



DISCLOSURE BROCHURE

Form ADV Part 2A

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This brochure provides information about the qualifications and business practices of Dias Wealth, LLC. If you have any question about the contents of this brochure, please contact us at (321) 926-0936. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Dias Wealth, LLC is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.

Additional information about Dias Wealth, LLC is available on the SEC's website www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Dias Wealth, LLC's CRD number is 304465.

Item 2: Material Changes

We do not have any material changes to report since our last annual update to this brochure, which was on March 31, 2021. In the future, this Item will discuss only specific material changes that are made to the Brochure and provide you with a summary of these changes. We will also reference the date of our last annual update to this Brochure.

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Item 4: Advisory Business

Ownership/Advisory History

Dias Wealth, LLC (“We”) is a Florida Limited Liability Company founded in July 2019. We became registered as an investment adviser in January 2020. We have one executive officers of the firm, Carlos Dias. Mr. Dias is the Managing Member and Chief Compliance Officer. Additional information about Mr. Dias can be found under Item 19 along with his supplemental brochure.

Advisory Services Offered

Financial Planning

We provide comprehensive financial planning and financial consulting services, including retirement, estate, charitable, and long-term care planning, risk management, insurance, budgeting, cash flow, and debt management. Financial planning services involve a review of your financial situation, goals and risk tolerance. Through a series of personal interviews and/or the use of questionnaires we will collect pertinent data, identify goals, objectives, financial problems, and protentional solutions. With this information, we tailor your financial plan and the advice we give to you. Our advice may cover any of the following topics: net worth statement; cash flow analysis, tax analysis, insurance and long-term care analysis; tax planning; retirement projections; 401(k) review; and/or other needs as identified during our meetings with you. You will receive a written financial plan following the completion of our meetings. For our financial consulting services, we focus on a single topic or multiple topics as identified in our meetings. The chosen topics are written in the financial planning and consulting agreement. Typically, we do not provide a written financial plan for this service. In general, the financial plan will address any or all of the following areas of concern. We will work together to select the specific areas to cover. These areas may include, but are not limited to, the following:

Business Planning

We provide consulting services for clients who currently operate their own business, are considering starting a business, or are planning for an exit from their current business. Under this type of engagement, we work with you to assess your current situation, identify your objectives, and develop a plan aimed at achieving your goals.

Budgeting, Cash Flow, and Debt Management

A review of your income and expenses to determine your current surplus or deficit along with advice on prioritizing how any surplus should be used or how to reduce expenses if they exceed your income. Advice may also be provided on which debts to pay off first based on factors such as the interest rate of the debt and any income tax ramifications. We may also recommend what we believe to be an appropriate cash reserve that should be considered for emergencies and other financial goals, along with a review of accounts (such as money market funds) for such reserves, plus strategies to save desired amounts.

Employee Benefits Optimization

We will provide review an analysis as to whether you, as an employee, are taking the maximum advantage possible of your employee benefits. If you are a business owner, we will consider and/or recommend the various benefit programs that can be structured to meet both business and personal retirement goals.

Estate Planning

This typically includes an analysis of your exposure to estate taxes and your current estate plan, which may include whether you have a will, powers of attorney, trusts and other related documents. Our advice also typically includes ways for you to minimize or avoid future estate taxes by implementing appropriate estate planning strategies such as the use of applicable trusts. We always recommend that you consult with a qualified attorney when you initiate, update, or complete estate planning activities. We may provide you with contact information for attorneys who specialize in estate planning when you wish to hire an attorney for such purposes. From time-to-time, we will participate in meetings or phone calls between you and your attorney with your approval or request.

Financial Goals

Identify financial goals and develop a plan to reach them. We will identify what you plan to accomplish, what resources you will need to make it happen, how much time you will need to reach the goal, and how much you should budget for your goal.

Insurance

Review of existing policies to ensure proper coverage for life, health, disability, long-term care, and annuity.

Investment Analysis

This may involve developing an asset allocation strategy to meet client's financial goals and risk tolerance, providing information on investment vehicles and strategies, reviewing employee stock options, as well as assisting you in establishing your own investment account at a selected custodian. The strategies and types of investments we may recommend are further discussed in Item 8 of this brochure.

Retirement Planning

Retirement planning services typically include projections of your likelihood of achieving your financial goals, typically focusing on financial independence as the primary objective. For situations where projections show less than the desired results, we may make recommendations, including those that may impact the original projections by adjusting certain variables (e.g. working longer, saving more, spending less, taking more risk with investments). If you are near retirement or already retired, advice may be given on appropriate distribution strategies to minimize the likelihood of running out of money or having to adversely alter spending during your retirement years.

Risk Management

A risk management review includes an analysis of your exposure to major risks that could have a significant adverse impact on your financial picture, such as premature death, disability, or the need for long-term care planning. Advice may be provided on ways to minimize such risks and about weighing the costs of purchasing insurance versus the benefits of doing so and, likewise, the potential cost of not purchasing insurance (“self-insuring”).

Tax Planning Strategies

Advice may include ways to minimize current and future income taxes as a part of your overall financial planning picture. For example, we may make recommendations on which type of account(s) or specific investments should be owned based in part on their “tax efficiency,” with consideration that there is always a possibility of future changes to federal, state or local tax laws and rates that may impact your situation. We recommend that you consult with a qualified tax professional before initiating any tax planning strategy, and we may provide you with contact information for accountants or attorneys who specialize in this area if you wish to hire someone for such purposes. We can participate in meetings or phone calls between you and your tax professional with your approval.

Recommendation and Monitoring of Third-Party Investment Advisers

After an initial meeting with you or when deemed appropriate, we may recommend the services of a Third-Party Investment Adviser (“Third-Party Adviser”). The recommendation will depend on your circumstances, goals and objective, strategy desired, account size, risk tolerance, or other factors. We work with you to determine which Third-Party Adviser may be appropriate. You are never obligated to use a recommended Third-Party Adviser.

We will review Third-Party Advisers prior to making recommendation to you. We consider the following factors during our review: fees, reputation, performance, financial strength, management, price, reporting capabilities, your financial situation, goals, needs, and investment objectives. After our review we present you with one or more recommendations.

If you wish to proceed with the recommendation, we will enter into a sub-adviser relationship or solicitor arrangement with the recommended Third-Party Adviser. Under these arrangements, the Third-Party Adviser is responsible for portfolio management, best execution, portfolio reporting, trading, trade error resolution, and custodian reconciliations. We maintain our relationship with you by monitoring the status of your accounts with the Third-Party Adviser, making recommendations about the Third-Party Adviser, usually meeting with you either in person or by telephone on an annual basis and acting as your primary financial adviser. We retain discretion to hire and fire any recommended sub-adviser.

When you are referred to Third-Party Advisers you will receive full disclosure, including services rendered and fee schedules, at the time of the referral, by delivery of a copy of the relevant Third-Party Adviser’s Form ADV Part 2A or equivalent disclosure document before receiving investment advisory services from the Third-Party Adviser. The Third-Party Adviser offers separate services that are outlined in its ADV Part 2A.

Tailored Services

The goals and objectives for each client are documented before any investing takes place. You may impose restrictions on investing in certain securities or types of securities.

Wrap Program

We do not sponsor a wrap fee program.

Clients Assets Managed

As of the date of this brochure, we do not manage client assets as we are a newly formed investment adviser and due to COVID-19.

Item 5: Fees and Compensation

Financial Planning Hourly Fee

For consultations, an hourly rate between \$300 and \$600 per hour, depending on complexity and number of hours. The fee may be negotiable in certain cases and is due at the completion of the engagement. In the event of early termination, any fees for the hours already worked will be due.

Financial Planning Fixed Fee

For financial plans, an agreed upon fixed fee before the start of any work ranging between \$1,500 and \$30,000. The fee is negotiable within this range, and if chosen, half (50%) of the fee is due at the beginning of process and the remainder is due at completion of work. We will not bill an amount above \$500 more than six (6) months in advance.

Comprehensive Financial Planning

For comprehensive financial plans, an upfront charge between \$2,000 and \$25,000 as well as an ongoing fee that is paid monthly, in advance, between of \$200 and \$2,000 per month. The fee may be negotiable in certain cases.

Payment of Fees and Termination

Fees for this service may be paid by electronic funds transfer, check, credit card, and PayPal. For payment made via credit or PayPal, an additional three percent (3%) surcharge to cover fees paid may be imposed. You may terminate the agreement within forty-eight (48) hours after execution. Upon termination, the half (50%) of the fee that is due up front will be refunded, and no further fees will be charged. Comprehensive financial planning services may be terminated with thirty (30) days' notice after the first contract year. Upon termination of any account, the fee will be prorated and any unearned fee will be refunded to the client. To cancel the agreement, you must notify us in writing at Dias Wealth, LLC, P.O. Box 952884, Lake Mary, FL 32795 no later than ten (10) days of written notice.

Recommendation of Third-Party Investment Advisers

Sub-Advisory Relationship

When we use the services of a sub-adviser, we charge an annual management fee based on the percentage of assets under management in your account reported by the Third-Party Investment Adviser. Our annual fee is based on the following fee schedule:

Custodian Reported Account Value	Annual Management Fee
Up to \$1,000,000	Up to 1.5%
\$1,000,001 to \$3,000,000	Up to 1.25%
\$3,000,001 to \$5,000,000	Up to 1.00%
\$5,000,001 and \$10,000,000	Up to 0.75%
Over \$10,000,000	Up to 0.50%

Our annual fee is separate from the sub-adviser's fee. The sub-adviser's fee will be disclosed to you and acknowledged in the investment management agreement. We will negotiate with you how often and when our fee and the sub-adviser's fee is collected (monthly or quarterly, in advance or in arrears). This will be noted in your investment management agreement. You will be asked to authorize us or the sub-adviser to instruct the custodian with the ability to withdraw our management fee and the sub-adviser's fee directly from your account. You may terminate this authorization at any time (see "Item 15: Custody").

Our management fee does not include brokerage commissions, transaction fees, or other related costs and expenses that are normally incurred by you. You may incur certain charges imposed by custodians, brokers, and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive, of and in addition to, our fee and we will not receive any portion of these commissions, fees, and costs. For more information about our brokerage practice, see "Item 12A."

Solicitor Relationship

When we are a solicitor of the recommended Third-Party Adviser, we do not charge a separate fee for the Third-Party Adviser services. Instead, we will enter into an agreement with the selected Third-Party Adviser and share in a portion of the Third-Party Adviser's management fee that is charged to you. The exact fee withdrawn and when it is withdrawn (quarterly or monthly, in advance or in arrears) will vary with each Third-Party Adviser. These details will be disclosed in the Third-Party Adviser's ADV Part 2A and the Third-Party Adviser's Solicitor Disclosure Document; both documents will be given to you upon solicitation.

Termination of Third-Party Investment Adviser Services

You may terminate these services for any reason within the first forty-eight (48) hours after signing the contract without any cost or penalty for a full refund. Thereafter, the contract may be

terminated at any time by giving ten (10) days written notice. To cancel the agreement, you must notify us in writing to:

Dias Wealth, LLC
P.O. Box 952884
Lake Mary, FL 32795

When we charge in advance, you will receive a prorated refund of management fees that is based on the amount of time elapsed during the termination month/quarter. For example, if you cancel forty-five (45) days into a ninety (90) day quarter, you will receive a refund of half (50%) of the fees ($45 \div 90 \text{ days} = 50\%$). Also, for example, if there are 30 days in a month and the services cancelled ten (10) days into the month, you will receive a sixty-seven percent (67%) refund ($10 \div 30 \text{ days} = 67\%$). Refunds are paid by depositing the fee back into the account if allowed by your custodian. In all other cases refunds are paid by check.

Other Securities Compensation

We do not receive any additional securities compensation.

Retirement Rollover Conflicts of Interest

When we recommend you rollover a retirement account for us to manage, this creates a financial incentive because we charge a fee for our services. We attempt to mitigate the conflict of interest by acting in your best interest and applying an impartial conduct standard to all rollovers. Please note that you are not under any obligation to roll over a retirement account to an account managed by us.

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

We do not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client) or provide side by side management.

Item 7: Types of Clients

We offer our services to individuals, high net worth individuals, professional athletes, entertainers, charitable organizations, businesses, and corporations.

We do not require a minimum account size.

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

Methods of Analysis and Investment Strategies

We create each portfolio using Passive and/or Tactical Asset Allocation. The risk associated with asset allocation is that each class had different levels of risk and return, so each will

behave differently over time. There is no guarantee that diversification among asset classes will grow a portfolio.

Passive Asset Allocation

Passive allocation involves building portfolios that are comprised of various distinct asset classes. The asset classes are weighted in a manner to achieve a desired relationship between correlation, risk and return. Funds that passively capture the returns of the desired asset classes are placed in the portfolio. The funds that are used to build passive portfolios are typically index mutual funds or exchange traded funds, typically characterized by low portfolio expenses (funds inside the portfolio having low internal costs), minimal trading costs (infrequent trading activity), and tax efficiency (funds inside the portfolio are tax efficient due to low turnover).

Tactical Asset Allocation

Tactical allocation is an active management portfolio strategy that rebalances the percentage of assets held in various categories in order to take advantage of market pricing anomalies or strong market sectors. This strategy is designed to allow portfolio managers to create extra value by taking advantage of certain situations in the marketplace. It is as a moderately active strategy because portfolio managers return to the portfolio's original strategic asset mix when desired short-term profits are achieved. The risk associated with tactical asset allocation is that each class has different levels of risk and return, so each will behave differently over time. There is no guarantee that moving additional assets into an asset class will grow a portfolio.

Investment Risks

All investment programs have certain risks that are borne by the client and investing in securities involve risk of loss that clients should be prepared to bear. Our goal is to reduce the risk of loss, but not at the expense of portfolio growth. Recommended investment strategies seek to balance risks and rewards to achieve investment objectives. To manage risk, we rebalance model portfolios on an as needed basis to bring the asset allocations back to their intended balances. The client should feel free to ask questions about risks that he or she does not understand; we are welcome to discuss them.

Recommended Securities

We use several types of securities in client portfolios including, but not limited to, mutual funds, exchange traded funds (ETFs), stocks, bonds, annuities, and alternative investments. Some of the risk associated with these securities include:

Concentration Risk

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

Credit Risk

This is the risk an issuer of a bond could suffer an adverse change in financial condition that results in a payment default, security downgrade, or inability to meet financial obligation.

Inflation Risk

This is the risk that inflation will undermine the performance of an investment and/or the future purchasing power of a client's assets.

Interest Rate Risk

The chance that bond prices overall will decline due to rising interest rates.

International Risk

Investing in the securities of non-U.S. companies involves special risks not typically associated with investing in U.S. companies. Foreign securities tend to be more volatile and less liquid than investments in U.S. securities, and may lose value because of adverse political, social or economic developments overseas or due to changes in the exchange rates between foreign currencies and the U.S. dollar. In addition, foreign investments are subject to settlement practices, as well as regulatory and financial reporting standards, that differ from those of the U.S.

Legal or Legislative Risk

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

Liquidity Risk

Liquidity risk exist when particular investments are difficult to purchase or sell, possibly preventing the ability to sell such illiquid securities at an advantageous time or price, or possibly requiring the client to dispose of other investments at unfavorable times or prices in order to satisfy its obligations.

Manager Risk

The chance that the proportions allocated to the various securities will cause the client's account to underperform relevant to benchmarks or other accounts with a similar investment objective.

Market Risk

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

Mutual Fund Manager Risk

The chance that the proportions allocated to the various mutual funds will cause the client's account to underperform relevant to benchmarks or other accounts with similar investment objective.

Risks Associated with Securities

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

Common stocks

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

Corporate Bonds

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

Bank Obligations

Bank obligations including bonds and certificates of deposit may be vulnerable to setbacks or panics in the banking industry. Banks and other financial institutions are greatly affected by interest rates and may be adversely affected by downturns in the U.S. and foreign economies or changes in banking regulations.

Municipal Bonds

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

Exchange Traded Funds

Exchange Traded Funds (ETFs) prices may vary significantly from the Net Asset Value (NAV) due to market conditions. Certain ETFs may not track underlying benchmarks as expected.

Investment Companies Risk

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

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

ETFs may trade at a market price that is above or below their NAV; may employ an investment strategy that utilizes high leverage ratios; or trading of an ETF's shares may be halted if the listing exchange's officials deem such action appropriate, the shares are delisted from the exchange, or the activation of market-wide "circuit breakers," which are tied to large decreases in stock prices, typically halts stock trading.

Item 9: Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. We do not have information applicable to this item.

Item 10: Other Financial Industry Activities and Affiliations

Broker-Dealer Affiliation

We are not affiliated with a broker-dealer.

Futures and/or Commodities Affiliation

We are not affiliated with a futures or commodities broker.

Other Industry Affiliations

Our owner (Carlos Dias Jr.) is licensed to sell annuities, life, health, disability, long-term care, and health insurance and may recommend the purchase of insurance products to you, for which he will receive additional compensation. Commissions paid are separate from the fees described (see "Item 5"). Carlos Dias Jr. attempts to mitigate any conflicts of interest to the best of his ability by placing your interests ahead of his own and by implementing policies and procedures that address the conflict. Additionally, he will inform you that you always have the right to choose whether to act on the recommendation and to purchase recommended insurance products through any licensed insurance agent.

Recommendation of Third-Party Investment Advisers

We recommend the services of Third-Party Investment Advisers; this information can be found under Items 4 and 5. We will ensure that the Third-Party Adviser is properly registered as a Registered Investment Adviser (RIA) or exempt from registration in your state of residence prior to making any recommendation. We do not receive a portion of their management fee and our fee is separate and in addition to their compensation. This will be disclosed to you prior to engagement and you are not obligated, contractually or otherwise, to use the services of any Third-Party Adviser we recommend.

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

Description

Our Code of Ethics establishes ideals for ethical conduct based upon fundamental principles of openness, integrity, honesty, and trust. We will provide a copy of our Code of Ethics to any client or prospective client upon request.

Our Code of Ethics covers all supervised persons and it describes our high standard of business conduct and fiduciary duty to our clients. The Code of Ethics includes, among other things, provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition on rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures. All supervised persons must acknowledge the terms of the Code of Ethics annually or as amended.

Integrity

We shall offer and provide professional services with integrity.

Objectivity

We shall be objective in providing professional services to clients.

Competence

We shall provide services to clients competently and maintain the necessary knowledge and skill to continue to do so in those areas in which they are engaged.

Fairness

We shall perform professional services in a manner that is fair and reasonable to clients, principals, partners, and employers, and shall disclose conflicts of interest in providing such services.

Confidentiality

We shall not disclose confidential client information without the specific consent of the client unless in response to proper legal process, or as required by law.

Professionalism

We shall conduct in a professional manner.

Diligence

We shall act diligently in providing professional services.

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

Material Interest in Securities

We do not have a material interest in any securities.

Investing in or Recommending the Same Securities

Our owner (Carlos Dias Jr.) may buy or sell for his own account the same securities that he purchases or recommends for purchase in your accounts. A conflict of interest exists because he can trade ahead of your trades. We mitigate any conflict of interest in two ways. First, our Code of Ethics requires employees to: report personal securities transactions on at least a quarterly basis, and provide us with a detailed summary of certain holdings (both initially upon commencement of employment and quarterly thereafter) in which employees have a direct or indirect beneficial interest. The reports are reviewed to ensure we not trade ahead of client accounts. Second, we require that your transactions be placed ahead of our associates' personal trades or our associates can place personal trades as part of a block trade (see "Item 12B" for details on our block trading practices). The records of all associates' personal and client trading activities are reviewed and made available to regulators to review on the premises.

Item 12: Brokerage Practices

Recommendation Criteria

We do not maintain custody of your assets on which we advise, although we may be deemed to have custody of your assets if you give us authority to withdraw advisory fees from the account (see "Item 15: Custody"). Your assets must be maintained in an account at a "qualified custodian", generally a broker-dealer or bank.

We may recommend that you use MTG, LLC dba Betterment Securities ("Betterment Securities"), a registered broker-dealer, member SIPC, as the qualified custodian. We are independently owned and operated and are not affiliated with Betterment Securities. When we recommend other Third-Party Adviser's that are not Betterment Securities, we rely on the selected Third-Party Adviser's recommended broker-dealer or custodian.

Betterment Securities will hold your assets in a brokerage account and buy and sell securities when we and/or you instruct them to. While we recommend that you use Betterment Securities as custodian/broker, you will decide whether to do so and will open your account with Betterment Securities by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so. If you do not wish to place your assets with Betterment Securities, then we cannot manage your account on Betterment Institutional (defined below).

How We Select Brokers and/or Custodians

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

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

Client Brokerage and Custody Costs

For the accounts that Betterment Securities maintains, Betterment Securities generally does not charge separately for custody services but is compensated as part of the Betterment Institutional (defined below) platform fee, which is a percentage of the dollar amount of assets in the account in lieu of commissions. We have determined that having Betterment Securities execute trades is consistent with our duty to seek “best execution” of your trades. Best execution means the most favorable terms for transactions based on all relevant factors, including those listed above (see “How We Select Brokers/Custodians”).

Services Available to Us Via Betterment Institutional

Betterment Securities serves as a broker-dealer to Betterment Institutional, an investment and advice platform serving independent investment advisory firms like us (“Betterment Institutional”). Betterment Institutional also makes available various support services which may not be available to Betterment’s retail customers. Some of those services help us manage or administer your accounts, while other help us manage and grow our business. Betterment Institutional support services are generally available on an unsolicited basis (we don’t have to request them) and at no charge to us. Below is a more detailed description of Betterment Institutional support services:

Services that benefit the client

Betterment Institutional includes access to a range of investment products, execution of securities transactions, and custody of your assets through Betterment Securities. Betterment Securities’ services described in this paragraph generally benefit you and your account.

Services that may not directly benefit the client

Betterment Institutional also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering your accounts, such as software and technology that may:

- Assist with back-office functions, recordkeeping, and client reporting of your accounts;

- Provide access to your account data (such as duplicate trade confirmations and account statements);
- Provide pricing and other market data; and
- Assist with back-office functions, recordkeeping, and client reporting.

Research and Soft Dollars

“Soft dollars” are defined as a form of payment investment firms can use to pay for goods and services such as news subscriptions or research. When an investment firm gives its business to a particular brokerage firm, the brokerage firm in return can agree to use some of its revenue to pay for these types of services. We do not receive any soft dollars.

Brokerage for Client Referrals

We do not receive client referrals or any other incentive from any broker-dealer or custodian.

Directed Brokerage

We do not allow directed brokerage.

Trade Aggregation

We may aggregate transactions in equity and fixed income securities for a client with other clients to improve the quality of execution. When transactions are so aggregated, the actual prices applicable to the aggregated transactions will be averaged, and your account will be deemed to have purchased or sold its proportionate share of the securities involved at the average price obtained. We may determine not to aggregate transactions, for example, based on the size of the trades, the number of your accounts, the timing of the trades, the liquidity of the securities or the discretionary or non-discretionary nature of the trades. If we do not aggregate orders, some clients purchasing securities around the same time may receive a less favorable price than other clients. The practice of not aggregating may cost you more money.

Disclosure of Material Conflicts

All material conflicts of interest are disclosed, which can impair the rendering of unbiased and objective advice.

Item 13: Review of Accounts

Periodic Reviews

Financial Planning

Our owner (Carlos Dias Jr.) reviews your written financial plan semi-annually and will provide any necessary updates upon his review. Additionally, he will attempt to meet with you either in person or by telephone on an annual basis. Consulting services are single engagement services. Reviews of these services will only be conducted at your request.

Recommendation of Third-Party Adviser Services

Our owner (Carlos Dias Jr.) will attempt to meet with you on annual basis either in person or by telephone unless requested otherwise to review your account.

Other Reviews

Reviews may also be triggered by events within client's lives, as well as pertinent news events, changes in federal and state regulatory or tax regimes, and overall economic events.

Reports

You will receive a written financial plan as part of your comprehensive financial plan. Additionally, you will receive at least a quarterly account statements from the account's custodian. We urge you to carefully review such statements.

Item 14: Client Referrals and Other Compensation

Other Compensation

We do not receive any economic benefit, directly or indirectly, from any Third-Party Adviser for advice rendered to our clients.

Client Referrals

We do not pay for client referrals or use solicitors.

Item 15: Custody

All client funds, securities and accounts are held at a qualified custodian. We do not take possession of your securities. However, we are deemed to have custody of your assets if, for example, you authorize us to instruct Betterment Securities or asked to authorize the Third-Party Adviser to deduct our management fees directly from the account. This authorization will apply to our management fee only.

When deducting the fee, we or the authorized Third-Party Adviser sends a billing invoice to you and your custodian, showing the management fee to be debited, amount on which the management fee was calculated, the time the management fee covers, and how the management fee was calculated. With Betterment Securities, they maintain actual custody of your assets. Our investment management agreement and Betterment's custodian agreement requests that you authorize Betterment with the ability to withdraw our management fee. These authorizations may be terminated at any time.

You will receive at least quarterly account statements from the custodians that hold and maintain your assets. For Betterment Securities, these statements are available for review on the activity section of your Betterment Institutional account portal at www.bettermentsecurities.com. We urge you to carefully review these statements promptly.

Item 16: Investment Discretion

When we offer non-discretionary management services, with non-discretionary management services, you retain full discretion to supervise, manage, and direct the assets of the account. We will make recommendations on how the account should be managed. Trades will only be placed after we receive your permission. You will be free to manage the account with or without our recommendation and all with or without our prior consultation. However, the recommended Third-Party Adviser may have discretion to trade your accounts (see “Item 16” of the recommended Third-Party Adviser’s ADV Part 2A for additional details).

Item 17: Voting Client Securities

We will not be responsible for responding to proxies that are solicited with respect to annual or special meetings of shareholders of securities held in your accounts. Proxy solicitation materials will be forwarded to you directly from your account’s custodian for response and voting. In the event you have a question about a proxy solicitation, you should contact their investment adviser representative.

Item 18: Financial Information

Item 18 – Financial Information

Balance Sheet

We do not require or solicit prepayment of more than \$500 in fees per client, six (6) months or more in advance, therefore, we are not required to provide a balance sheet.

Financial Condition

We are required in this Item to provide you with certain financial information or disclosures about our financial condition if we have a financial commitment that impairs our ability to service you. We do not have a financial commitment that impairs our ability to service our clients.

Bankruptcy

We have not been the subject of a bankruptcy proceeding.

Item 19: Requirements for State-Registered Advisers

We have one executive officer: Carlos Dias Jr. His biographical information is provided in the attached Brochure Supplement Document. Carlos Dias Jr. is required to disclose additional information if he has other business activities. He is licensed to sell annuities, life, health, disability, long-term care, and health insurance and may recommend the purchase of insurance products to you, for which he will receive additional compensation. Commissions paid are separate from the fees described in Item 5, and are discussed in Item 10 and in his Brochure Supplement Document. Carlos Dias Jr. attempts to mitigate any conflicts of interest to the best of his ability by placing your interests ahead of his own and by implementing policies and procedures that address the conflict. Additionally, he will inform you that you always have the

right to choose whether to act on the recommendation and to purchase recommended insurance products through any licensed insurance agent.

Mr. Dias has some additional outside business activities that include: a published writer and content producer for Skyword; a nationally syndicated columnist for Kiplinger and MarketWatch; an instructor for CPA Academy; and a professional speaker.

Finally, Mr. Dias is required to disclose additional information if he receives performance-based fees, has any relationship or arrangement with an issuer of securities, or was ever found liable in an arbitration, civil, self-regulatory organization, or administrative proceeding. Carlos Dias Jr. does not have any information to report on these topics as none of these apply to him.