee for providing financial planning and investment advice services under a stand-alone engagement. These fees are negotiable, but generally range from \$2,500 to \$50,000, depending upon the scope and complexity of the services and the professional rendering the services. If the client engages the Firm for additional investment advisory services, NewEdge may offset all or a portion of its fees for those services based upon the amount paid for the financial planning and/or investment advice services.

The terms and conditions of the financial planning and/or investment advice engagement are set forth in the Advisory Agreement. The financial planning fee is generally due upon delivery of the agreed upon services.

Payment of Advisory Fees

The Advisory Fee is prorated and charged monthly or quarterly, in advance, based upon the market value of the assets in your Account(s) (“Assets”) on the last day of the previous billing period (“Billing Period”).

For the initial period of an engagement, the fee is calculated in arrears on a pro rata basis based on the value of the assets when the Account is funded. In the event an Advisory Agreement is terminated, the Advisory Fee for the final billing period is prorated through the effective date of the termination and the outstanding or unearned portion of the Advisory Fee is charged or refunded to the client, as appropriate. The Custodian will determine fair market value for Advisory Fee calculation purposes.

To the extent NewEdge receives a rebate or revenue share from an investment manager of an alternative investment for which it is receiving an Advisory Fee from the client, NewEdge shall credit the value of such rebate pro rata to its clients invested in that alternative investment.

NewEdge may be authorized to use margin in the management of the client's investment portfolio. In these cases, the Advisory Fee will be assessed gross of margin such that the market value of the client's account and corresponding fee payable by the client to NewEdge will be increased. This results in a conflict of interest for the Firm to recommend the use of margin. The Firm seeks to mitigate this conflict by ensuring that its PWAs have an independent and objective investment rationale for recommending the use of margin in a client's portfolio.

Cash Positions

Cash and cash alternatives, such as institutional and "sweep" money market funds, are generally included in the value of the assets being managed by NewEdge when calculating our Advisory Fees. Clients should understand that the portion of the assets held in cash or cash alternatives would experience negative performance if the applicable Advisory Fee charged is higher than the return received on the cash balance.

At any specific point in time, depending upon perceived or anticipated market conditions/events (there being no guarantee that such anticipated market conditions/events will occur), NewEdge may maintain cash positions for defensive purposes. In addition, while assets are maintained in cash, such amounts could miss market advances. Depending upon current yields, at any point in time, NewEdge's advisory fee could exceed the interest paid by the client's money market fund.

Fee Discretion

NewEdge may, in its sole discretion, negotiate to charge a lesser fee based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing/legacy client relationship, account retention and pro bono activities, the client's needs, complexity of the services required, and types of assets.

Clients may be able to obtain some, or all of the services offered through the Firm separately from our broker dealer affiliate or from other firms, and the costs of obtaining the services separately may be more or less than the fees set forth herein.

Direct Fee Debit

Clients generally provide NewEdge and/or certain Independent Managers with the authority to directly debit their accounts for payment of the investment advisory fees. The Financial Institutions that act as the qualified custodian for client accounts, from which the Firm retains the authority to directly deduct fees, have agreed to send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to NewEdge.

Valuation

NewEdge generally relies on the prices provided directly to it by account custodians (e.g., Fidelity). Custodians, in turn, generally rely on prices provided by reputable, independent third parties. Different custodians may value assets using a slightly different method (e.g., trade date versus settle date). As a result, if a client has assets held by a third-party custodian (other than Fidelity), the prices shown on a client's account statements provided by the custodian could be different from the prices shown on statements and reports provided by Fidelity. Therefore, in the event NewEdge bills the account, the account statement sent by Fidelity may differ from the reports sent by NewEdge. Clients are encouraged to compare the statements received from custodians with the NewEdge performance statement.

Fixed income securities, including brokerage certificates of deposit, are generally priced by custodians using valuations, which may be matrix- or model based, and do not necessarily reflect actual trades. These price valuations suggest current estimated market values, which may be significantly higher or lower than the amount a client would pay (or receive) in an actual purchase (sale) of the security. These prices, which custodians obtain from various sources, assume normal market conditions, and are based on large volume transactions.

If NewEdge references private investment funds owned by the client on any supplemental account reports prepared by NewEdge, the value(s) for all such private investment funds shall generally reflect either the initial purchase, the most recent valuation provided by the fund or the fund administrator and for reported purposes, contributions and distributions occurring since the most recent valuation from the administrator (adjusted value). In some cases, the most recent valuations may not be provided until several months after quarter end and they will typically be unaudited. If the evaluation reflects the initial purchase price (and/or a value as of a previous date), the current value(s) (to the extent ascertainable) could be significantly more or less than the original purchase price. Unless otherwise indicated, NewEdge shall calculate its fee based upon the latest value provided by the fund sponsor or administrator, as applicable.

Custodians may be unable to price certain securities or may assign prices that do not reflect current market conditions. In the normal course of providing investment advisory services to clients, NewEdge will assess the prices assigned by custodians and other sources.

Additional Fees or Expenses

Mutual Funds

NewEdge may recommend that certain clients invest account assets in open-end mutual funds (including money market funds), closed-end funds, exchange traded funds, and other registered collective investment vehicles that have various internal fees and expenses, which are borne by the client as an investor. The Advisory Fee also does not include the internal management, operating or distribution fees or expenses imposed or incurred by a mutual fund, ETF or other pooled investment vehicle held in a client's account. If a client's assets are invested in any mutual funds, ETFs, or other pooled investment vehicles, in addition to the Advisory Fee, the client will incur the internal management and operating fees and expenses, investment management and/or performance-based fees, redemption/early termination fees (which include fees on whole or partial liquidations of the client's assets in the investment vehicles) and other fees and expenses that may be assessed by the investment vehicle's sponsor, custodian, transfer agent, adviser, shareholder service provider or other service providers. These expenses may include administration, distribution, transfer agent, custodial, legal, audit and other fees and expenses. Further information regarding charges

and fees assessed may be found in the appropriate prospectus, offering memorandum, annual report and/or custodial agreement applicable to the corresponding investment vehicle.

NewEdge generally uses institutional or advisory share classes that typically have a higher initial minimum investment and lower expense ratios as compared with other retail share classes. However, in some instances, NewEdge may not be able to purchase institutional or advisory share classes through third party custodians. In other instances, NewEdge may be able to purchase other share classes, such as load waived A shares, which don't have a sales load but typically have a higher expense ratio than institutional share classes. Clients should not assume that they will only be invested in mutual funds with the lowest expense ratio, as we consider other factors beyond expense ratios when making recommendations to our advisory clients. .

Shareholder Service Fees

Certain mutual funds pay Shareholder Services Fees. "Shareholder Services Fees" are often referred to as trailers, rebates or revenue sharing arrangements and are received from various mutual fund companies with respect to clients whose assets are invested in those mutual funds. The payment of these fees to investments advisers, their affiliates and Supervised Persons (as defined in Section 10 – "Other Financial Industry Activities and Affiliations") can be substantial, typically ranging from 5 to 50 basis points (0.05% to .50%) of the mutual fund balance depending on the mutual fund purchased. This practice creates a conflict of interest in so far as the Firm and its PWAs could have a financial incentive to recommend mutual funds over other investments and higher paying mutual funds over lower paying mutual funds.

Except as set forth below, neither NewEdge, nor its affiliates or Supervisory Persons are permitted to receive any Shareholder Service Fees with respect to assets in NewEdge's advisory account. To the extent that a fund only offers share classes that pay Shareholder Services Fee, NewEdge will credit payment received to clients.

In limited instances, certain mutual funds purchased in Fidelity's no transaction fee program ("NTF Program") pay revenue share to NES. In order to mitigate this conflict, the Firm does not share these payments with its PWAs and has policies and procedures in place to ensure that clients purchasing funds in the NTF Program that pay revenue share to NES only purchase such shares when they have the lowest expense ratio of the fund's share classes offered through NES.

Clients should also understand that the shares of certain mutual funds offered in these programs may impose short-term trading charges for redemptions (typically 1%-2% of the amount redeemed) made within short periods of time. These short-term charges are imposed by the funds (and not NewEdge) to deter "market timers" who trade actively in fund shares. Clients should consider these short-term trading charges when requesting liquidation of shares. These charges, as well as operating expenses and management fees, may increase the overall cost to the client by 1%-2% (or more) of the mutual fund, and are described in each fund's prospectus.

Certain ETFs may be classified as partnerships for U.S. federal income tax purposes, which may result in unique tax treatment, including Schedule K-1 reporting. Clients should consult their tax adviser for additional information regarding the tax consequences associated with the purchase, ownership, and disposition of such investments. Additional information is also available in the ETF prospectus, which is available upon request.

Independent Managers

The NewEdge may allocate a portion of the client's investment assets among unaffiliated independent investment managers in accordance with the client's designated investment objective(s). In such situations, the Independent Manager[s] shall have day-to-day responsibility for the active discretionary management of the allocated assets. NewEdge shall continue to render investment supervisory services to the client relative to the ongoing monitoring and review of account performance, asset allocation and client investment objectives. Factors that NewEdge shall consider in recommending Independent Manager[s] include the client's designated investment objective(s), management style, performance, reputation, financial strength, reporting, pricing, and research. Please Note. The investment management fee charged by the Independent Manager[s] is separate from, and in addition to, NewEdge's investment advisory fee disclosed at Item 5 below. ANY QUESTIONS: NewEdge's Chief Compliance Officer remains available to address any questions that a client or prospective client may have regarding the allocation of account assets to an Independent Manager(s), including the specific additional fee to be charged by such Independent Manager(s).

Brokerage Expenses

NewEdge Securities, Inc. ("NES"), a broker dealer affiliate of NewEdge, acts as an introducing broker to effect transactions for clients through a relationship with NFS, an unaffiliated registered broker-dealer. NewEdge generally recommends that clients utilize the brokerage and custody services provided by NES and NFS. Pursuant to this arrangement, trading activity for clients will typically be effected through NES and executed and cleared by NFS. Certain PWAs and employees of NewEdge are also registered representatives of NES.

In addition to the Advisory Fees paid to NewEdge and Independent Managers, clients may also incur certain charges imposed by NES and other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions (collectively "Financial Institutions"). These additional charges may include securities brokerage commissions (to the extent they are not included in a wrap fee relationship), transaction fees, custodial fees, fees attributable to alternative assets, reporting charges, margin costs, charges imposed directly by a mutual fund or ETF in a client's account, as disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. The Firm's brokerage practices are described at length in Item 12 – "Brokerage Practices." In addition to the Advisory Fee, clients will bear a proportionate share of any fees and expenses associated with ADRs, GDRs, and REITs, if applicable, in which account assets are invested, and may also bear any fees and expense associated with converting non-U.S. securities into ADRs or GDRs, if applicable.

In the event an Independent Manager elects to utilize brokers or dealers other than NFS to affect a transaction in a recommended security, brokerage commissions and other charges for transactions not effected through NFS are generally charged to the client by the executing broker or dealer. In the event an Independent Manager elects to trade away from NFS, those transactions are generally traded from broker to broker and are usually cleared without any commissions. As a result, the net purchase or sale price reflected on trade confirmations provided by NFS on such trades may reflect brokerage commissions or dealer markups or markdowns charged by the executing broker, that are not separately itemized by NFS.

Use of Margin

Through execution of a separate Margin Agreement, eligible clients will have the ability to borrow cash against the value of certain assets held within such program (the “Margin Program”). Except for its long/short strategy, NewEdge does not recommend the use of margin for investment purposes. A *margin account* is a brokerage account that allows investors to borrow money to buy securities and/or for other non-investment borrowing purposes. The broker/custodian charges the investor interest for the right to borrow money and uses the securities as collateral. By using borrowed funds, the customer is employing leverage that will magnify both account gains and losses. Should a client determine to use margin, NewEdge will include the entire market value of the margined assets when computing its advisory fee. Accordingly, NewEdge’s fee shall be based upon a higher margined account value, resulting in NewEdge earning a correspondingly higher advisory fee. As a result, the potential of conflict of interest arises since NewEdge may have an economic disincentive to recommend that the client terminate the use of margin. Please Note: The use of margin can cause significant adverse financial consequences in the event of a market correction. ANY QUESTIONS: Our Chief Compliance Officer remains available to address any questions that a client or prospective client may have regarding the use of margin.

For accounts custodied at NFS, NewEdge’s affiliate, NES, receives from NFS a percentage of the margin rate charged to clients on borrowed funds, and PWAs may share in a portion of this compensation attributable to their clients’ margin accounts. The receipt of this compensation creates an incentive for the Firm and its PWAs to recommend use of the Margin Program to clients. NewEdge seeks to address this conflict of interest by disclosing to clients the payment of compensation to the Firm and its PWAs under the Margin Program, and by imposing suitability requirements on clients seeking to utilize the NFS Margin Program. In addition, clients must meet the credit and suitability requirements of NFS. Clients should carefully review the terms and conditions of the Margin Program as described in the Margin Agreement. Margin costs and expenses are separate client charges and not part of the overall Advisory Fee.

Pledged Asset Loans (Non-Purpose Securities Backed Loans)

A client who has a need to borrow money could determine to do so by using:

- **Margin**-The account custodian or broker-dealer lends money to the client. The custodian charges the client interest for the right to borrow money, and uses the assets in the client’s brokerage account as collateral; and,
- **Pledged Assets Loan**- In consideration for a lender (i.e., a bank, etc.) to make a loan to the client, the client pledges its investment assets held at the account custodian as collateral;

These above-described collateralized loans are generally utilized because they typically provide more favorable interest rates than standard commercial loans. These types of collateralized loans can assist with a pending home purchase, permit the retirement of more expensive debt, or enable borrowing in lieu of liquidating existing account positions and incurring capital gains taxes. However, such loans are not without potential material risk to the client’s investment assets. The lender (i.e. custodian, bank, etc.) will have recourse against the client’s investment assets in the event of loan default or if the assets fall below a certain level. NewEdge received the following economic benefits from Securities Backed Loans:

- by taking the loan rather than liquidating assets in the client’s account, NewEdge continues to earn a fee on such Account assets; and,

- if the client invests any portion of the loan proceeds in an account to be managed by NewEdge, NewEdge will receive an advisory fee on the invested amount;
- if NewEdge or one of its representatives will be compensated by the Lender for making the introduction; and,
- if NewEdge's advisory fee is based upon the higher margined account value (*see* margin disclosure at Item 5 below), NewEdge will earn a correspondingly higher advisory fee. This could provide NewEdge with a disincentive to encourage the client to discontinue the use of margin.

Alternative Investments

An important component of the selection process of Private Investments such as hedge funds, private equity funds, private real estate funds and structured products includes carefully reading the accompanying offering documents and/or prospectus prior to making a purchase decision. The offering documents contain important information that will help the client make an informed choice. Each prospective client investor will be required to complete a subscription agreement, pursuant to which the client shall establish that he/she is qualified for investment in the fund, and acknowledges and accepts the various risk factors that are associated with such an investment.

As part of the review process, a client should consider the fees and expenses associated with a particular alternative investment. It is important to note that the fees and expenses related to alternative investments are often higher than those of more traditional investments.

While each investment will differ in terms of both total fees and expenses and how those fees and expenses are calculated, the following section will discuss the primary categories of fees and expenses that are common to many alternative investments.

- *Management fees:* The manager for any particular investment will often charge a management fee that is based on the total value of your investment. As the value of your investment increases, the total management fees that a manager receives may increase. As the value of your investment decreases, the total management fees that a manager receives may decrease. These fees are similarly structured but are often higher than management fees associated with other, more traditional, investments such as mutual funds.
- *Incentive-based compensation:* Many alternative investment managers receive incentive-based compensation in addition to management fees. Incentive-based fees typically involve the manager retaining a percentage of profits generated for clients. Fees related to incentive compensation are often referred to as incentive/performance-based fees or carried interest. It is important to note that these fees are in addition to management fees that are charged by the manager and that the exact calculation of incentive fees or carried interest differs by product and manager. NewEdge does not typically share in any incentive-based compensation to which an investment manager is entitled.
- *Redemption fees:* Some investments may have direct or indirect costs related to liquidating your position, particularly if an investment is liquidated shortly after being purchased or if an investment is specifically designed to provide limited or no liquidity to investors.

Account Additions and Withdrawals

Clients may make additions to and withdrawals from their account at any time. Clients may withdraw account assets on notice to NewEdge, subject to the usual and customary securities settlement procedures. NewEdge may consult with its clients about the options and implications of transferring securities. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, short-term redemption fees, fees assessed at the mutual fund level (e.g., contingent deferred sales charges) and/or tax ramifications.

Clients should be aware that securities transferred into an account may have been subject to a commission or sales load when the security was originally purchased. After transfer into an advisory account, clients should understand that an advisory fee will be charged based on the total assets in the account, including the transferred security. When transferring securities into an account, clients should consider and speak to us about whether:

- a commission was previously paid on the security;
- client wishes for the security to be managed as part of the account and be subject to an advisory fee; or
- client wishes to hold the security in a brokerage account that is not managed and not subject to an advisory fee.

Commissions and Sales Charges for Recommendations of Securities in Brokerage Accounts

NewEdge's officers, partners, directors (or other persons occupying a similar status or performing similar functions), employees or other persons who provide investment advice on NewEdge's behalf and are subject to the Firm's supervision or control ("Supervised Persons") may, in their individual capacities, as insurance agents or registered representatives of a broker-dealer and/or other professionals be separately retained to render securities brokerage and insurance services under a separate commission-based arrangement.

The Firm's Supervised Persons, in their individual capacities as registered representatives of NES, may provide securities brokerage services and implement securities transactions under a separate commission-based arrangement. Supervised Persons will be entitled to a portion of the brokerage commissions paid to NES, as well as a share of any ongoing distribution or service (trail) fees from the sale of mutual funds. Prior to effecting any transactions, clients are required to enter into a separate brokerage account agreement.

Clients should be aware that the Firm does not have the ongoing advisory responsibility to manage the assets held in the NES brokerage relationship. The Firm has policies and procedures to review whether an advisory client should have such a brokerage relationship.

Compensation of PWAs

PWAs are compensated, on an ongoing basis, based on a portion of the total NewEdge Advisory Fee. The amount of the compensation received by a PWA may be more or less than what the PWA would receive if you participated in other investment programs or paid separately for investment advice, brokerage and other services through another firm. Experienced PWAs moving their practices to NES or NewEdge may have received loans or other financial incentives based on reaching certain asset levels or revenues

generated. The Firm mitigates this potential conflict of interest by imposing suitability requirements and maintaining a supervisory system that includes conducting periodic supervisory visits and compliance inspections and audits. This conflict of interest is further mitigated by fiduciary obligations and regulatory and compliance rules and procedures to which the Firm and the PWAs are subject.

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

NewEdge does not provide any services for a performance-based fee (i.e., a fee based on a share of capital gains or capital appreciation of a client's assets).

Item 7. Types of Clients

NewEdge offers services to high net worth families and individuals, family limited partnerships, family offices, foundations, endowments, trusts, estates, charitable organizations, corporations, privately offered pooled investment vehicles and business entities.

Minimum Account Value

As a condition for starting and maintaining an investment management relationship, NewEdge generally imposes a minimum portfolio value of \$5,000,000 since many of the investments recommended require "qualified purchaser" status. NewEdge may, in its sole discretion, accept clients with smaller portfolios. NewEdge may aggregate the portfolios of family members to meet the minimum portfolio size.

Please Note: Fee Differentials. NewEdge shall generally price its advisory services based upon various objective and subjective factors. As a result, our clients could pay diverse fees based upon the type, amount and market value of their assets under management, the anticipated complexity of the engagement, and the anticipated level and scope of the overall investment advisory and consulting services to be rendered. Additional factors effecting pricing can include related accounts, employee accounts, competition, and negotiations. As a result of these factors, similarly situated clients could pay diverse fees, and the services to be provided by NewEdge to any particular client could be available from other advisers at lower fees. All clients and prospective clients should be guided accordingly. *Please Note: Conflict of Interest.* NewEdge shall generally compensate its representatives based upon the revenues derived from accounts that they service. The representative generally maintains the authority to determine/negotiate the percentage advisory fee. Thus, a conflict of interest is presented because the higher the advisory fee, the greater the representative's (and NewEdge's) compensation. **ANY QUESTIONS: NewEdge's Chief Compliance Officer remains available to address any questions regarding advisory fees.**

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

Before NewEdge recommends an Independent Manager or Private Investment, it conducts due diligence on such Independent Manager/Private Funds, either directly through its own internal vetting process and/or through a third-party research provider. This due diligence process includes, among other things, a review of each firm's structure, trading and operations, legal and compliance issues, investment and risk management.

Investment Managers and Private Funds

All Independent Managers, Private Funds and Private Investments recommended by NewEdge undergo a due diligence process that includes:

- Initial Manager Evaluation
- Quantitative Analysis
- Ongoing Monitoring

For Independent Managers, clients have access to the investment management services of Independent Managers and their different investment portfolios, including equity, balanced and fixed income. As discussed above, your PWA will assist you in selecting an asset allocation and one or more Independent Managers and investment portfolios. Those investment portfolios and the methods of analysis utilized by their Independent Managers are described in more detail in each Independent Manager's Form ADV Part 2A. Information about a Fund's investment objective and policies is contained in its prospectus and statement of additional information.

PWA Strategies

Each PWA has access to various market, research, portfolio modelling and other tools and information to which he or she may refer in determining investment advice provided to clients. PWAs choose their own research methods, investment style, and management philosophy. Accordingly, the investment advice provided to each client may vary from one PWA to another. The investment strategies and advice may vary depending upon each client's specific financial situation. As such, PWAs determine investments and allocations based upon clients' predefined objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and other various suitability factors. Clients' restrictions and guidelines may affect the composition of client portfolios.

NewEdge will implement its investment strategies by recommending the following types of investments:

- Equities
- Fixed Income
- Mutual Funds
- Exchange Traded Funds & Trusts
- Master Limited Partnerships
- REITs
- Options Strategies
- Structured Products
- Hedge Funds
- Private Equity Funds
- Private Credit Funds
- Trading (short and long-term purchases); and
- Margin transactions.

The foregoing is not a comprehensive list of the methods of analysis and strategies that may be employed by NewEdge, nor are the descriptions necessarily the only ways in which the methods of analysis and strategies may be implemented.

PWA Managed Portfolios are not subject to the same review and approval process as Independent Managers, Private Investments or Private Funds.

Asset Allocation

New Edge believes that asset allocation and investor behavior are primary drivers of investment returns. When providing asset allocation advice, New Edge assists clients in the review and establishment of an asset allocation plan across a client's entire portfolio and makes recommendations based on the client's investment objectives, risk tolerance and market conditions. In the discretionary program, New Edge will monitor the client's portfolio for deviations from the asset allocation plan (within certain agreed upon parameters) and, for assets over which New Edge can exercise discretion, may make adjustments to bring the portfolio into conformity the client's plan.

New Edge uses a variety of sources to create its asset allocation models including third party research from financial institutions as well as independent research from unaffiliated investment advisers that provide proactive, investment consulting and advisory services to sophisticated investors.

Risk of Loss

Investing in securities involves risk of loss that you should be prepared to bear. All investment programs have certain risks that are borne by the investor. Investors face the following investment risks:

- *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 Risks:* The profitability of a significant portion of NewEdge's recommendations and/or investment decisions may depend to a great extent upon correctly assessing the future course of price movements of stocks, bonds and other asset classes. There can be no assurance that NewEdge will be able to predict those price movements accurately or capitalize on any such assumptions.
- *Inflation Risk:* When any type of inflation is present, a dollar today will not buy as much as 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 (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 to 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, Treasuries are highly liquid, while real estate properties are not.

- *Financial Risk:* Excessive borrowing to finance a business' operations increases the risk of profit loss, 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.
- *Correlation Risk:* This is the risk that the actual correlation (a statistical measure of how two or more variables move in relation to each other) between two assets (or variables) will be different than the correlation that was assumed or expected. Differences between the actual and expected correlation may result in a portfolio being riskier than was anticipated.
- *Counterparty/Default Risk:* This is the risk that a party to a contract will not live up to (or default on) its contractual obligations to the other party to the contract.
- *Valuation Risk:* This is the risk that an asset is improperly valued in relation to what would be received upon its being sold or redeemed at maturity.
- *Tax Risk:* This is the risk that tax laws may change and impact the underlying investment premise or profitability of an investment. For example, a client may invest in Master Limited Partnership ("MLP") units, which may result in unique tax treatment and may not be appropriate for tax qualified retirement accounts.

Exchange Traded Funds

An investment in an ETF involves risk, including the loss of principal. ETF shareholders are necessarily subject to the risks stemming from the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed based ETFs and potentially more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 20,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

Use of Independent Managers

As stated above, NewEdge may select certain Independent Managers to manage a portion of its clients' assets. In these situations, NewEdge continues to conduct ongoing due diligence of such managers, but such recommendations rely to a great extent on the Independent Managers' ability to successfully implement their investment strategies. In addition, NewEdge generally may not have the ability to supervise the Independent Managers on a day-to-day basis. The success of the third-party manager depends on the capabilities of its investment management personnel and infrastructure, all of which may be adversely impacted by the departure of key employees and other events. The future results of the third-party manager may differ significantly from the third-party manager's past performance. While the Firm intends to employ reasonable diligence in evaluating and monitoring third party managers, no amount of diligence can eliminate the possibility that a third-party manager may provide misleading, incomplete or false information or representations, or engage in improper or fraudulent conduct, including unauthorized changes in investment strategy, insider trading, misappropriation of assets and unsupportable valuations of portfolio securities.

Use of Private Collective Investment Vehicles and Other Alternative or Private Investments

NewEdge may recommend that certain clients invest in alternative investments, including privately placed debt or equity of companies or investments in privately placed collective investment vehicles (e.g., hedge funds, private equity funds, etc.). These investments are less liquid than publicly traded securities with some having significant holding requirements. The managers of the collective vehicles have broad discretion in selecting the investments.

Often, the investments are not registered or subject to less registration. There are numerous other risks in investing in these securities. Clients should consult each investment's prospectus or private placement memorandum and/or other documents explaining such risks prior to investing.

Private investment funds generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency, a complete discussion of which is set forth in each fund's offering documents, which will be provided to each client for review and consideration. Unlike other liquid investments that a client may maintain, private investment funds do not provide daily liquidity or pricing. Each prospective client investor will be required to complete a Subscription Agreement, pursuant to which the client shall establish that he/she is qualified for investment in the fund and acknowledges and accepts the various risk factors that are associated with such an investment.

Margin

While the use of margin borrowing can substantially improve returns, it may also increase overall portfolio risk. Margin transactions are generally effected using capital borrowed from a financial institution, which is secured by a client's holdings. Under certain circumstances, the lending institution may demand an increase in the underlying collateral. If the client is unable to provide the additional collateral, the financial institution may liquidate account assets to satisfy the client's outstanding obligations, which could have adverse consequences. In addition, fluctuations in the amount of a client's borrowings and the corresponding interest rates may have a significant effect on the profitability and stability of a client's portfolio.

Derivatives

The use of derivatives such as swaps, commodity-linked structured notes and futures entails substantial risk, including the risk of loss of a significant portion of their principal value, lack of a secondary market, increased volatility, correlation risk, counterparty risk, liquidity risk, interest-rate risk, market risk, credit risk, valuation risk and tax risk. Derivatives, primarily futures and forward contracts, generally have implied leverage (a small amount of money to make an investment of greater value). Because of this, extensive use of derivatives may magnify any gains or losses on those investments as well as the risk of any fund using derivatives.

Alternatives

Non-traditional investments strategies, including those that employ trading techniques to "short" the market, those that include exposure to nontraditional asset classes such as commodity futures and currency forwards. Clients should consider their overall allocation to alternative investments when determining the appropriateness of such a strategy. Alternatives entail substantial risk, including the risk of loss of a significant portion of their principal value, lack of a secondary market, increased volatility, correlation risk, counterparty risk, liquidity risk, interest-rate risk, market risk, credit risk, valuation risk and tax risk.

Risk Relating to REITs

Certain investment strategies offer real estate-related investment disciplines, which typically invest in common stocks of U.S. corporations. Almost all such investments will be treated for tax purposes as investments in real estate investment trusts (“REITs”). Although it is unlikely that such investments will cause a tax-exempt investor to recognize “unrelated business taxable income” (“UBTI”), no assurances can be made that no UBTI will be recognized. If any investment causes a tax-exempt investor to recognize UBTI, and that tax-exempt investor is a charitable remainder trust, all of the income of the charitable remainder trust would be subject to federal income tax for the tax year in which the UBTI was recognized. Therefore, charitable remainder trusts should consult with a tax adviser before investing in real estate investment disciplines.

Risks Relating to Money Market Funds

You could lose money in money market funds. Although money market funds classified as government funds (i.e., money market funds that invest 99.5% of total assets in cash and/or securities backed by the U.S. government) and retail funds (i.e., money market funds open to natural person investors only) seek to preserve value at \$1.00 per share, they cannot guarantee they will do so. The price of money market funds will fluctuate and when you sell shares, they may be worth more or less than originally paid. Money market funds may impose a fee upon sale or temporarily suspend sales if liquidity falls below required minimums. During suspensions, shares would not be available for purchases, withdrawals, check writing or ATM debits.

Moreover, in some circumstances, money market funds may be forced to cease operations when the value of a fund drops below \$1.00 per share. In that event, the fund’s holdings are liquidated and distributed to the fund’s shareholders. This liquidation process could take up to one month or more. During that time, these funds would not be available to you to support purchases, withdrawals and, if applicable, check writing or ATM debits from your account.

Risks Relating to Differing Classes of Securities

Different classes of securities have different rights as creditor if the issuer files for bankruptcy or reorganization. For example, bondholders’ rights generally are more favorable than shareholders’ rights in a bankruptcy or reorganization.

Tax and Legal Considerations

You are responsible for all tax liabilities and tax return filing obligations arising from the transactions in your account or any other investment advice offered by us. Changing your investment strategy or engaging in portfolio rebalancing transactions may result in sales of securities which may subject you to additional income tax obligations. Consult your independent tax or legal advisor with respect to the services described in this Brochure. NewEdge does not provide tax, legal, accounting, estate or actuary advice, and this Brochure or any other document received from NewEdge in connection with the Platform should not be construed as providing such advice.

Cybersecurity Risks

We must rely in part on digital and network technologies (collectively, “networks”) to conduct our investment advisory business. Such networks, including those of service providers, are susceptible to cyber-attacks that could potentially seek unauthorized access to digital systems for purposes such as misappropriating sensitive information, corrupting data or causing operational disruption. Cyber-attacks might potentially be carried out by persons using techniques that could range from efforts to electronically circumvent network security or overwhelm websites to intelligence gathering and social engineering

functions aimed at obtaining information necessary to gain access. Cyber-attacks against, or security breakdowns, of us or our service providers, if applicable, may adversely impact us and our clients, potentially resulting in, among other things, financial losses; our inability to transact business on behalf of our clients; reputational damage; and/or additional costs. The Firm may incur additional costs related to cybersecurity risk management and remediation. In addition, cybersecurity risks may also impact issuers of securities in which we invest on behalf of our clients, which may cause our clients' investment in such issuers to lose value.

Risks Relating to Structured Products

Investments in structured products (generally Senior Unsecured Debt Obligations linked to the performance of an underlying market measure) (all such products, "Structured Products") are subject to a number of risks, including credit risk, market risk, and liquidity risk. Structured Products typically have a specified maturity date and payout profile determined by the performance of an underlying, or basket of underlying, market measures. Structured Products are generally designed to provide some level or combination of principal protection, downside market risk mitigation, enhanced income, or enhanced returns relative to the performance of the underlying market measure. As a Senior Unsecured Debt Obligation, the payout at maturity is dependent on the issuer's ability to pay off its debts as they mature. While there is generally liquidity provided by the issuer of a Structured Product prior to maturity, there is no guarantee of a secondary market. In the case that there is a secondary market provided, the sale price may be significantly less than what would be the maturity value due to factors such as volatility, interest rates, credit quality and risk appetite. The value of an investment in a Structured Product will reflect the then-current market value of the Structured Product as calculated by the issuer and will be subject to all of the risks associated with an investment in the underlying market measure along with the risks and factors described above. Investors in structured products will not own or have any claim to the underlying market measure directly and will therefore not benefit from general rights applicable to the holders of those assets, such as dividends and voting rights. Notes are not insured through any governmental agency or program and the return of principal and fulfillment of the terms negotiated by NewEdge on behalf of clients is dependent on the financial condition of the third party issuing the note and the issuer's ability to pay its obligations as they become due.

Structured notes purchased for clients will not be listed on any securities exchange. There may be no secondary market for such structured notes, and neither the issuer nor the agent will be required to purchase notes in the secondary market. Some of these structured financial products are callable by the issuer only, therefore the issuer (not the investor) can choose to call in the structured notes and redeem them before maturity. In addition, the maximum potential payment on structured notes will typically be limited to the redemption amount applicable for a payment date, regardless of the appreciation in the underlying index associated with the note. Since the level of the underlying index at various times during the term of the structured notes held by clients could be higher than on the valuation dates and at maturity, clients may receive a lower payment if redeemed early or at maturity than if a client would have invested directly in the underlying index.

While the payment at maturity of any structured notes would be based on the full principal amount of any note sold by the issuer, the original issue price of any structured note purchased for clients includes an agent's commission and the cost of hedging the issuer's obligations under the note. As a result, the price, if any, at which an issuer will be willing to purchase structured notes from clients in a secondary market

transaction, if at all, will likely be lower than the original issue price and any sale before the maturity date could result in a substantial loss. Structured notes will not be designed to be short-term trading instruments so clients should be willing to hold any notes to maturity.

In the event that the client seeks to prohibit or limit the purchase of structured notes for the client's account, the client can do so, in writing, addressed to NewEdge' Chief Compliance Officer. In the event that a client has any questions regarding structured notes, NewEdge' Chief Compliance Officer, David Schnier, remains available to address them.

Coronavirus Outbreak Risks

The recent global outbreak of the 2019 novel coronavirus ("COVID-19"), together with resulting voluntary and U.S. federal and state and non-U.S. governmental actions, including, without limitation, mandatory business closures, public gathering limitations, restrictions on travel and quarantines, has meaningfully disrupted the global economy and markets. Although the long-term economic fallout of COVID-19 is difficult to predict, it has and is expected to continue to have ongoing material adverse effects across many, if not all, aspects of the regional, national and global economy. In particular, the COVID-19 outbreak has already, and will continue to, adversely affect certain investments and the industries in which they operate. Furthermore, our ability to operate effectively, including the ability of its personnel or its service providers and other contractors to function, communicate and travel to the extent necessary to carry out clients' investment strategies and objectives and our business and to satisfy its obligations to clients and pursuant to applicable law, has been, and will continue to be, impaired. The spread of COVID-19 among our personnel and service providers would also significantly affect our ability to properly oversee the affairs of clients (particularly to the extent such impacted personnel include key investment professionals or other members of senior management), which could result in a temporary or permanent suspension of a client's investment activities or operations.

Risks Related to Socially Responsible Investing Limitations

Socially Responsible Investing involves the incorporation of Environmental, Social and Governance considerations into the investment due diligence process ("ESG). There are potential limitations associated with allocating a portion of an investment portfolio in ESG securities (i.e., securities that have a mandate to avoid, when possible, investments in such products as alcohol, tobacco, firearms, oil drilling, gambling, etc.). The number of these securities may be limited when compared to those that do not maintain such a mandate. ESG securities could underperform broad market indices. Investors must accept these limitations, including potential for underperformance. Correspondingly, the number of ESG mutual funds and exchange traded funds are few when compared to those that do not maintain such a mandate. As with any type of investment (including any investment and/or investment strategies recommended and/or undertaken by NewEdge), there can be no assurance that investment in ESG securities or funds will be profitable, or prove successful.

Cryptocurrency

For clients who want exposure to cryptocurrencies, including Bitcoin, NewEdge will consider investments in corresponding exchange traded securities, and/or an allocation to separate account managers and/or private funds that provide cryptocurrency exposure. Crypto is a digital currency that can be used to buy goods and services, but uses an online ledger with strong cryptography (i.e., a method of protecting information and communications with codes) to secure online transactions. Unlike conventional currencies issued by a monetary authority, cryptocurrencies are generally not controlled or regulated and their price is

determined by the supply and demand of their market. Cryptocurrency is currently considered to be a speculative investment. The speculative nature of cryptocurrencies notwithstanding, NewEdge may (but is not obligated to) utilize crypto exposure in one or more of its asset allocation strategies for diversification purposes. **Please Note:** Investment in cryptocurrencies is subject to the potential for liquidity constraints, extreme price volatility and complete loss of principal. Notice to Opt Out. Clients can notify the NewEdge, in writing, to exclude cryptocurrency exposure from their accounts. Absent NewEdge's receipt of such written notice from the client, NewEdge may (but is not obligated to) utilize cryptocurrency as part of its asset allocation strategies for client accounts.

Options Strategies

The NewEdge may engage (or hire a separate account manager to engage) in options transactions for the purpose of hedging risk and/or generating portfolio income. The use of options transactions as an investment strategy can involve a high level of inherent risk. Option transactions establish a contract between two parties concerning the buying or selling of an asset at a predetermined price during a specific period of time. During the term of the option contract, the buyer of the option gains the right to demand fulfillment by the seller. Fulfillment may take the form of either selling or purchasing a security, depending upon the nature of the option contract. Generally, the purchase or sale of an option contract shall be with the intent of "hedging" a potential market risk in a client's portfolio and/or generating income for a client's portfolio. **Please Note:** Certain options-related strategies (i.e. straddles, short positions, etc.), may, in and of themselves, produce principal volatility and/or risk. Thus, a client must be willing to accept these enhanced volatility and principal risks associated with such strategies. In light of these enhanced risks, client may direct NewEdge, in writing, not to employ any or all such strategies for his/her/their/its accounts. **Please Also Note:** There can be no guarantee that an options strategy will achieve its objective or prove successful. No client is under any obligation to enter into any option transactions. However, if the client does so, he/she must be prepared to accept the potential for unintended or undesired consequences (i.e., losing ownership of the security, incurring capital gains taxes).

- Covered Call Writing.

Covered call writing is the sale of in-, at-, or out-of-the-money call options against a long security position held in a client portfolio. This type of transaction is intended to generate income. It also serves to create partial downside protection in the event the security position declines in value. Income is received from the proceeds of the option sale. Such income may be reduced or lost to the extent it is determined to buy back the option position before its expiration. There can be no assurance that the security will not be called away by the option buyer, which will result in the client (option writer) to lose ownership in the security and incur potential unintended tax consequences. Covered call strategies are generally better suited for positions with lower price volatility.

- Long Put Option Purchases.

Long put option purchases allow the option holder to sell or "put" the underlying security at the contract strike price at a future date. If the price of the underlying security declines in value, the value of the long put option can increase in value depending upon the strike price and expiration. Long puts are often used to hedge a long stock position to protect against downside risk. The security/portfolio could still experience losses depending on the quantity of the puts bought, strike price and expiration. In the event that the security is put to the option holder, it will result in the client (option seller) to lose ownership in the security and to

incur potential unintended tax consequences. Options are wasting assets and expire (usually within months of issuance).

***** This list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in connection with the Firm's investment offerings or the management of client accounts. In addition, prospective clients should be aware that, as a client's investment portfolio develops and changes over time, the account may be subject to additional and different risks. ANY QUESTIONS: NewEdge's Chief Compliance Officer remains available to address any questions that a client or prospective client may have regarding these and any other risks of concern.**

Item 9. Disciplinary Information

NewEdge has not been involved in any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of its management.

Item 10. Other Financial Industry Activities and Affiliations

This item requires investment advisers to disclose certain financial industry activities and affiliations.

As indicated at Item 4 above, NewEdge does not serve as an attorney, accountant, or insurance agent, and no portion of our services should be construed as same. Accordingly, NewEdge does not prepare legal documents, prepare tax returns, or sell insurance products. To the extent requested by a client, we may recommend the services of other professionals for non-investment implementation purpose (i.e. attorneys, accountants, insurance, etc.), including NewEdge's representatives in their separate individual capacities as registered representatives of New Edge's affiliated broker-dealer, NewEdge Securities, Inc. ("Securities" or "NES"), an SEC registered and FINRA member broker-dealer, and as licensed insurance agents. The client is under no obligation to engage the services of any such recommended professional.

Please Note-Conflict of Interest: The recommendation that a client purchase a securities or insurance commission product from a NewEdge representative in his/her individual capacity as a representative of Securities and/or as an insurance agent, presents a *conflict of interest*, as the receipt of commissions may provide an incentive to recommend investment and/or insurance products based on commissions to be received, rather than on a particular client's need. The fees charged and compensation derived from the sale of such insurance and/or securities products is separate from, and in addition to, NewEdge's investment advisory fee. No client is under any obligation to purchase any securities or insurance commission products from any of the NewEdge's representative. Clients are reminded that they may purchase securities and insurance products recommended by a NewEdge representative through other, non-affiliated broker-dealers and/or insurance agents.

ANY QUESTIONS: NewEdge's Chief Compliance Officer remains available to address any questions that a client or prospective client may have regarding the above conflicts of interest.

Management personnel of our firm are also officers of NES. In their capacity as supervisory principals of NES, they also devote time to the oversight of the operations of the broker/dealer.

NES's Bank Deposit Program (closed to new accounts opened on or after July 1, 2021)

The Bank Deposit Sweep Program (the "Program" or "BDP") is a sweep investment vehicle used to hold cash balances in accounts held at NFS. In the Program, cash balance in eligible accounts are deposited or "swept" into interest-bearing FDIC-insurance eligible Program deposit accounts ("Deposit Accounts") at one or more FDIC insured depository institutions that participate in the Program (collectively, "Program Banks").

Each Deposit Account constitutes a direct obligation of the Program Bank to the depositor and is not directly or indirectly an obligation of NES or NFS. Neither NES nor NFS guarantee in any way the financial condition of the Program Banks or the accuracy of any publicly available financial information concerning such Banks. The establishment of a Deposit Account does not create a direct account relationship between the depositor and the Program Banks. To the extent available in your account NFS, as your agent and custodian, will establish the Deposit Accounts for you at each Program Bank and make deposits to and withdrawals from the Deposit Accounts.

Depending on the interest rate environment, the Program can create financial benefits for NES and NFS. NES seeks to receive a fee from NFS in connection with the Program (equal to a percentage of all participants' average daily deposits at the Program Banks). Amounts will vary but in no event will be more than 1.75% (net of third-party fees) on an annualized basis, as applied across all Deposit Accounts (including brokerage accounts introduced by NES). In our discretion, we may reduce our fee and may vary the amount of the reductions among clients. The fee we receive may vary from bank to bank. The amount of fee received will affect the interest rate paid to customers by NFS. In addition to our fee, other service providers with respect to the Program will receive fees from NFS (collectively, with the fees paid to us and/or NFS, "Program Fees"). Your PWA will not receive a portion of these fees or credits. In addition, NewEdge will not receive cash compensation or credits in connection with the BDP for assets in the deposit accounts for Retirement Plans or Coverdell Education Savings accounts.

The revenue generated by NES through the Program may be greater than revenues generated by other sweep options at the firm or other brokerage firms and may be greater than other core account investment vehicles currently available to you or possible core account investment vehicles that we have used in the past or may consider using in the future. As a result of the fees and benefits described above, the Program may be significantly more profitable to NES than other available sweep options, if any. NES and/or NFS may also benefit from the possession and temporary investment of cash balances prior to the deposit of such balances in the Program.

In certain rate environments, Program Banks may also have the opportunity to earn income on the BDP assets through lending activity. Through the Program, each Program Bank will receive a stable, cost-effective source of funding. Each Program Bank intends to use deposits in the Deposit Accounts at the Program Bank to fund current and new businesses, including lending activities and investments. The profitability on such loans and investments is generally measured by the difference, or "spread," between the interest rate paid on the Deposit Accounts at the Program Banks and other costs of maintaining the Deposit Accounts, and the interest rate and other income earned by the Program Banks on those loans and investments made with the funds in the Deposit Accounts.

NewEdge seeks to address the foregoing conflicts by disclosing them to clients, such as in this Brochure, and by not directly sharing the revenue generated from client cash sweeps with PWAs. Clients should refer to the "Fees and Compensation – Other Firm Compensation" section below for further information on such compensation and any conflicts of interests that may arise as a result thereof and steps NewEdge takes to mitigate such conflicts.

A list of participating Program Banks is available from your PWA. A current version of the Bank Deposit Seep Disclosure Document can be found at <https://www.macg.com/app/uploads/BDSP-Disclosure-Document-8-6-2021-Clean.pdf>. Should you have any questions regarding the Program, Program Banks, current interest rates or our compensation, please refer to www.macg.com or direct any questions you may have to your PWA.

Mid Atlantic Trust Company

NewEdge is under common control with Mid Atlantic Trust Company ("MATC"), a South Dakota non-depository trust company which could handle the custody, directed trustee, paying agent, and reporting services for corporate retirement plans, and custody of mutual fund and ETF assets for some clients of NewEdge to the extent recommended by their PWA. While NewEdge is not directly compensated by MATC for revenue generated due to this arrangement, it does benefit indirectly, due to the companies being under common control.

While NewEdge and its PWAs at all times to put the interest of the clients first as part of our fiduciary duty, clients should be aware that the receipt of additional compensation itself creates a conflict of interest and may affect the judgment of these individuals when making recommendations.

NEWEDGE ADVISORS, LLC

Effective November 1, 2021, Mid Atlantic Financial Management ("MAFM") was merged with and into GWM Advisors, LLC. The company was renamed NewEdge Advisors, LLC. NewEdge Advisors, LLC is an investment adviser registered with the SEC that provides investment advisory services to retail investors.

Licensed Insurance Agents

A number of the Firm's Supervised Persons are licensed insurance agents and may offer certain insurance products on a fully disclosed commissionable basis. A conflict of interest exists to the extent that NewEdge recommends the purchase of insurance products where its Supervised Persons may be entitled to insurance commissions or other additional compensation. The Firm has procedures in place whereby it seeks to ensure that all recommendations are made in its clients' best interest regardless of any such affiliations.

Relationship with Fidelity

NES maintains a business relationship with Fidelity, a broker-dealer registered with the SEC and a member of FINRA and the Securities Investor Protection Corporation (SIPC), which provides the Firm with operational and back-office support including access to a network of service providers. In addition, certain of the Firm's Supervised Persons are registered representatives of NES and/or principals of the Firm's parent company and may provide clients with securities brokerage services under a separate commission-based arrangement.

Through Fidelity's network of service providers, the Firm has access to trading technology, transition support, reporting, custody, brokerage, investments, compliance and other related services. The Firm reviews all such relationships, including the service providers engaged through NES, on an ongoing basis to ensure clients are receiving competitive rates in relation to the quality and scope of the services provided.

Conflicts of Interest

Clients should be aware that the receipt of additional compensation by NewEdge and its management persons or employees creates a conflict of interest that may impair the objectivity of our firm and these individuals when making advisory recommendations. NewEdge endeavors at all times to put the interest of its clients first as part of our fiduciary duty as a registered investment adviser; we take the following steps to address this conflict:

- we disclose to clients the existence of all material conflicts of interest, including the potential for our firm and our employees to earn compensation from advisory clients in addition to our firm's advisory fees;
- we disclose to clients that they are not obligated to purchase recommended investment products from our employees or affiliated companies;
- we collect, maintain and document accurate, complete and relevant client background information, including the client's financial goals, objectives and risk tolerance;
- our firm's management conducts regular reviews of each client account to verify that all recommendations made to a client are suitable to the client's needs and circumstances;
- we require that our employees seek prior approval of any outside employment activity so that we may ensure that any conflicts of interests in such activities are properly addressed;
- we educate our employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to clients.

Item 11. Code of Ethics

NewEdge has adopted a code of ethics in compliance with applicable securities laws ("Code of Ethics") that sets forth the standards of conduct expected of its Supervised Persons. The Code of Ethics contains written policies reasonably designed to prevent certain unlawful practices such as the use of material non-public information by the Firm or any of its Supervised Persons and the trading by the same of securities ahead of clients in order to take advantage of pending orders.

The Code of Ethics also requires certain of NewEdge personnel to report their personal securities holdings and transactions and obtain pre-approval of certain investments (*e.g.*, initial public offerings, limited offerings). However, the Firm's Supervised Persons are permitted to buy or sell securities that it also recommends to clients if done in a fair and equitable manner that is consistent with the Firm's policies and procedures. This Code of Ethics has been established recognizing that some securities trade in sufficiently broad markets to permit transactions by certain personnel to be completed without any appreciable impact on the markets of such securities. Therefore, under limited circumstances, exceptions may be made to the policies stated below.

When the Firm is engaging in or considering a transaction in any security on behalf of a client, no Supervised Person with access to this information may knowingly affect for themselves or for their immediate family (*i.e.*, spouse, minor children and adults living in the same household) a transaction in that security unless:

- the transaction has been completed;
- the transaction for the Supervised Person is completed as part of a batch trade with clients; or
- a decision has been made not to engage in the transaction for the client.

These requirements are not applicable to certain types of securities. Clients and prospective clients may contact NewEdge to request a copy of its Code of Ethics.

Item 12. Brokerage Practices

Recommendation of Broker/Dealers for Client Transactions

In the event that the client requests that NewEdge recommend a broker-dealer/custodian for execution and/or custodial services, NewEdge currently recommends that investment advisory accounts generally be maintained with Securities, NFS, and/or Fidelity. Prior to engaging NewEdge to provide investment management services, the client will be required to enter into a formal Investment Advisory Agreement with NewEdge setting forth the terms and conditions under which NewEdge shall advise on the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian.

Factors that NewEdge considers in recommending Securities, NFS and/or Fidelity (or any other broker-dealer/custodian to clients) include historical relationship with NewEdge, financial strength, reputation, execution capabilities, pricing, research, and service. To the extent that a transaction fee is payable, NewEdge shall have a duty to obtain best execution for such transaction. However, that does not mean that the client will not pay a transaction fee that is higher than another qualified broker-dealer might charge to effect the same transaction where NewEdge determines, in good faith, that the transaction fee is reasonable. 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 the value of research provided, execution capability, transaction rates, and responsiveness. Accordingly, although NewEdge will seek competitive rates, it may not necessarily obtain the lowest possible rates for client account transactions.

Software and Support Provided by Financial Institutions

NewEdge may receive without cost from Fidelity computer software and related systems support, which allow NewEdge to better monitor client accounts maintained at Fidelity. NewEdge may receive the software and related support without cost because the Firm renders investment management services to clients that maintain assets at Fidelity. The software and support is not provided in connection with securities transactions of clients (i.e., not "soft dollars"). The software and related systems support may benefit NewEdge, but not its clients directly. In fulfilling its duties to its clients, NewEdge endeavors at all times to put the interests of its clients first. Clients should be aware, however, that NewEdge's receipt of benefits from a broker/dealer creates a conflict of interest since these benefits may influence the Firm's choice of broker/dealer over another that does not furnish similar software, systems support or services.

Specifically, NewEdge may receive the following benefits from Fidelity:

- Receipt of duplicate client confirmations and bundled duplicate statements;
- Access to a trading desk that exclusively services its institutional traders;
- Access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and
- Access to an electronic communication network for client order entry and account information.

Research and Benefits

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, NewEdge can receive from Securities and/or Fidelity (or another broker-dealer/custodian, investment manager, platform sponsor, mutual fund sponsor, or vendor) without cost (and/or at a discount) support services and/or products, certain of which assist NewEdge to better monitor and service client accounts maintained at such institutions. Included within the support services that can be obtained by NewEdge can be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services (including those provided by unaffiliated vendors and professionals), discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support (including client events), computer hardware and/or software and/or other products used by NewEdge in furtherance of its investment advisory business operations. Certain of the benefits that could be received can also assist NewEdge to manage and further develop its business enterprise and/or benefit NewEdge's representatives.

There is no corresponding commitment made by NewEdge to Securities and/or Fidelity, or any other any entity, to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as result of the above arrangement.

ANY QUESTIONS: NewEdge's Chief Compliance Officer remains available to address any questions that a client or prospective client may have regarding the above arrangements and the corresponding conflicts of interest presented by such arrangements.

Brokerage for Client Referrals

NewEdge does not consider, in selecting or recommending broker/dealers, whether the Firm receives client referrals from the Financial Institutions or other third party.

Directed Brokerage

NewEdge recommends that its clients utilize the brokerage and custodial services provided by Securities and NFS. The Firm generally does not accept directed brokerage arrangements (but could make exceptions). A directed brokerage arrangement arises when a client requires that account transactions be effected through a specific broker-dealer/custodian, other than one generally recommended by NewEdge. In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and Firm will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by NewEdge. As a result, a client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. **Please Note:** In the event that the client directs NewEdge to effect securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through NewEdge. **Please Also Note:** Higher transaction costs

adversely impact account performance. **Please Further Note:** Transactions for directed accounts will generally be executed following the execution of portfolio transactions for non-directed accounts.

Commissions or Sales Charges for Recommendations of Securities

As discussed in Item 5 above, certain Supervised Persons in their respective individual capacities are registered representatives of NES. These Supervised Persons are subject to FINRA Rule 3040 which restricts registered representatives from conducting securities transactions away from their broker-dealer unless NES provides written consent. Therefore, clients are advised that certain Supervised Persons may be restricted to conducting securities transactions through NES if they have not secured written consent from NES to execute securities transactions through a different broker-dealer. Absent such written consent or separation from NES, these Supervised Persons are prohibited from executing securities transactions through any broker-dealer other than NES under its internal supervisory policies. The Firm is cognizant of its duty to obtain best execution and has implemented policies and procedures reasonably designed in such pursuit.

Trade Aggregation

Transactions for each client account generally will be effected independently, unless the Firm decides to purchase or sell the same securities for several clients at approximately the same time. The Firm may (but is not obligated to) combine or “batch” such orders for individual equity transactions (including ETFs) with the intention to obtain better price execution, to negotiate more favorable commission rates, or to allocate more equitably among the Firm’s clients differences in prices and commissions or other transaction costs that might have occurred had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. In the event that the Firm becomes aware that a Firm employee seeks to trade in the same security on the same day, the employee transaction will either be included in the “batch” transaction or transacted after all discretionary client transactions have been completed. The Firm shall not receive any additional compensation or remuneration as the result of such aggregation.

Item 13. Review of Accounts

Portfolio Reviews

NewEdge monitors client portfolios on a regular and ongoing basis. Client reviews are conducted periodically. Such reviews are conducted by the Firm’s PWAs. All investment advisory clients are encouraged to discuss their needs, goals and objectives with NewEdge and to keep the Firm informed of any changes thereto. The Firm contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations and quarterly to discuss the impact resulting from any changes in the client’s financial situation and/or investment objectives.

Account Statements and Reports

Clients are provided with transaction confirmation notices and regular summary account statements directly from the Financial Institutions where their assets are custodied. From time-to-time or as otherwise requested, clients may also receive written or electronic reports from NewEdge and/or an outside service provider, which contain certain account and/or market-related information, such as an inventory of account holdings or account performance. Clients should compare the account statements they receive from their

custodian with any documents or reports they receive from NewEdge or an outside service provider.

Item 14. Client Referrals and Other Compensation

NewEdge does not maintain solicitor arrangements/pay referral fee compensation to non-employees for new client introductions.

PWAs may refer clients to unaffiliated third-party firms for certain services, such as lines of credits, mortgages and other investment related services. In making such referrals, will seek to identify reputable unaffiliated third parties who offer commercially reasonable terms, but does not undertake to perform any level of due diligence on or ongoing monitoring of such third parties or to search for the providers who offer the most favorable terms to clients. Clients should carefully evaluate these unaffiliated third parties and their terms of service relative to other providers in the marketplace before entering into a service relationship with them.

In certain cases, these referral arrangements will involve the payment of referral fees to, or participation in revenue sharing arrangements with, NewEdge and potentially the PWAs making the referral.

In addition to receiving fees in their capacity as an investment adviser or solicitor, NewEdge and its PWAs may receive reimbursements or marketing allowances for marketing expenses and business development costs incurred by the PWA. In addition, PWAs may receive invitations to conferences and meetings that are sponsored by firms that offer third-party programs to the advisor. Portfolio strategists, investment managers, and product manufacturers may contribute to the cost of the conferences and meetings, may be identified as a sponsor of the conference or meeting, and may have the opportunity to promote their products, programs, and services directly to NewEdge and its PWAs. Additionally, the advisor's travel-related costs and expenses, meals, and entertainment may be paid or subsidized by the firms. These payments to NewEdge and its PWAs present a conflict of interest because they provide a financial incentive for advisors to recommend clients to the products of the payers.

As indicated at Item 12 above, NewEdge can receive from Securities and/or Fidelity (and others) without cost (and/or at a discount), support services and/or products. NewEdge's clients do not pay more for investment transactions effected and/or assets maintained at Schwab (or any other institution) as result of this arrangement. There is no corresponding commitment made by NewEdge to any entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as the result of the above arrangement.

Recruiting & Transition Expenses

As a part of our business, the firm hires outside parties (recruiters) to help find investment advisers interested in joining NewEdge or using our platform services. The recruiters are typically paid a fee based on a percentage of the total revenue of the investment adviser or business referred to NewEdge. At times, others will contribute to the recruiting expense NewEdge might incur, including custodians of client assets such as Fidelity. When a third-party custodian contributes to the recruiting expense, it presents a conflict of interest, as NewEdge has an incentive to refer the client to the third-party custodian sharing the cost of the recruitment expense over another custodian.

Item 15. Custody

NewEdge shall have the ability to deduct its advisory fee from the client's custodial account. Clients are provided with written transaction confirmation notices, and a written summary account statement directly from the custodian at least quarterly. Please Note: To the extent that NewEdge provides clients with periodic account statements or reports, the client is urged to compare any statement or report provided by NewEdge with the account statements received from the account custodian. Please Also Note: The account custodian does not verify the accuracy of NewEdge's advisory fee calculation.

In addition, NewEdge and/or certain of its members engage in other services and/or practices (i.e., bill paying, password possession, trustee service, etc.) requiring disclosure at Item 9 of Part 1 of Form ADV. These services and practices result in NewEdge having custody under Rule 206(4)-2 of the Advisers Act. Per the Rule, having such custody requires NewEdge to undergo an annual surprise CPA examination, and make a corresponding Form ADV-E filing with the SEC, for as long as NewEdge provides such services and/or engages in such practices. **ANY QUESTIONS: NewEdge's Chief Compliance Officer, David Schnier, remains available to address any questions that a client or prospective client may have regarding custody-related issues.**

Item 16. Investment Discretion

NewEdge may be given the authority to exercise discretion on behalf of clients. NewEdge is considered to exercise investment discretion over a client's account if it can effect and/or direct transactions in client accounts without first seeking their consent. NewEdge is given this authority through a power-of-attorney included in the Advisory Agreement between NewEdge and the client. Clients may request reasonable limitations on this authority (such as certain securities not to be bought or sold). NewEdge takes discretion over the following activities:

- the individual securities to be purchased or sold;
- the amount of securities to be purchased or sold;
- when transactions are made; and
- the hiring and firing of Independent Managers.

Item 17. Voting Client Securities

NewEdge will accept the authority to vote a client's securities (i.e., proxies) on their behalf in discretionary advisory accounts. This authority is generally granted through the client's execution of our Advisory Agreement. If a client elects to vote proxies themselves, they shall receive proxies directly from their custodians and may contact the Firm at the contact information on the cover of this brochure with questions about any such issuer solicitations. Clients may also be able to delegate proxy voting authority to Independent Managers.

THIRD PARTY SERVICE:

When NewEdge is responsible for voting client proxies, it shall do so in conjunction with the proxy voting administrative and due diligence services provided by Glass Lewis ("GL") an unaffiliated nationally

recognized proxy voting vendor. NewEdge, in conjunction with the services provided by GL, monitors corporate actions of individual issuers and investment companies consistent with NewEdge's fiduciary duty to vote proxies in the best interests of its clients. With respect to individual issuers, NewEdge may be solicited to vote on matters including corporate governance, adoption or amendments to compensation plans (including stock options), and matters involving social issues and corporate responsibility. With respect to investment companies (e.g., mutual funds), NewEdge may be solicited to vote on matters including the approval of advisory contracts, distribution plans, and mergers. NewEdge (in conjunction with the services provided by GL) shall maintain records pertaining to proxy voting as required under the Advisers Act. Information pertaining to how NewEdge voted on any specific proxy issue is also available upon written request.

Any questions regarding NewEdge's proxy voting policy or requests for a description of the Firm's proxy voting policy should be directed to the David Schnier, the Chief Compliance Officer of NewEdge.

Class Actions

NewEdge will not render any advice to or take any actions on behalf of clients with respect to the initiation or pursuit of any legal proceedings, including bankruptcies and shareholder litigation, to which any securities or other investments transacted or held in client accounts, or the issuers thereof, become subject. The right to take any actions with respect to any legal proceedings, including bankruptcies and shareholder litigation, and the right to initiate or pursue any legal proceedings, including shareholder litigation, with respect to transactions, securities or other investments held in a client account is the client's responsibility. The client shall maintain exclusive responsibility for all legal proceedings or other type events pertaining to the assets managed by NewEdge, including, but not limited to, class action lawsuits.

NewEdge has identified an unaffiliated service provider to assist the client, for a fee (generally based on an agreed percentage % of the recovery, subject to a minimum fee), with class-action matters. NewEdge shall not receive any compensation from the service provider. Please Note: The client is under no obligation to engage the service provider. Please Also Note: NewEdge does not participate in class action proceedings on behalf of its clients. Thus, if the client chooses not to engage such service provider, the client will be exclusively responsible to monitor and pursue all class action claims.

Item 18. Financial Information

NewEdge is not required to disclose any financial information due to the following:

- The Firm does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance of services rendered;
- The Firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and
- The Firm has not been the subject of a bankruptcy petition at any time during the past ten years.

ANY QUESTIONS: NEWEDGE'S CHIEF COMPLIANCE OFFICER, DAVID SCHNIER, REMAINS AVAILABLE TO ADDRESS ANY QUESTIONS REGARDING THIS PART 2A.