SECOND HALF FINANCIAL PARTNERS, LLC

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This Form ADV Part 2A ("Firm Brochure") provides information about the qualifications and business practices of Second Half Financial Partners, LLC, and its investment adviser representatives. Please direct any questions about the contents of this Firm Brochure to Second Half Financial Partners, LLC by 863- 385-1101 or by emailing Leila Shaver, Chief Compliance Officer, at compliance@myrialawyer.com. 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. Registration does not imply a certain level of skill or training. Additional information about of Second Half Financial Partners, LLC also is available on the SEC's website at www.adviserinfo.sec.gov. The site can be searched by using a unique identifying number known as a CRD number. Second Half Financial Partners, LLC's CRD number is 163454.

ITEM 2 MATERIAL CHANGES

This Firm Brochure contains information about our business practices as well as a description of potential conflicts of interest relating to our advisory business that could affect a client's account with us. We are providing this material in accordance with Rule 204-3 of the Investment Advisers Act of 1940, which requires a registered investment adviser to provide a written disclosure statement upon entering an advisory relationship.

Since our last other than annual amendment filed on June 18, 2024, the following material changes have occurred:

CCO Change - My RIA Lawyer remains Compliance Consultant for Second Half Financial Partners, LLC. Chief Compliance Officer has been amended to reflect Leila Shaver effective August 23. 2024.

Full Brochure Available:

We will provide a new version of the Firm Brochure as necessary when updates or new information are added, at any time, without charge. To request a complete copy of our Firm Brochure, contact us by telephone at (863) 385-1101 or by email to compliance@myrialawyer.com.

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ITEM 4 ADVISORY SERVICES

A. FIRM DESCRIPTION

Second Half Financial Partners, LLC (d/b/a Swaine & Leidel Wealth Services, Statler Financial and Second Half Team) (hereinafter referred to as "we," "our," "us,", "the Firm", or "Second Half") is a Florida Limited Liability Company founded in May of 2012, and that underwent a name change in January 2021. Second Half has been an SEC-registered investment adviser since July 2018 and is owned by John 3:30, LLC; Fitch Global, LLC and Leidel Capital, Inc. Our majority owner is Fitch Global, LLC, which is 100% owned by Mike Fitch. John 3:30, LLC is 100% owned by Will Swaine, and Leidel Capital, Inc. is 100% owned by David Leidel.

TYPES OF ADVISORY SERVICES

We provide investment management services that include the development, presentation and implementation of investment recommendations, and ongoing supervision and management of client investment assets. Other services include tax-related management and reporting, periodic rebalancing, semi-annual and annual reviews with clients. In addition, we offer investment consulting, estate planning consulting, financial divorce analysis, and retirement income consulting services.

Asset Management Services

Our approach to wealth management is anchored in our belief that it all starts with a thorough understanding of the client's needs. After a series of two to three in person or virtual meetings, where we work closely with each client to identify their investment goals and objectives, as well as their risk tolerance and time horizon, we develop a strategy suitable for the client's needs. The portfolio that is then presented to the client is a compilation of the aforementioned factors and addresses the client's current and future lifestyle needs. Typically, we will construct an investment portfolio, consisting of various types of securities, including bonds, exchange-traded funds ("ETFs"), and individual securities, to achieve the client's investment goals. Our investment approach is primarily long-term focused, but we do sometimes buy, sell, or re-allocate positions that have been held for less than one year to meet the objectives of the client or due to market conditions. In order to best serve our clients and their needs, we utilize a diversified approach that we will discuss in Item 8 of this Brochure. Based on the needs of the client, the Firm sometimes develops a financial plan using the E-Money tool.

Prior to engaging Second Half, the Firm requires an Investment Advisory Agreement ("Agreement") endorsed by the client. The Agreement outlines the terms and conditions of the advisory relationship, including the services we will provide and the fees the clients will incur.

Selection of Third-Party Asset Managers

Our Firm utilizes the services of various third-party managers for the management of certain client accounts. Investment advice and trading of securities will only be offered by or through the chosen third-party manager. The Firm will not offer advice on any specific securities or other investments in connection with this service. Prior to referring clients, our firm will provide initial due diligence on the third-party money managers and ongoing reviews of their management of client accounts. In order to assist in the selection of a third-party manager, the Firm will gather client information pertaining to financial situation, investment objectives, and reasonable restrictions to be imposed upon the management of the account. The Firm will review third-party money manager reports provided to the client at least annually. The Firm will contact clients from time to time in order to review their financial situation and objectives; communicate information to third-party money managers as warranted; and assist the client in understanding and evaluating the services provided by the third-party money manager. Clients will be expected to notify the Firm of any changes to their financial situation, investment objectives, or account restrictions that could affect their financial standing.

Financial Consulting

We will provide services on an hourly basis as needed to supplement our other services. Hourly services include financial planning, accounting for probate purposes, division of assets due to divorce and other services as directed by the client.

B. TAILORED RELATIONSHIPS

We tailor our services to the individual needs of the client through the use of a risk analysis questionnaire and the development of a personal profile. Clients are not permitted to impose restrictions on the types of investments made, as long as those investments fall within the investment guidelines agreed to with the client. Specific client portfolio decisions and their implementation are dependent upon the client's current situation (income, objectives, and most specifically time horizons for their investment goals).

Clients are permitted to impose limiting restrictions in investing in certain securities or types of securities.

C. WRAP FEE PROGRAMS

The Firm does not offer a wrap fee program.

Wrap Fee Programs are arrangements between broker-dealers, investment advisers, banks and other financial institutions and affiliated and unaffiliated investment advisers through which the clients of such firms receive discretionary investment advisory, execution, clearing and custodial services in a "bundled" form. In exchange for these "bundled" services, the clients pay an all-inclusive (or "wrap") fee determined as a percentage of the assets held in the wrap account.

D. ASSETS UNDER MANAGEMENT

When calculating regulatory assets under management, an Investment Adviser must include the value of any advisory account over which it exercises continuous and regular advisory or management services.

As of December 31, 2024, we managed $364,118,987.50 on a discretionary basis. We have no non- discretionary assets under management.

ITEM 5 FEES AND COMPENSATION

A. DESCRIPTION AND BILLING

Asset Management Services

Clients will pay the advisor a monthly fee for asset management services at an annual rate of up to 2.00%. Fees are payable monthly in arrears, based on the fair market value of the portfolio and calculated as a percentage of assets under management as of the last day of the month.

Selection of Third-Party Asset Managers

We are paid by third-party money managers when we refer you to them and you decide to open a managed account, which creates a conflict of interest. The Firm will split its fee with the third-party money managers for managing your account. All fees paid to third-party money managers and the written separate disclosures made to you regarding these fees comply with applicable state statutes and rules. The Firm will provide you with a copy of the third-party manager's Form ADV Part 2A, Form ADV Part 2B, Form CRS (if applicable) and a copy of the third-party money manager's privacy policy. The third-party money managers we recommend will not directly charge you a higher fee than they would have charged without us introducing you to them. When a third-party manager is engaged, Second Half does not maintain discretionary authority but will retain oversight responsibilities and can elect to replace the investment manager. This arrangement will remain for as long as the client is engaged, or until the Second Half agreement is terminated or expires.

Third party money managers establish and maintain their own separate billing processes which we have no control over. In general, they will bill you and describe how this works in their separate written disclosure documents.

Financial Consulting

Financial Consulting services are provided for an hourly fee of $250. We reserve the right to require a deposit of $2,500 at the inception of the relationship. You will receive an invoice upon completion of the services that is payable upon receipt. You may pay for financial consulting services by check.

You may end our financial consulting relationship at any time by providing written notice. Upon cancellation, we will present you with an invoice for time spent. This invoice is payable upon receipt. If a deposit was received, the deposit will be applied to the amount due, and an invoice for the balance will be provided. If there is a credit, a refund will be provided to you.

B. OTHER FEES AND PAYMENTS

In addition to our fees shown above, you are responsible for paying fees associated with investing your account. These fees include, but are not limited to:

- mutual fund loads (if applicable). These charges are paid to brokers as a form of commission. While we don't generally recommend mutual funds, these fees are typically incurred from mutual funds purchased separately from the Firm.
- management fees for ETFs and mutual funds. These are fees charged by the managers of the ETF or mutual fund and are a portion of the expenses of the ETF or mutual fund.
- brokerage costs and transaction fees for any securities or fixed income trades. These are generally charged by your custodian and/or executing broker.

It is important to note that these fees are separate from, and in addition to, our advisory fees. Additional information about brokerage costs and services is provided in "Item 12: Brokerage Practices."

We believe the fees mentioned above are competitive; however, you may be able to obtain similar services from other sources at a lower price.

Clients may choose their payment method. You may provide authorization for us to deduct our fees directly from your investment account.

- You must provide authorization in our contract with you for us to deduct fees.
- You will receive a statement from your custodian which shows all transactions in your account, including the deduction of our fee.

You may elect to pay by check rather than having the payment deducted directly from your account.

Fees can be reduced or waived at the sole discretion of the Firm.

C. REFUND AND TERMINATION POLICY

For any calendar month in which the Firm manages a client's account for less than a full calendar month, fees will be prorated for the percentage of the calendar month for which the client's account is under management. You may end our advisory relationship by providing written notice. We will prorate the advisory fees earned through the termination date and send you an invoice for the advisory fees due.

D. OTHER COMPENSATION

Neither The Firm nor any of its supervised persons accept any compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sales of any securities.

ITEM 6 PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

A. PERFORMANCE-BASED FEES

Neither The Firm nor any of its supervised persons accept performance-based fees. Performance-based fees are fees based on a share of capital gains on, or capital appreciation of the assets of the client.

B. SIDE-BY-SIDE MANAGEMENT

Neither The Firm nor any of its supervised persons participate in side-by-side management. Side-by-side management refers to the practice of managing accounts that are charged a performance-based fee as well as charged another type of fee, such as a flat fee, hourly fee, or an asset-based fee.

ITEM 7 TYPES OF CLIENTS

Our Firm provides services to individuals, small businesses, trusts, and foundations. Our Firm does not require a minimum account size.

ITEM 8 METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

A. METHODS OF ANALYSIS

We follow the principles of asset and tactical allocation to construct diversified investment portfolios that are designed for the long-term and are based on each client's personal circumstances (for example, goals, time horizon, risk tolerance, tax considerations). We typically utilize one or more of the following methods of analysis when providing investment advice to its clients:

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. It involves analyzing a company's financial statements and health, its management and competitive advantages and its competitors and markets. Fundamental analysis is performed on historical and present data but with the goal of making financial forecasts. There are several possible objectives: to conduct a company stock valuation and predict its probable price evolution; to make a projection on its business performance; to evaluate its management and make internal business decisions and to calculate its credit risk. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Technical analysis is a method of evaluating securities by relying on the assumption that market data, such as charts of price, volume and open interest can help predict future (usually short-term) market trends. It attempts to predict a future stock price or direction based on market trends. Technical analysis assumes that market psychology influences trading in a way that enables predicting when a stock will rise or fall. Technical analysis methods employ software and other financial data management tools to assess various aspects of the marketplace. The risk is that markets do not always follow patterns and relying solely on this method may not work long term.

Cyclical analysis assumes that markets react in cyclical patterns which, once identified, can be leveraged to provide performance. Cyclical analysis of economic cycles is used to determine how these cycles affect the returns of an investment, an asset class or an individual company's profits. Cyclical analysis is a time-based assessment that incorporates past and present performance to determine future value. Cyclical risks exist because the broad economy has been shown to move in cycles, from periods of peak performance followed by a downturn, then a trough of low activity. The risks of this strategy are two-fold: (1) the markets do not always repeat cyclical patterns; and (2) if too many investors begin to implement this strategy, it changes the very cycles of which they are trying to take advantage.

B. INVESTMENT STRATEGIES

The Firm uses varying methods of analysis aforementioned to determine the proper investment strategy for each client. We follow the principles of asset and tactical allocation to construct diversified investment portfolios that are designed for the long-term and are based on each client's personal circumstances (for example, goals, time horizon, risk tolerance, tax considerations). Our portfolios are comprised for the most part of index Exchange Traded Funds (ETFs) traded on the S&P 500 and QQQ Nasdaq, as well as dividend paying stock in different sectors.

The Firm works predominantly with first responders, business owners and individuals planning for or at retirement. Generally, most retiring first responders and business owners have recurring income. Other retirees have a lump sum of funds in an account and no recurring income, thereby relying upon Social Security income. For clients who require more income, the Firm will typically utilize more bonds and large cap stocks. For most of our first responder clients, we utilize dividend producing securities. Where clients are the recipients of a pension, the Firm will generally take a more growth-oriented strategy.

C. RISK OF LOSS

Clients need to be aware that investing in securities involves risk, including loss of the principal.

Every method of analysis has its own inherent risks. To perform an accurate market analysis, we must have access to current/new market information. We have no control over the dissemination rate of market information; therefore, unbeknownst to us, certain analyses may be compiled with outdated market information, severely limiting the value of our analysis. Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities.

Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by The Firm) will be profitable or equal any specific performance level(s). We do not represent, warrant, or imply that any services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. Notwithstanding our method of analysis or investment strategy, the assets within the client's portfolio are subject to risk of devaluation or loss. The client should be aware that there are many different events that can affect the value of the client's assets or portfolio including, but not limited to, changes in financial status of companies, market fluctuations, changes in exchange rates, trading suspensions and delays, economic reports, and natural disasters.

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

- **Interest-rate Risk**: Certain investments involve the payment of a fixed or variable rate of interest to the investment holder. Once an investor has acquired or has acquired the rights to an investment that pays a particular rate (fixed or variable) of interest, changes in overall interest rates in the market will affect the value of the interest-paying investment(s) they hold. In general, changes in prevailing interest rates in the market will have an inverse relationship to the value of existing, interest-paying investments. In other words, as interest rates move up, the value of an instrument paying a particular rate (fixed or variable) of interest will go down. The reverse is generally true as well.

- **Market Risk**: The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic, and social conditions may trigger market events.
- **Inflation Risk**: Inflation risk involves the concern that in the future, your investment or proceeds from your investment will not be worth what they are today. Throughout time, the prices of resources and end-user products generally increase and thus, the same general goods and products today will likely be more expensive in the future. The longer an investment is held, the greater the chance that the proceeds from that investment will be worth less in the future than they are today. Said another way, a dollar tomorrow will likely get you less than what it can today.
- **Prepayment Risk**: The returns on the collateral for the deal can change dramatically at times if the debtors prepay the loans earlier than scheduled.
- **Currency Risk**: Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Reinvestment Risk**: This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., interest rate). This primarily relates to fixed income securities.
- **Business Risk**: This risk is associated with a particular industry or a particular company within an industry.
- **Liquidity Risk**: Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.

Risk Factors relevant to specific securities utilized include:

- **Equity Securities**. The value of the equity securities is subject to market risk, including changes in economic conditions, growth rates, profits, interest rates and the market's perception of these securities. While offering greater potential for long-term growth, equity securities are more volatile and riskier than some other forms of investment.
- **Exchange Traded Funds ("ETF")**. ETFs are a type of investment security, representing an interest in a passively managed portfolio of securities selected to replicate a securities index, such as the S&P 500 Index or the Dow Jones Industrial Average, or to represent exposure to a particular industry or sector. Unlike open-end mutual funds, the shares of ETFs and closed-end investment companies are not purchased and redeemed by investors directly with the fund, but instead are purchased and sold through broker-dealers in transactions on a stock exchange. Because ETF and closed-end fund shares are traded on an exchange, they may trade at a discount from or a premium to the net asset value per share of the underlying portfolio of securities. In addition to bearing the risks related to investments in equity securities, investors in ETFs intended to replicate a securities index bear the risk that the ETF's performance may not correctly replicate the performance of the index. Investors in ETFs, closed-end funds and other investment companies bear a proportionate share of the expenses of those funds, including management fees, custodial and accounting costs, and other expenses. Trading in ETF and closed-end fund shares also entails payment of brokerage commissions and other transaction costs.
- **Mutual Fund Shares**. Some of the risks of investing in mutual fund shares include: (i) the price to invest in mutual fund shares is the fund's per share net asset value (NAV) plus any shareholder fees that the fund imposes at the time of purchase (such as sales loads), (ii) investors must pay sales charges, annual fees, and other expenses regardless of how the fund performs, and (iii) investors typically cannot ascertain the exact make-up of a fund's portfolio at any given time, nor can they directly influence which securities the fund manager buys and sells or the timing of those trades.
- **Real Estate Related Securities Risk**. Investing in real estate related securities includes, among others, the following risks: possible declines in the value of real estate; risks related to general and local economic conditions, including increases in the rate of inflation; possible lack of availability of mortgage funds; overbuilding; extending vacancies of properties; increases in competition, property taxes and operating expenses; changes in

zoning laws; costs resulting from cleanup of, and liability to third parties for damages resulting from environmental problems; casualty or condemnation losses; uninsured damages from floods, earth quakes or other natural disasters; limitations on and variations in rents; and changes in interest rates. Investing in Real Estate Investment Trusts ("REITs") involves certain unique risks in addition to those risks associated with investing in the real estate industry in general. REITs are dependent upon management skills, are not diversified, and are subject to heavy cash flow dependency, default by borrowers and self-liquidation.

- **Municipal Bond Risk**. Municipal securities issuers may face local economic or business conditions (including bankruptcy) and litigation, legislation or other political events that could have a significant effect on the ability of the municipality to make payments on the interest or principal of its municipal bonds. In addition, because municipalities issue municipal securities to finance similar types of projects, such as education, healthcare, transportation, infrastructure and utility projects, conditions in those sectors can affect the overall municipal bond market. Furthermore, changes in the financial condition of one municipality may affect the overall municipal bond market. The municipal obligations in which clients invest will be subject to credit risk, market risk, interest rate risk, credit spread risk, selection risk, call and redemption risk and tax risk, and the occurrence of any one of these risks may materially and adversely affect the value of the Client's assets or profits.
- **Fixed Income Securities Risk**. Prices of fixed income securities tend to move inversely with changes in interest rates. Typically, a rise in rates will adversely affect fixed income security prices. The longer the effective maturity and duration of the client's portfolio, the more the portfolio's value is likely to react to interest rates. For example, securities with longer maturities sometimes offer higher yields, but are subject to greater price shifts as a result of interest rate changes than debt securities with shorter maturities. Some fixed income securities give the issuer the option to call, or redeem, the securities before their maturity dates. If an issuer calls its security during a time of declining interest rates, we might have to reinvest the proceeds in an investment offering a lower yield, and therefore might not benefit from any increase in value as a result of declining interest rates. During periods of market illiquidity or rising interest rates, prices of callable issues are subject to increased price fluctuation.

While this information provides a synopsis of the events that may affect a client's investments, this listing is not exhaustive. Although the Firm's methods of analysis and investment strategies do not present any significant or unusual risks, all investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Clients should understand that there are inherent risks associated with investing and depending on the risk occurrence; CLIENTS MAY SUFFER LOSS OF ALL OR PART OF THE CLIENT'S PRINCIPAL INVESTMENT.

ITEM 9 DISCIPLINARY INFORMATION

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that are material to a client's or prospective client's evaluation of The Firm or the integrity of The Firm's management.

Some of our advisers have reportable events. For full details, visit www.adviserinfo.sec.gov and search by the adviser's CRD number. A summary is below:

Mr. Swaine paid a fine in 2019 to the Florida Office of Financial Regulation after certain clients were mistakenly charged advisory fees during an account transfer. The fees were charged in error and were refunded to the clients. Second Half does not believe this event is material to a prospective client's determination as to whether Mr. Swaine or Second Half are capable of delivering quality fiduciary services to its clients. Mr. Swaine's CRD Number is 4072112.

ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. FINANCIAL INDUSTRY ACTIVITIES

Second Half is not a registered broker-dealer and does not have an application pending to register as a broker-dealer. Furthermore, none of Second Half's management or supervised persons is a registered representative of, nor has an application pending to register as a representative of, a broker-dealer.

B. FINANCIAL INDUSTRY AFFILIATIONS

Second Half is not a registered Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor and does not have an application pending to register as such. Furthermore, the Firm's management and supervised persons are not registered as and do not have an application pending to register as an associated person of the foregoing entities.

C. OTHER MATERIAL RELATIONSHIPS

Certain representatives of our firm are also licensed insurance agents affiliated with various insurance agencies. If you elect to implement insurance recommendations through our representatives, they will receive the normal and customary commissions. In these situations, a conflict of interest exists between the interests of the client and Second Half. Clients of Second Half are under no obligation to implement insurance recommendations through its representatives.

William Swaine and David Leidel are both managing members of Platinum Financial Partners, LLC f/k/a U.S. Tax, LLC ("Platinum Financial"), an insurance agency through which William Swaine and David Leidel sell insurance products.

In their separate capacity, William Swaine, Phillip Statler and David Leidel assist individuals with preparing tax returns and represent them before the IRS. Additionally, both Mr. Leidel and Mr. Swaine are each 25% owners of Heartland Tax and Accounting, LLC. These arrangements create a conflict of interest for Second Half to recommend clients utilize William Swaine and/or David Leidel for such services. To mitigate this conflict, Second Half will act in the client's best interest. Furthermore, clients of Second Half are under no obligation to use William Swaine, David Leidel, or Heartland Tax and Accounting, LLC for such services.

William Swaine and David Leidel also are partners in a venture with independent adviser Murrell Winter called Swan Investment Strategies, LLC, through which Mr. Winter sells insurance products to clients. As Messrs. Swaine, Leidel, and Winter have an economic interest in Swan Investment Strategies, LLC, this creates a conflict of interest for Messrs. Swaine and Leidel to recommend insurance products to clients through Swan Investment Strategies. To mitigate this conflict, Second Half will act in the client's best interest. Furthermore, clients of Second Half are under no obligation to implement insurance recommendations through Swan Investment Strategies.

D. OTHER INVESTMENT ADVISORS

Second Half may refer some clients to third-party investment managers to manage all or a portion of the client funds. Second Half may receive compensation as a result of this engagement. The client will receive the disclosure brochures of both parties as required. The fees will not exceed any limits imposed by any Regulatory agency. Second Half will always act in the best interest of the client, including determining which third party manager to recommend. When a third-party investment manager is engaged, Second Half does not maintain discretionary trading authority but will retain oversight responsibility and can elect to replace the investment manager. Second Half and the investment manager will share, in proportion to the contract, for as long as the client is engaged, or until the Second Half agreement is terminated or expires. The client will not pay additional fees as a result of this arrangement.

ITEM 11 CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

A. DESCRIPTION OF CODE OF ETHICS

All employees of Second Half must act in an ethical and professional manner. In view of the foregoing and applicable provisions of relevant law, we have adopted a Code of Ethics in its Employee Policies and Procedures Manual to specify and prohibit certain types of transactions deemed to create conflicts of interest (or the potential for or the appearance of such conflicts), and to establish reporting requirements and enforcement procedures relating to personal trading by our personnel. Second Half's Code of Ethics in its Employee Policies and Procedures Manual, which specifically deals with professional standards, insider trading, personal trading, gifts and entertainment, and fiduciary duties, 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.

B. PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

Second Half nor its affiliated persons recommend or effect transactions in securities in which any related person may have material financial interest.

C. PROPRIETARY / SIMULTANEOUS TRADING

At times, Second Half or its affiliated persons buy or sell securities for /their own accounts that they have also recommended to clients. However, any purchase or sale of a security by the Firm or a related person is subject to the Firm's fiduciary duty to clients. From time to time, representatives of the Firm buy or sell securities for themselves at or around the same time as those securities are purchased for the Firm's clients. In any instance where similar securities are bought or sold, the Firm will uphold its fiduciary duty by transacting on behalf of the client before transacting for its own benefit. The Firm will also document any transactions that could be construed as conflicts of interest. To mitigate or remedy any conflicts of interest or perceived conflicts of interest, the Firm monitors its proprietary and personal trading reports for adherence to its Code of Ethics.

ITEM 12 BROKERAGE PRACTICES

A. SELECTION AND RECOMMENDATION

We require that our clients use Charles Schwab & Co., Inc. ("Schwab"), a FINRA-registered broker/dealer, member SIPC, as the qualified custodian. We are independently owned and operated and are not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we require that you use Schwab as custodian/broker, you will decide whether to do so and will open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you, although we are available to assist you in doing so. If you do not wish to place your assets with Schwab, then we cannot manage your account.

Not all advisors require their clients to use a particular broker-dealer or other custodian selected by the advisor. Even though your account is maintained at Schwab, we can still use other brokers to execute trades for your account. We seek to use a custodian/broker who will hold your assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. Although cost is one consideration, obtaining the lowest possible commission on the transaction is not the determinative factor. Rather, we consider a wide range of factors, including, among others:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds (ETFs), etc.)

- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, and stability
- Availability of other products and services that benefit us, such as a selection of third-party asset managers.

B. RESEARCH AND OTHER SOFT DOLLAR BENEFITS

Under "soft dollar" arrangements, one or more of the brokerage firms would provide or pay the costs of certain services, equipment, or other items. These soft dollar benefits are attributed to the investment advisor by reducing its expenses; however, the amount of the fee paid to the investment advisor by the client would not be reduced. Making allocations to brokerage businesses with soft dollar arrangements could enhance the ability to obtain research, optimal execution and other benefits on behalf of clients.
The Firm receives soft dollars as discussed in more detail below.

Services That May Not Directly Benefit You.

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

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of our fees from our clients' accounts

- Assist with back-office functions, recordkeeping, and client reporting

Services That Generally Benefit Only Us.

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

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

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

C. DIRECTED BROKERAGE

Second Half requires that our clients use Charles Schwab & Co., Inc. ("Schwab"), a FINRA-registered broker/dealer, member SIPC, as the qualified custodian. This arrangement is designed to maximize efficiency and to be cost effective for our clients. By requiring clients to use Schwab, which we have approved, we seek to achieve "best execution" of client transactions. Not all investment advisors require clients to agree to directed brokerage.

Your Brokerage and Custody Costs

For our clients' accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. In addition to commissions, Schwab charges you a flat dollar amount as a "prime broker" or "trade away" fee for each trade that we have executed by a different broker- dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Schwab execute most trades for your account.

D. ASSET AGGREGATION

There are occasions on which portfolio transactions will be executed as part of concurrent authorizations to purchase or sell the same security for another client.

We sometimes choose to block (aggregate) trades for your account with those of other client accounts, if we determine, in our sole discretion, that it is advantageous for our clients. When we place a block trade, all participants included in the block receive the same price per share on the trade. The price is calculated by averaging the price of all of the shares traded. Due to the averaging of price over all of the participating accounts, aggregated trades could be either advantageous or disadvantageous. Commission costs are not averaged. You will pay the same commission whether your trade is placed as part of a block or on an individual basis. The objective of the aggregated orders will be to allocate the executions in a manner that is deemed equitable to the accounts involved.

For clients enrolled in the Intelligent Portfolio Program, Schwab may aggregate purchase and sale orders for ETFs across accounts enrolled in the Program, including both accounts for our clients and accounts for clients of other independent investment advisory firms using the Platform.

ITEM 13 REVIEW OF ACCOUNTS

A. PERIODIC REVIEWS & REPORTS

Investment Management

All investment management accounts are reviewed at least annually by Second Half’s investment adviser representatives. All accounts are reviewed in relation to their target portfolio weights, market movements, changes in fund recommendations, and shifts in target asset allocations.

We do not provide regular reports to investment management clients. These clients will receive statements directly from Schwab which contain information about all transactions made in the account.

Some clients request ongoing review of plans we create. We review the documents and performance of these ongoing plans and have a face-to-face meeting as needed. More frequent reviews are done by client request. All reviews are performed by the Firm's principals.

Other than the plan generated by the review of the client account, we do not provide reports to clients.

B. INTERMITTENT REVIEW FACTORS

Intermittent reviews will be triggered by substantial market fluctuation, material changes in the market, economic or political events, or health crises such as a pandemic. Clients are advised to notify Second Half promptly if there are any material changes in their financial situation, investment objectives, or in the event they wish to place restrictions on their account.

ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION

A. ECONOMIC BENEFITS FROM OTHERS

We receive an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors whose clients maintain their accounts at Schwab. These products and services, how they benefit us, and the related conflicts of interest are described above (see "Item 12: Brokerage Practices"). The availability to us of Schwab's products and services is not based on us giving particular investment advice, such as buying or selling particular securities for our clients.

B. COMPENSATION TO UNAFFILIATED THIRD PARTIES

We do not compensate, directly or indirectly, any person who is not a supervised person of Second Half for client referrals.

ITEM 15 CUSTODY

A. CUSTODIAN OF ASSETS

Custody means holding, directly or indirectly, client funds or securities, or having any authority to obtain possession of them. Under government regulations, we are deemed to have custody of your assets if, for example, you authorize us to instruct Schwab to deduct our advisory fees directly from your account. We will not maintain physical possession of client funds and securities. Instead, client's funds and securities are held by Schwab.

While we do not have physical custody of client funds or securities, many clients elect to have their advisory fees paid by the custodian directly from the custodial brokerage account that holds client funds. Prior to permitting direct debit of fees, each client provides written authorization permitting fees to be paid directly from the custodian.

B. ACCOUNT STATEMENTS

Although the Second Half is the client's adviser, you will receive account statements directly from Schwab at least quarterly, which you should carefully review promptly when you receive them. You should compare asset values, holdings, and fees on the statement to that in the account statement issued the previous period. Account statements will be sent to the email or postal mailing address you provided to Schwab.

ITEM 16 INVESTMENT DISCRETION

As one of the conditions of managing your account, you are required to provide us with discretionary authority to manage your assets. Discretionary authority means that you are giving us a limited power of attorney to place trades on your behalf. This limited power of attorney does not allow us to withdraw money from your account, other than advisory fees if you agree to give us that authority. You grant us discretionary authority by completing the following items:

- Sign the Investment Advisory Agreement ("Agreement") with us, which provides a limited power of attorney for us to place trades on your behalf. Any limitations to the trading authorization will be added to the agreement.
- Provide us with discretionary authority on the new account forms that are submitted to Schwab as the broker/dealer acting as custodian for your account(s).

Clients may place reasonable limitations on our discretionary authority with respect to legacy positions held in the account. All such restrictions must be provided in writing.

ITEM 17 VOTING CLIENT SECURITIES

Second Half does not accept the authority to vote proxies on your behalf, however we will provide guidance about how to vote specific proxies upon request. You will receive proxies and other related paperwork directly from your custodian.

ITEM 18 FINANCIAL INFORMATION

A. BALANCE SHEET REQUIREMENT

We do not charge or solicit pre-payment of more than $1,200 in fees per client six months or more in advance.

B. FINANCIAL CONDITION

We do not have any financial impairment that would preclude us from meeting contractual commitments to clients.

C. BANKRUPTCY PETITION

We have not been the subject of a bankruptcy petition at any time during the last 10 years.