



Investment Adviser Brochure Part 2A

Atomi Financial Group, Inc. (CRD# 171787)

A California S-Corporation

Physical Address: 20 Executive Park, Suite 120
Irvine, CA 92614

Mailing Address: P.O. Box 11687
Newport Beach, CA 92658

Phone: **(888)** 533-9364

Fax: (949) 270-1724

www.atomifinancial.com

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This brochure provides information about the qualifications and business practices of Atomi Financial Group, Inc. If you have any questions about the contents of this brochure, please contact us at **(888)** 533-9364. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or any state securities authority.

Additional information about Atomi Financial Group, Inc. is available on the SEC's website at www.adviserinfo.sec.gov. Atomi Financial Group's CRD number is 171787.

Registration does not imply a certain level of skill or training.

Item 2- Material Changes

This summary describes all material changes made since our last firm brochure (Form ADV Part 2A) dated January 1, 2022. This summary does not describe all of the changes that we made, only those that we deemed to be material. This summary is qualified in its entirety by our current firm brochure, which is available upon request by calling us at the telephone number or writing to us at the address shown on the cover page. Our current firm brochure is also available to view and download online via the Adviser Public Disclosure website at www.adviserinfo.sec.gov. Follow the website's instructions to search by our firm's name, and then use the navigation bar to locate, open and, if desired, download our current firm brochure. Alternatively, you may request our brochure by contacting compliance@atomifinancial.com.

Material changes since our last filing on January 1, 2022 include:

- Updates to **Item 4.A - Assets Under Management**, which describes how much assets Atomi has management discretion over.

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Item 4 -Advisory Business

Atomi Financial Group, Inc. ("Atomi" or "the Adviser"), is a California S-Corporation, and a California Registered Investment Adviser offering wealth management services. Atomi Financial Group, Inc. operates under numerous DBA's including: Atomi Asset Management, Atomi Financial Advisors, and Atomi Private Client Group. Atomi is registering with the Securities and Exchange Commission ("SEC").

Atomi's principal place of business is 20 Executive Park, STE 120, Irvine, CA 92614. Atomi does not operate from any other address.

Atomi receives mail at P.O. Box 11687, Newport Beach, CA 92658.

Item 4.A- Assets Under Management

As of December 31, 2021 Atomi manages approximately \$40,000,000.00 in client assets broken down as follows:

- Discretionary: \$40,000,000.00
- Non-Discretionary: \$0

Type of Client	Number of Clients	Assets Under Management
High Net Worth	35	\$23,500,000.00
Individuals (other than HNW)	77	\$14,500,000.00
Pension & Profit-Sharing Plans	6	\$2,000,000.00

Item 4.B - Comprehensive Financial Advisory Services to Individual Clients

Atomi offers optional Comprehensive Financial Advisory Services to individual clients ("Comprehensive Services"). These Comprehensive Services bundle Investment Advisory Services, Financial Planning Services, and other related services into a single fee-based offering. Atomi offers three Comprehensive Services tiers, each with a different level of client servicing designed to meet the differing needs of clients based on their total assets under management ("AUM"). However, the recommended AUM per tier is only a guideline; clients are free to choose a service tier that is higher or lower. Alternatively, clients may choose to engage Investment Advisory Services of the Adviser without selecting any of the Adviser's Comprehensive Services.

The Adviser's Services Tiers are as follows:

Key Feature	Investment-On	Comprehensive Tier 1	Comprehensive Tier 2	Comprehensive Tier 3
Recommended Client Size				
Net Worth	<\$1M	<\$1M	\$1M - \$5M	> \$5M
Assets Under Management	\$0- \$500K	\$100K - \$500K	\$500K - \$2M	>\$2M
Investment Advisory Services				
Risk Tolerance Questionnaire	Included	Included	Included	Included
Investment Policy Statement	Standard	Standard	Standard	Custom
Investment Management Services Choices	<ul style="list-style-type: none"> • Model Portfolios with Actively-Managed Liquid Securities • Third-Party Separately Managed Account Programs Investment • Advisory Services for Business Retirement Plans 	<ul style="list-style-type: none"> • Model Portfolios with Actively-Managed Liquid Securities • Third-Party Separately Managed Account Programs • Household Endowment Portfolios • Special Circumstance Direct Participation Investments 	<ul style="list-style-type: none"> • Model Portfolios with Actively-Managed Liquid Securities • Third-Party Separately Managed Account Programs • Household Endowment Portfolios • Special Circumstance Direct Participation Investments 	<ul style="list-style-type: none"> • Model Portfolios with Actively-Managed Liquid Securities • Third-Party Separately Managed Account Programs • Household Endowment Portfolios • Special Circumstance Direct Participation Investments
Client Reviews				
Frequency	Annual	Annual	Semi-Annual	Quarterly
Performance Reporting				
Frequency	Quarterly	Quarterly	Quarterly	Quarterly
Performance Reporting on Assets Held Away ¹	Available for an additional cost	Up to 2 Outside Accounts	Up to 4 Outside Accounts	Up to 6 Outside Accounts
Position-Level Reporting on Assets Held Away ²	Unlimited Outside Accounts	Unlimited Outside Accounts	Unlimited Outside Accounts	Unlimited Outside Accounts
Financial Planning & Organization				
Financial Planning Level	N/A	Express Plan	Comprehensive Financial Plan	Advanced Wealth Plan
Hours Organizing/ Scanning Docs ³	N/A	N/A	Up to 2 Hours per Quarter	Up to 5 Hours per Quarter
Optional Consulting Services				
Included Hours (per Quarter) ⁴	0	0	2	5

¹ Performance reporting on additional assets held away available for an additional cost.

² Position-level reporting may not be available for all accounts.

³ Additional consulting hours may be purchased.

⁴ Additional consulting hours may be purchased.

Item 4.C - Investment Advisory Services to Individual Clients

Atomi provides Investment Advisory Services to its clients on a discretionary basis, that is, the Adviser executes securities transactions for clients without having to obtain specific client consent prior to each transaction. Atomi places trades for clients under a limited power of attorney. Discretionary authority is limited to investments within a client's managed account. The Adviser does not act as a custodian of client assets. The client always maintains asset control.

Alternativ, LLC supplies the technology being built to supply a one-advisor experience to manage traditional and alternative investments.

Atomi's Investment Advisory Services generally include advice regarding asset allocation, the selection of investments, investment plan implementation, and ongoing investment monitoring. The Adviser relies on the stated objectives of the client and considers the client's risk profile and financial status prior to making any recommendations.

Upon entering into an advisory agreement, the Adviser will collect information concerning the client's investment goals and experience, risk tolerance, and income needs, as well as financial information such as assets, liabilities, and portfolio statements. Based on the information provided by the client, the Adviser will recommend investment solutions consistent with the client's stated goals and objectives.

Internally-Managed Investment Management Services

Prior to recommending clients invest in any type of investment, Atomi will ensure that the recommended investment and its general partner, sponsor, or adviser are properly registered, licensed, or notice-filed with the Department of Business Oversight.

The Adviser offers the following Internally-Managed Investment Management Services:

Atomi Household Endowment Portfolios

An Atomi Household Endowment Portfolio is a fee-based investment portfolio that includes one or more investments as outlined in the section titled Direct Participation Investments (DPIs) with one or more investment portfolios as outlined in the section titled Atomi Model Portfolios with Actively-Managed Liquid Securities. Actual allocation to investments/models is customized based on the client's financial and investment goals.

The investment minimum guideline for an Atomi Household Endowment Portfolio is \$100,000, however, the Adviser may waive such minimum at its sole discretion.

Illiquid Direct Participation Investments (DPIs)

The Adviser conducts due diligence on different illiquid direct participation investments (DPIs). DPI offering structures may be private equity (for example, Regulation D, Regulation A, etc.), public non-traded offerings (for example, S-1 offerings, Intrastate offerings, Business Development Companies (BDCs), non-traded mutual funds, etc.), non-traded Real Estate Investment Trusts (REITs), and/or non-traded oil and gas programs.

DPIs will often have minimum investor suitability standards, which are disclosed within an investment's prospectus or offering circular. More restrictive State or firm-level suitability or concentration standards may be applied.

For purposes of determining suitability, the Adviser defines the following terms:

- Annual Income- Personal income from sources such as employment, alimony, social security, investment income, etc.
- Household Net Worth - The value of all assets minus all liabilities. Assets include stocks, bonds, mutual funds, other securities, bank accounts, real assets (e.g., real estate), and other personal property as well as primary residence. Liabilities include mortgage, margin loans, outstanding loans, credit card balances, taxes, etc.
- Investable Net Worth - The value of "investable" assets minus liabilities associated with those assets. Investable assets include stocks, bonds, mutual funds, other securities, bank accounts, hard assets (e.g., real estate), and other investments less any costs associated with liquidating such assets (e.g., redemption fees, contingent sales charges, sales commissions, taxes and tax penalties if the client is less than 59.5 years old and liquidating qualified accounts, etc.) Primary residence, personal-use automobiles, and personal belongings are not included. Liabilities include any margin loans and other associated outstanding loans. Any mortgage on the primary residence is not included unless the mortgage balance is greater than the fair market value of the primary residence. If this should happen, the amount of the mortgage that is greater than the value of the home is included as a liability. Any amount of the mortgage balance that has increased over the prior 60 calendar days of calculating net worth is included.
- Liquid Net Worth - Investable New Worth minus assets that cannot be converted quickly and easily into cash, such as real estate, business equity, personal property and automobiles, expected inheritances, assets earmarked for other purposes, and investments or accounts subject to substantial penalties (e.g., penalties or redemption fees greater than five percent of the face value of the investment) if they were sold or if assets were withdrawn from them.
- Accredited Investor - As defined under Rule 501 of Regulation D under the Securities Act, an Accredited Investor is an individual or joint with spouse with greater than \$1,000,000 in Investable Net Worth, or individual Annual Income in excess of \$200,000 in each of the two most recent years, \$300,000 if jointly, and has a reasonable expectation of reaching the same income level in the current year.)

While DPIs may offer interval-based (i.e., quarterly), periodic tender offers, or some other form of an early redemption feature, in general, any DPI should be considered illiquid. That is, an investor should consider any DPI as being illiquid and without a secondary market upon which to sell one's investment and thus no opportunity to convert one's investment into cash. Anticipated holding periods will vary depending on the nature and strategy of the DPI. The Adviser will communicate anticipated holding periods per language provided within each DPI's prospectus or offering circular. However, there is no guarantee that a liquidity event will occur within the prescribed timeframe if at all.

All DPIs should be considered speculative in nature, subject to a high degree of risk, including the risk of losing one's entire investment.

DPIs are not endorsed by FINRA, SEC, or any other regulatory agency.

Special Circumstance Direct Participation Investments (SCDPIs)

Atomi offers the management of various Special Circumstance Direct Participation Investments (SCDPIs). While the Adviser's security selection capacity is broad, a common feature of a SCDPI is the potential to derive some tax mitigation benefit. Common SCDPIs include: Section 1031 Exchanges, Conservation Easements, and Oil and Gas Drilling Programs.

Each SCDPI will have specific investor Net Worth and Suitability standards, which will be disclosed per each prospectus or offering circular. In general, most SCDPIs will require the investor to be "accredited", which is defined as an investor who earns an individual income of more than \$200,000 per year, or a joint income of \$300,000, in each of the last two years and expect to reasonably maintain the same level of income, or has a net worth exceeding \$1 million, either individually or jointly with his or her spouse.

In general, SCDPIs have long holding periods and should be considered illiquid. The Adviser will communicate anticipated holding periods per language provided within each SCDPI prospectus or offering circular. However, there is no guarantee that a liquidity event will occur within the prescribed timeframe or at all. While each SCDPI will have its own unique set of risks, all SCDPIs should be considered speculative in nature, subject to a high degree of risk, including the risk of losing one's entire investment.

A minimum of \$100,000 in assets is required; however, the Adviser may waive such minimum at its sole discretion.

Atomi Model Portfolios with Actively-Managed Liquid Securities

Atomi manages different liquid asset allocation models, each designed to meet a specific investment goal. Security selection within each model may be comprised of load and no-load mutual funds, exchange-traded funds (ETFs), and/or individual securities. Each model has a strategic asset allocation. However, the Adviser may alter a model's actual asset allocation based on fundamental /technical analysis of the markets, and/or macroeconomic forecasts. The Adviser, acting in a limited discretionary capacity, chooses when to execute any trade.

The following table provides an list of the Adviser's Model Portfolios and their investment minimums. Please note that investment minimums may be waived at the Adviser's sole discretion.

Investment Model	Investment Minimums	
	Minimum Investment	Minimum Investment
Total Yield	\$100,000	\$25,000
Core Fixed Income	\$100,000	\$25,000
Income Plus	\$100,000	\$25,000
Real Balanced Growth & Income	\$100,000	\$25,000
Real Wealth Accumulation	\$100,000	\$25,000
Aggressive Real Growth	\$100,000	\$25,000
Diversified Equities	\$100,000	N/A

Third-Party Separately Managed Account Programs

Atomi may use a third-party separately managed account (SMA) program offered through various custodians. With SMA programs, the SMA sponsor selects the investments, monitors and evaluates investment performance, and executes portfolio transactions without commission charges. All of these services are generally provided via a single management fee in which the client pays to the SMA sponsor. Specifics regarding these offerings are described in separate fee program brochures prepared and distributed by the SMA sponsor. Please note that the total fees charged by the fee program sponsor, including brokerage and custodial fees, may in total exceed the cost of separately obtaining brokerage, custody, and other services if such fees were negotiated separately. The Adviser maintains discretion on SMA-managed accounts. A minimum of \$25,000 in assets is required; however, the Adviser may waive such minimum at its sole discretion.

Atomi offers SMA programs through SEI, Inc.

In general, third-party SMA programs bill quarterly in arrears.

Externally-Managed Investment Management Services

The Adviser offers the following Externally-Managed Investment Management Services:

Cash Management Program

Atomi may recommend the usage a third-party provider to provide a cash management solution designed to enhance return and provide more FDIC insurance protection on large cash balances. The provider has the responsibility and discretionary authority for the selection of program banks and the allocation of deposits into selected banks, while ensuring each account's deposits remain at or below the FDIC insurance limit per bank. Clients are federally insured up to \$25 million per tax ID (\$50 million for joint accounts). Accounts have next day liquidity with no transaction fee or redemption gates. The investment minimum guideline for a third-party cash management portfolio is \$250,000, however, the Adviser may waive such minimum at its sole discretion.

Item 4.D-Wrap-Fee Programs

The Adviser does not sponsor nor is a portfolio manager for a wrap fee program, and is not compensated in the program for sponsoring, organizing or administering a program, or for selecting, or providing advice to clients regarding the selection of other investment advisers in the program.

However, depending on which advisory service tier you have agreed upon in your agreement, you may be offered multiple services for single fee. The Adviser provides investment advisory services such as; advice regarding asset allocation and the selection of investments, portfolio design, investment plan implementation, and ongoing investment monitoring, as well as financial planning.

Item 4.E- Financial Planning and Consulting Services to Individual Clients

The Adviser offers Financial Planning Services, which help clients have a better understanding of: (a) their current financial situation, (b) goals, needs, and risks, and (c) the potential consequences of taking (or not taking) certain actions. The Adviser has three financial planning service levels and involves the following deliverables:

Financial Planning Deliverable		Comprehensive	Advanced
		Financial Plan	Financial Plan
Net Worth Statement	Summary	Summary	Detailed
Cash Flow Analysis		Summary	Detailed
Current Asset Allocation Analysis			Included
Asset Allocation Recommendation	Included	Included	Included
Investment Policy Statement	Included	Included	Included
Retirement Plan	Summary	Detailed	Detailed
Max# of Plan Scenarios	1	2	4
Education Funding Plan	Summary	Summary	Detailed
Monte Carlo Probability Analysis		Included	Included
Emergency Fund Plan	Summary	Summary	Summary
Survivor Needs Plan	Summary	Summary	Detailed
Disability Needs Plan	Consultation	Consultation	Detailed
Long-Term Care Plan	Consultation	Consultation	Summary
Insurance Audit/Analysis (Home, Auto, Health, LTC, etc.)	Consultation	Consultation	Summary

The Adviser uses software licensed through MoneyGuidePro™ to assist with clients' financial planning needs.

Item 4.F- Financial Organization Services to Individual Clients

Atomi offers clients certain financial organization services, which may include: (a) In-office financial document organizer file creation and document organization services, and/or (b) in-home filing system creation and file organization services.

Item 4.G - Investment Advisory Services to Institutions

Atomi offers investment advisory services specifically tailored to the needs and special circumstances of businesses, including their pension and retirement plans. These services are generally provided in conjunction with other professionals and include investment management services for pension and profit-sharing plans, 401(k) plans, 403(b) plans, SEP IRA plans, SIMPLE IRA plans, non-qualified deferred compensation plans, asset protection plans, executive salary continuation plans, cross-purchase and stock redemption agreements, and employee advisory services.

The Adviser also provides general investment advisory services specifically tailored to the needs of a trustee or other fiduciary, including but not limited to, meeting the definition of "fiduciary" under the Employee Retirement Income Security Act of 1974 ("ERISA") or an employee benefit plan subject to ERISA.

Item 4.H - Investment Advisory Services to Financial Intermediaries

Atomi offers investment advisory services to financial intermediaries (e.g., broker-dealers and registered investment advisers), serving as a sub-adviser to the financial intermediary. The Adviser's investment

advisory services may include assisting the financial intermediary with investment policy statement determination, asset allocation, investment selection, portfolio management, and client reporting. The Adviser's investment advisory services are generally provided on a discretionary basis. Atomi may also offer investment advisory services on a non-discretionary basis. For these clients, the Adviser will contact the client before making recommendations the Adviser deems to be appropriate for the client.

Item 4.1- Educational Seminars

Atomi hosts educational seminars for various audiences, including clients and prospects. Atomi does not intend to generate revenues for itself by hosting educational seminars. However, in certain circumstances, an attendance fee may be charged in order to cover hard costs, such as, but not limited to, food, professional speaker fees, room rentals, overnight accommodations, etc. Whether a seminar is complimentary or there is an attendance fee is outlined on any related promotional material. Attendance fees, if any, are expected to not exceed \$200 per person per event.

Seminars are generic in nature and can cover a number of topics, including, but not limited to:

- Basics of Investing
- Financial Planning Concepts
- Asset Allocation
- Estate Planning Concepts
- Benefits Planning
- Retirement Planning

Item 5 - Fees and Compensation

Please note, unless a client has received the firm's disclosure brochure at least 48 hours prior to signing the investment advisory agreement, the client may terminate the Advisory Services Agreement within five (5) business days of signing the agreement without incurring any advisory fees. Total fees for all services combined, including third-party separately managed account programs, will not exceed three percent (3%) for non-qualified clients.

The Adviser's fee schedules are outlined in the Adviser's fee agreement. Investment management fees are calculated using an agreed upon fee applied to the value of the managed portfolio on the last day of the prior calendar quarter. Clients authorize the Adviser to directly debit the fees from specific client accounts designated by them.

Item S.A- Provisions That Apply to All Investment Advisory Services Offerings

Account Opening

Clients must provide the Adviser with accurate account numbers in order to start service. The Adviser will have no responsibility for losses if a client provides the Adviser with incorrect or incomplete account numbers with the mutual fund company, brokerage firm, clearing firm or other custodian.

The Adviser may hold a client's account assets in a cash position until an appropriate "buy" investment timing signal is generated.

Limited Power of Attorney

Clients will open a securities account at the custodian or broker-dealer in which the Adviser has a relationship, and provide necessary paperwork and limited power of attorney for the Adviser to manage securities. The Adviser is not responsible for the broker-dealer's services or if, for whatever reason, the broker-dealer does not allow the Adviser to act on the client's behalf under the limited power of attorney agreement. The client is the legal and beneficial owner of all securities held in the account. The Adviser will only have the ability to effect transactions pursuant to the limited power of attorney. Clients may enter orders on their own behalf without the Adviser's permission or foreknowledge; however, clients should notify the Adviser within a reasonable period of time of any and all transactions made on their own. Any transactions initiated by the client are their responsibility.

Negotiated Fees

The Adviser may negotiate its fees taking into consideration such things as the size of the client's account, the number of accounts, the client's relationship with other clients, the length of the relationship, the complexity of the client's personal circumstances, the composition of the portfolio, the complexity of investment strategies, the frequency of desired meetings or special reporting, and other factors that affect the Adviser's cost of providing services. If the client, his/her family, or related persons also have accounts under the Adviser's management, those accounts may be aggregated for fee calculation purposes. For these reasons, the Adviser's fees may vary among clients who may be in similar circumstances. Other investment advisors may charge higher or lower fees for comparable services.

Transaction and Exchange Fees

Besides investment advisory service fees, the client pays all brokerage charges related to securities transactions for the account and, if applicable, any custodian's fees. During a trade or exchange, an investment company or custodian may charge a transaction or exchange fee and deduct it from the proceeds before distribution or reinvestment. Client should carefully review any investment prospectuses, so they are aware of the specific amount of the transaction or exchange fee that may be charged.

Client-Initiated Trades

The client agrees not to cause or permit any trade or exchange to be made in any Adviser-managed account that is inconsistent with the Adviser's recommendations. Any acts inconsistent with the foregoing shall relieve the Adviser of any and all liability.

Potential Conflicts of Interests

Generally speaking, because the Adviser is receiving a management fee rather than a commission, there is less potential for a conflict of interest to arise as it relates to the recommendation of products or services for which the Adviser or an associated person may receive compensation. However, in compliance with California Code of Regulations Section 260.238 (k), before entering or renewing an Advisory Services Agreement with a client, the Adviser will disclose in writing to the client any material conflicts of interest regarding the Adviser, its representatives or any of its employees, which could be reasonably expected to impair the rendering of unbiased and objective advice.

Fee Processing

Unless otherwise specified, client fees for the Adviser's Model Portfolios, DPIs, and investment advisory services to institutions are assessed monthly in arrears. A Client's first billing cycle will be pro-rated based on the number of days the Client's account was open and funded (as defined as first monies deposited in the account) during the month. The Adviser reserves the right to (i) invoice in advance based on an annual period or semi-annual period at its sole discretion and charge the appropriate fee for such period; (ii) negotiate fees at its sole discretion; and (iii) modify the fee schedule upon a minimum of thirty (30) days prior written notice to the Client. If the Client fails to pay his/her fee within thirty (30) days of the date billed, the Adviser reserves the right to charge interest at the highest rate allowed by law and the Adviser shall be entitled to reimbursement of its cost of collecting such fees and interest, including reasonable attorney fees, on all outstanding fees and interest due to Adviser.

For the purpose of determining the fee on liquid managed securities, the market value of the asset under management shall be measured after market close on the last business day of the month immediately preceding the billing cycle. For liquid managed securities, fees are typically deducted directly from the account under management. However, in certain circumstances, the client may elect to have fees deducted from a separate account. Additionally, the client may elect to pay by check.

For the purpose of determining the fee on illiquid direct participation programs, the Adviser uses the valuation of the investment or fund as reported by the investment sponsor on the last business day of the month immediately preceding the billing cycle. Investment sponsors vary on the timeliness of their valuation reporting, ranging from daily, monthly, quarterly, or annually; some do not update the valuation of its investment or fund until it has achieved a liquidity event. If no valuation has been provided by the sponsor on the last business day of the month immediately preceding the billing cycle, the Adviser will use the most recent valuation of the investment or fund as reports by the investment sponsor. The Adviser does not use any other method for valuing illiquid investments, such as published values on auction sites or secondary markets, tender offers by third parties or the investment sponsor, or valuations as published by third party research providers. The underlying or intrinsic value of an illiquid investment may be higher or lower than its published valuation. For example, the net operating income for an investment property may have increased, causing an increase in value of the property relative to the per share price for the real estate fund. Or, vacancies may have increased in an investment property, causing it to lose value relative to the fund per share price. Given the volatility of the valuation of the underlying investments, and the difficulty in assessing a true valuation, which would be speculative in nature, the Adviser does not reconcile any differences between the fees it charges (as based on the investment sponsor's published valuation) and a potentially more accurate fee based on another method of valuation. In the event an updated valuation has not been provided by the investment sponsor, the Adviser will use the valuation from the prior billing cycle. Consequently, the Adviser may charge a fee that is higher or lower than the fair market value of the underlying investments.

For illiquid direct participation programs, fees are typically deducted from a separate non-qualified account held at a custodian in which the Adviser has permission from the client to withdraw fees. The client may also elect to pay by check.

Duration/ Termination

The Client may terminate fee-based investment related services upon written notice to the Adviser delivered by certified or registered mail. The Adviser may also terminate fee-based investment related services upon written notice to the Client delivered by certified or registered mail. The effective date of termination will be the date the written request is received by the Adviser or the Client.

Termination of fee-based investment related services shall not affect any purchases of investment or insurance products made by the Client based on advice or recommendations made by the Adviser; those investments will remain subject to the terms of their respective offering memorandum or contract.

Upon termination of fee-based investment related services, the Client's funds will remain in the position they are in on the date of the termination and the Adviser shall have no further responsibilities with respect to the account(s) or positions within those account(s). The Client may not be able to liquidate or redeem illiquid investments upon termination. Additionally, some illiquid investments may not be transferable to other advisory firms.

Upon such termination, the Adviser will conduct a fee reconciliation that will determine if a net credit is owed to the client, or if a net debit is owed to the Adviser. To complete a fee reconciliation, the Adviser will do the following:

- For accounts that are billed in arrears, a final fee, if any, will be debited to the client's fee reconciliation statement. The fee amount will be calculated as the number of calendar days worked (as defined as the number of calendar days between the first day of the termination month and the effective date of termination) multiplied by the monthly AUM fee converted into a daily rate (as defined as the total number of calendar days in the termination month). It should be noted that most third-party separately managed account programs automatically assess any pro-rata management fees against the account immediately upon termination.
- For accounts that are billed in advance, a refund will be credited to the client's fee reconciliation statement. The refund amount will be calculated as the difference between the total number of calendar days in the month in which the termination took place from the number of calendar days worked (as defined as the number of calendar days between the first day of the termination month and the effective date of termination), then multiplied by the monthly AUM fee converted into a daily rate (as defined as the total number of calendar days in the termination month).
For illiquid direct participation programs (DPIs) that provide a net asset value discount or bonus based on a rebated advisor commission, in addition to a fee debit or credit that may occur as outlined above, a Contingent Management Fee may be debited to the Client's fee reconciliation statement based on the number of billing months that have occurred. The Contingent Management Fee will be calculated as the current net asset value of the DPI multiplied by the client's annual AUM fee percentage (as identified on the client's Advisory Services Fee Agreement) multiplied by the Contingent Annual Management Fee Multiplier. The Contingent Annual Management Fee Multiplier is determined by the total number of billing cycles that have occurred before the effective termination date and is as follows:

Total Number of Billing Cycles	Contingent Annual Management Fee Multiplier
Oto 6	2.00
7 to 12	1.75
13 to 24	1.50
25 to 36	1.25
37 and above	0.00

This Contingent Management Fee is waived for any DPI that does not have a purchase net asset value discount or bonus or has a stated maturity date within twelve (12) months of the effective termination date.

Within fifteen (15) calendar days of the effective termination date, the Adviser will complete a fee reconciliation statement that itemizes all account and DPI fee credits and debits. The Adviser will then either issue a check equal to the net credit owed to the client or withdraw funds from the client's liquid accounts to meet a net fee debit. To create enough cash to pay a net fee debit, the Adviser reserves the right to liquidate any non-DPI, regardless of the account's registration. If there are not enough funds in the client's liquid accounts, the Adviser will send the client an invoice for the final fee.

Item S.B - Provisions That Affect the Management of Liquid Securities

Potential liquidity Issues

Most investors understand managed investments to be "liquid", which is generally defined as the ability to convert an investment into cash without penalty by selling or redeeming that investment any day in which financial markets are open. However, some investment sponsors have introduced various investment structures that do not follow this traditional definition of liquidity. For example, some open-ended no-load mutual funds may be subject to a period in which a contingent sales fee would be assessed if redeemed (commonly referred to as a "redemption fee"). These periods often range from as short as 30 days to as long as one year.

Another type of managed investment with a unique form of liquidity are Closed-Ended Interval Mutual Funds ("Interval Funds"). Shares of Interval Funds may be redeemed without a redemption fee, but the timing of redemption requests is limited. While each Interval Fund will have its own specific redemption rules, in general, redemptions are granted on a calendar quarter basis. Interval Funds also limit the total amount of redemptions per period. For example, an Interval Fund may grant redemptions up to 5% of the fund's total assets under management. The Adviser may utilize Interval Funds within its model portfolios.

Billing

Investment-related service fees are typically automatically withdrawn from the account. In any partial calendar month, the fee will be pro-rated based on the number of days the account was open during the month. For the purpose of determining the fee, the market value of assets under management shall be measured on the last day of the month immediately preceding the billing cycle.

The Adviser reserves the right to (i) invoice on an annual period or semi-annual period at its sole discretion and charge the appropriate fee for such period; (ii) negotiate fees at its sole discretion; and (iii) modify the fee schedule upon a minimum of thirty (30) days prior written notice to the client.

The fees charged by the Adviser may be higher than fees charged by other advisors for similar services. The Adviser seeks to assure that the client is charged a competitive rate according to the size of the account being managed.

Other Third-Party Fees

Investments such as mutual funds, exchange-traded funds, and other funds or investments that are managed or administered by third-parties possess additional fees and charges that are in addition to the Adviser's fees. The additional fund-level fees may include, but are not limited to, a management fee, brokerage and custodian fees, other fund expenses, and mortality and expense risk charge or possible distribution fee. If the product imposes a sales charge, the client may pay an initial or deferred sales charge. Before investing in a fund, clients should consider the total cost of fund-level fees, our advisory fees, and any transaction-related commissions or charges.

Item S.C - Investment Considerations Unique to Illiquid Investments

Illiquid investments, such as private equity (for example, Regulation D, Regulation A, etc.), public non-traded offerings (for example, S-1 offerings, Intrastate offerings, Business Development Companies (BDCs), non-traded closed-ended mutual funds, etc.), non-traded Real Estate Investment Trusts (REITs), or non-traded oil and gas programs, have unique investment considerations that an investor should be aware of, including, but not limited to:

Risks

An investment in an illiquid investment must be considered speculative and there are no assurances that an investor may not lose all or a substantial portion of their investment. Investors should consider the impact a loss of their entire investment would cause and should be confident that it would not cause an adverse impact on one's standard of living. Neither the Adviser nor its affiliates represent or guarantee that an investment in an illiquid investment will result in economic gain.

Other investment risks inherent in illiquid investments include:

- Illiquid investments typically have high minimum investment requirements.
- The performance of illiquid investments may be affected by high internal and fund-related costs.
- Illiquid investments sometimes employ potentially speculative investment strategies.
- The overall profitability of an illiquid investment may be negatively affected by general economic risks.
- An illiquid investment may experience additional costs of operation due to changing government regulation and potential litigation.
- The General Partner/Sponsor of an illiquid investment may not be able to raise sufficient funds to complete its business plan.
- Financing is a key component of an illiquid investment. In these cases, the investment may not be able to secure attractive financing terms.

- Illiquid investments may have tax-related risks, including Unrelated Business Taxable Income (UBTI) to tax-exempt investors.

Despite the above-mentioned risks, an investor must acknowledge the impossibility of identifying every possible risk.

Liquidity

There is no public market for most illiquid investments, nor is there likely to be in the future. The ability to transfer one's investment may be subject to certain restrictions including obtaining the General Partner/Sponsor's approval and, therefore, it may not be possible for the investor to liquidate their interest, which may have to be held indefinitely as being illiquid.

If a secondary market does exist, successful programs often trade at a substantial discount. Underperforming programs will be difficult to sell at any price.

Regardless of what hardship causes the investor to need the return of capital, the investor may not have access to it for many years.

Valuation/ Pricing/ Billing

The Adviser calculates the value of illiquid investments on a monthly basis. The Adviser uses the valuation of the investment or fund as published by the investment sponsor. The Adviser does not use any other method for valuing illiquid investments, such as published values on auction sites or secondary markets, tender offers by third parties or the investment sponsor, or valuations as published by third party research providers.

Investment sponsors vary on the timeliness of their valuation reporting, ranging from daily, monthly, quarterly, or annually - some do not update the valuation its investment or fund until it has achieved a liquidity event. In all cases, the Adviser uses the valuation available on the last day of each calendar month. In the event an updated valuation has not been provided by the investment sponsor, the Adviser will use the valuation from the prior billing cycle.

The underlying or intrinsic value of an illiquid investment may be higher or lower than its published valuation. For example, the net operating income for an investment property may have increased, causing an increase in value of the property relative to the per share price for the real estate fund. Or, vacancies may have increased in an investment property, causing it to lose value relative to the fund per share price. Given the volatility of the valuation of the underlying investments, and the difficulty in assessing a true valuation, which would be speculative in nature, the Adviser does not reconcile any differences between the fees it charges (as based on the investment sponsor's published valuation) and a potentially more accurate fee based on another method of valuation. Consequently, the Adviser may charge a fee that is higher or lower than the fair market value of the underlying investments.

Custody of Assets

Because illiquid investments are often considered direct investments, an investor's funds may be transferred to the investment sponsor. In circumstances where the investor utilizes qualified funds (*i.e.*, IRA, Roth IRA, SEP IRA, etc.), the Adviser may recommend an independent self-directed IRA custodian for

tax and distribution reporting. Self-directed IRA custodians charge an array of fees, including, but not limited to: account opening fees, asset purchase fees, annual account fees, cash distribution fees, and account closing fees. The Adviser does not participate or share in any fees collected by a self-directed IRA custodian.

Investment Disclosures

Before authorizing the purchase of any illiquid investment, an investor should take ample time to review thoroughly the Prospectus/Memorandum/Offering Circular and (if applicable) any Addendums. These documents will contain investment-specific disclosures, such as unique risks, tax consequences, redemption options, etc.

In making a decision to purchase an illiquid investment, an investor must acknowledge that they are not relying on: (a) any verbal or written representations; or (b) any guarantees, implied or stated; or (c) any literature, documents, charts, etc. (other than those provided by the Managing Partner/Sponsor's); that have been made or delivered by the Adviser or any of its representatives.

Any financial or performance forecasts discussed by and between the Client and a representative, affiliate or employee of the Adviser which pertain to an illiquid investment must be regarded as nothing more than hypothetical and not a guarantee of any future actual performance or returns. Past performance is never a guarantee of future results.

Once the General Partner/Sponsor has control of an investor's funds, the Adviser and its representatives have no legal standing to exert any control over what happens to an investor's investment.

Item S.D- Financial Planning and Consulting Services

Generally, all initial financial planning and consulting service engagements are quoted as a flat fee. Before any services are initiated, the Adviser will provide the client with a quote for such services. The Adviser's fee schedules are outlined in the Adviser's fee agreement. An initial financial plan is considered to include the time required to gather, assemble, and present the finished written plan. Please note that the above fees are related to the completion of an initial financial plan only and do not include any travel expenses that would be deemed above extraordinary (e.g., plane flights, hotel, rental car, etc.), which will be quoted separately as needed, and prior to the client's acceptance. Circumstances in which extraordinary travel expenses are incurred are rare. An example of such a circumstance might involve a client who wishes to meet at their out-of-state vacation home. Also, this fee does not include any ongoing plan updates, revisions, or changes.

A deposit of 50% of the quoted flat fee plus any applicable travel expenses is due and payable at the time the financial planning services agreement is signed.

At the Adviser's discretion, fees may be determined on a time and materials basis at an hourly rate of \$175 per hour. If fees for services are charged on an hourly basis, the number of hours and aggregate amount of fees outlined in the financial planning services agreement are only estimates. In this instance, the Adviser will charge an upfront retainer fee, which will be applied to future hours worked, equal to 50% of the total cost estimated to complete the task. The Adviser will not perform hours of services or charge aggregate fees that exceed such estimates without first providing the client with written notice and an opportunity to reject additional services and related fees. Any balance is due at the time the completed plan is delivered and presented.

The duration of an initial financial plan can vary depending on the responsiveness of the client and the timeliness in which all information and supporting documents can be gathered. However, in general, an initial financial plan takes from two (2) to three (3) weeks to complete once all client data has been collected. It is Atomi's policy to not have an initial financial plan take more than six (6) months to complete from the date of the original agreement.

All other terms and conditions relating to initial financial planning services are outlined in the financial planning services agreement.

Ongoing Plan Fees

Ongoing financial plan updates are available. The revision will be based on the original plan and will consider any changes in the client's financial, tax, and legal risk management circumstances and needs. Clients will be quoted an update fee based on the time anticipated to review, adjust, update, and present the updated plan. All terms and conditions relating to plan update services are outlined in the financial planning services agreement. Fees for subsequent plan updates are not due until the beginning of the term in which such services are to be delivered.

Item S.E- Financial Organization Services

Generally, all initial financial organization services engagements are quoted as an hourly rate. Before any services are initiated, the Adviser will provide the client with an overview of the scope of services, as well as an estimated total cost. Please note that any required travel expenses (e.g. plane flights, hotel, rental car, etc.) will be quoted separately as needed. The Adviser will not perform hours of services or charge aggregate fees that exceed such estimates without first providing the client with written notice and an opportunity to reject additional services and related fees. Any balance is due at the time the completed plan is delivered and presented.

A deposit of 50% of the estimated total costs plus any applicable travel expenses is due and payable at the time the financial organization services agreement is signed.

All other terms and conditions relating to financial organization services are outlined in the financial organization services agreement.

Item S.F- Educational Seminars

Generally, all education seminars are complimentary to attendees. However, special circumstances may require the Adviser to charge participants an attendance fee. Examples of such circumstances include, but are not limited to:

- Seminars that include costly participant materials, such as books, workbooks, etc.
- Seminars that include paid speakers.
- Multi-day workshops that include overnight accommodations.

Whether a seminar is complimentary or there is an attendance fee (and how much) is outlined on any related promotional material. Attendance fees, if any, are expected to not exceed \$200 per person per event.

Item S.G - Provisions That Apply to All Financial Planning and Financial Organization Services Offerings

Fee Processing

For Financial Planning and Organization Services, generally, a deposit of 50% of the quoted flat fee is collected at the time the Financial Planning and Organization Services Agreement is signed. The remainder balance is generally collected upon the presentation of the Client's Financial Plan or the agreed conclusion of any Organization Services. Payment for non-investment-related services may be made by credit card or check. All checks must be made payable to "Atomi Financial Group". Checks should never be made out to any individual representative of the Adviser.

Potential Conflicts of Interest

There is a potential conflict of interest because there is an incentive for the Adviser offering financial planning and/or financial organization services to recommend products or services for which the Adviser or an associated person may receive compensation. However, financial planning clients are under no obligation to act upon any recommendations of the Adviser or to execute any transactions through the Adviser or an associated person if they decide to follow the recommendations.

In compliance with California Code of Regulations Section 260.238 (k), before Atomi enters or renews a Financial Planning and Organization Services Agreement with a client, the Adviser will disclose in writing to the client any material conflicts of interest regarding the Adviser, its representatives, or any of its employees, which could be reasonably expected to impair the rendering of unbiased and objective advice.

Item 6 - Performance-Based Fees and Side-By-Side Management

The Adviser does not charge or receive, directly or indirectly, any performance-based fees.

Item 7 - Types of Clients

The Adviser provides advisory services to individuals, high net worth individuals, businesses, corporate pension and profit-sharing plans, trusts and estates, charitable institutions, foundations, and endowments.

Item 7.A-Account Minimums

The Adviser requires a minimum of \$25,000 to establish a new advisory account. The Adviser, in its sole discretion, may accept clients with smaller portfolios based upon certain criteria including anticipated future earning capacity, anticipated future additional assets, account composition, related accounts, and pre-existing clients.

The Adviser will only accept clients with less than the minimum portfolio size if, in the sole opinion of the Adviser, the smaller portfolio size will not cause a substantial increase of investment risk beyond the client's identified risk tolerance. The Adviser may aggregate the portfolios of family members to meet the minimum portfolio size.

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

The Adviser uses several methods to analyze the securities that may be selected for various investment portfolios, including fundamental and technical analysis. The Adviser may also consider macroeconomic factors affecting some sectors, industries, and companies more than others. The Adviser also considers non-qualitative factors such as the strength of the company's or mutual fund's management team.

economic well-being of a company, as opposed to movements of its market price. In the course of analysis, the Adviser will review a company's financial statements and consider factors including, but not limited to, the company's historical financial condition, prior operating results and trends, its projected revenue growth, its competitive advantages and disadvantages, the anticipated demand for its current and future products or services, the age and nature of its assets, and other factors affecting the company's anticipated results from future operations. Past performance does not assure similar future performance. A company's fundamental value can be adversely affected by many factors unrelated to its actual operating performance.

Technical analysis is another method to evaluate potential investments. Unlike fundamental analysis, technical analysis does not analyze the company's value, but instead analyzes the movement of stock prices in the market, both individually and within an industry or sector of the economy. Technical analysis studies the supply and demand in the market to determine historical and future trends.

Notwithstanding favorable market price movements, a company's financial condition and other unique factors can adversely affect its value. Technical analysis relies upon stock movements and volume reflected in historical stock charts, often compared with various market benchmarks.

Macroeconomic factors are more relevant to some sectors, industries, and companies than others. For instance, an industry or stock that is classified as "cyclical" is generally more sensitive to an economic business cycle. Business cycles are the recurring and fluctuating levels of economic activity that an economy experiences over a period of several years. Business cycles vary in frequency, magnitude and duration. The revenues for cyclical industries and stocks are generally higher in periods of economic prosperity and expansion and lower in periods of economic downturn and contraction. The revenues for "counter-cyclical" sectors, industries, and stocks tend to be negatively correlated to the overall state of the economy. A counter-cyclical stock's price will tend to move in a direction that is opposite to the general economic trend.

The Adviser obtains information from several sources, both public and by purchase, including financial newspapers and magazines, inspection of corporate activities, research materials prepared by third-parties, corporate rating services, annual reports, prospectuses, reports filed with the SEC, and company press releases. The Adviser believes these resources for information are reliable and regularly depend on these resources for making our investment decisions.

Item 8.A - Frequent Trading of Securities

The Adviser is not involved in the frequent trading of securities.

Item 8.B - Risk of Loss

Clients are advised that investing in securities involves the risk of loss of the entire principal amount invested including any gains. Clients face numerous investment risks including, but are limited to:

- **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.
- **Call Risk:** Risk that your bond investments will be called or purchased back from you when conditions are favorable to the bond issuer and unfavorable to you.
- **Default Risk:** The risk that the bond issuer may not be able to pay you the contractual interest or principal on the bond in a timely manner or at all.

- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar today will 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 (i.e. interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.
- **Legislative Risk:** Some Special Circumstance Direct Participation Investments (SCDPIs) are based on Section 1031 of the Internal Revenue Code. Section 1031 governs like-kind exchanges and provides favorable tax treatment for assets held, depreciated, exchanged, and eventually passed on at death as part of an estate. Legislative changes or restrictions to Section 1031 could materially change the effectiveness or value of investment strategies designed to operate under this section.
- **Audit Risk:** Conservation Easements are a form of SCDPI that is classified as a "listed transaction" with the Internal Revenue Service, per Listing Notice 2017-10. Section 1.6011-4(d) of the Treasury Regulations requires taxpayers who invest in Conservation Easements to disclose such transactions. Taxpayers who fail to disclose their listed transactions may be subject to penalties under section 6707 of the Internal Revenue Code. Additionally, the IRS has a history of auditing and litigating tax deductions resulting from Conservation Easements. A successful challenge by the IRS could result in disallowance of a portion (or even all) of the deduction. In such a case, taxpayers could owe additional tax and interest and may incur valuation misstatement penalties. While the listing notice does not invalidate Conservation Easement transactions or prohibit investors from participating, it expressly states the IRS' intention to carefully evaluate the tax benefits investors receive based on the valuation of an easement. Due diligence on such programs is particularly important because of the increased scrutiny following this listing notice.

Any of the above risks may lead to a loss on investments. Clients should not invest unless they are able to bear these risks.

Even hedging strategies may fail if markets move against the hedged investments. In addition, investing carries with it opportunity risk; it is impossible to accurately predict the sectors of the market or asset classes that will have more favorable returns for a given period.

The use of margin involves the assumption of certain risks, including but not limited to:

- You may lose more than the principal invested as your risk includes the amount you invest plus the amount that has been loaned to you.
- The custodian may force the sale of the securities in your account if the equity in your account falls below the margin requirements.
- You may not be entitled to select which securities will be sold to meet margin requirements.
- Margin requirements may be changed by the custodian without notice.

Short sales, or selling a security that is not commonly owned, carries the risk of potentially unlimited loss. The strategy assumes the price of a stock will decline so that the shares may be purchased at a lower price when delivered. But, there can be no guarantee the prices of the security will decline.

Options are considered speculative. Utilizing options in an account involves the assumption of certain risks, included, but not limited to:

- Options can be highly volatile in price.
- Writing options on uncovered positions may expose you to unlimited loss.
- Options have an expiration date. It may be possible to determine the opportune time to exercise an option, which impacts the amount of potential profit or loss.

Item 9 - Disciplinary Information

While attending business school, in mid-2000, Mr. Whissen became a director at Intelligent Horizon, Inc., an early-stage high-tech startup. By mid-2001, the venture was deemed not commercially viable and the company was shutdown. The company filed Chapter 7 bankruptcy on July 20, 2001. As no claims were filed by any creditors or investors, the U.S. Bankruptcy Court ordered the case closed on March 22, 2002. Mr. Whissen is not the subject of any pending legal, disciplinary or administrative proceedings.

Item 9.A - Criminal or Civil Actions

Neither the Adviser nor any management person has been found guilty of or has any criminal or civil actions pending in a domestic, foreign or military court.

Item 9.B - Administrative Proceedings

Neither the Adviser nor any management person has any administrative proceedings pending before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority.

Item 9.C - Self-Regulatory Organization ("SRO") Proceedings

Neither the Adviser nor any management person have been found by any SRO to have caused an investment-related business to lose its authorization to do business, or to have been involved in violating the SRO's rules, or were barred or suspended from membership or from associating with other members, or were expelled from membership, otherwise significantly limited from investment-related activities, or fined more than \$2,500.

Item 10 - Other Financial Industry Activities and Affiliations

Item 10.A - Broker-Dealer Registration

Certain associated persons at Atomi may also be registered with Link Alts, LLC, a capital markets consulting firm and placement agent. Link Alts has a pending application to become a broker-dealer. Associated persons may receive fees or commissions for the purchase or sale any of the products or services provided. This presents a potential conflict of interest. However, clients are under no obligation to act upon any recommendations or affect any transactions through the associated persons or Link Alts, LLC if they decide to follow the recommendations. Commissions and fees related to the sale of any products or services through Link Alts are in addition to the advisory fees charged by Atomi Financial Group.

Item 10.B - Futures Commission Merchant/Commodities

Neither the Adviser nor any associated person is a commodity broker/futures commission merchant, a commodity pool operator, commodity trading adviser, or an associated person for the foregoing entities; nor do they have any registration applications pending.

Item 10.C - Relationships with Other Firms

Certain associated persons of the Adviser are also affiliated with Atomi Life & Benefits Insurance Services, LLC - a licensed insurance agent with the State of California (0K66838), that sells products such as long-term care, disability, annuities, life and health insurance.

Those associated persons who are affiliated with the above firm, as licensed insurance agents, may receive fees or commissions for the purchase or sale any of the products or services provided through an affiliated life insurance agent, which may be recommended as part of a financial plan. This presents a potential conflict of interest between associated persons of the Adviser and clients of the Adviser. However, clients are advised that they are under no obligation to act on any of the recommendations of the Adviser's associated persons. Clients are further advised that if the Client elects to act on the recommendations of the associated person, they are under no obligation to affect the transactions through any affiliates of the associated person. Commissions and fees related to the sale of any products or services through affiliates of the associated person are in addition to the advisory fees charged by the Adviser.

Certain associated persons of the Adviser are also affiliated with Aliso Advisors, LLC - a consulting firm that provides compliance assistance to other financial intermediaries (e.g., broker-dealers and registered investment advisers). In some circumstances, associated persons of the Adviser may serve as a named principal to another financial intermediary. However, their scope is limited to compliance and operational activities; they do not transact financial or investment advisory services through such firms.

Item 10.D - Relationships with Other Advisers

Neither the Adviser nor any of its management persons have any other material relationships or conflicts of interest with any related financial industry participants other than those discussed in this brochure.

Item 10.E -Affiliations

Atomi Financial Group Inc. and Atomi Partners LLC are affiliated companies through common ownership. Atomi Partners, LLC and Atomi Financial Group, Inc. have a cost sharing agreement. Atomi Partners is a holding company for the base company and is used to receive securities and insurance commissions as well as to pay salaries, office use, and supplies.

Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**Item 11.A - Code of Ethics**

The Adviser has adopted a Code of Ethics that sets forth standards of conduct expected of advisory personnel and to address conflicts that arise from personal trading by advisory personnel. Advisory personnel are obligated to adhere to the Code of Ethics, and applicable securities and other laws.

The Code covers a range of topics that may include: general ethical principles, reporting personal securities trading, exceptions to reporting securities trading, reportable securities, initial public offerings and private placements, reporting ethical violations, distribution of the Code, review and enforcement processes, amendments to Form ADV, and supervisory procedures. The Adviser will provide a copy of the Code to any client or prospective client upon request.

Item 11.B - Participation or Interest in Client Transactions***Principal Trading***

Neither the Adviser nor any associated broker-dealer affects securities transactions as principal with the Adviser's clients.

Personal Trading of Associates Affiliated with a Brokerage Firm

In their capacity as registered representatives, associated persons of the Adviser may not receive payments from certain mutual funds distributed pursuant to a 12b-1 distribution plan, or other such plans, as compensation for administrative services, representing a separate financial interest. The Adviser does not permit insider trading and has implemented procedures to ensure that its policy regarding insider trading is being observed by associated persons.

Agency-Cross Action Transactions

Neither the Adviser nor any associated person recommends to clients or buys or sells for client account securities in which the Adviser or an associated person has a material financial interest.

Neither the Adviser nor any associated person acting as a principal buys securities from (or sells securities to) clients, acts as general partner in a partnership in which Adviser solicits client investments, or acts as an investment adviser to an investment company that the Adviser recommends to clients.

Item 11.C - Personal Trading by Associated Persons

The Adviser recommends that clients invest in various types of assets. The Adviser and its associated persons may invest in the same types of assets. Permitted investments for associated persons are all asset classes. (See Item 11.D below for information concerning conflicts of interest).

Item 11.D - Conflicts of Interest with Personal Trading by Associated Persons

No associated person of the Adviser may affect a transaction in the same security prior to the completion of a sale or purchase for a client or until the Adviser decides not to enter into the transaction. The Adviser makes exceptions for transactions in securities that are: direct obligations of the government of the United States; bankers' acceptances, bank certificates of deposit, commercial paper, and high-quality short-term debt instruments (including repurchase agreements); or shares issued by registered open-end investment companies.

Associated persons may buy or sell for their own accounts the same securities, which may be recommended to advisory clients. Associated persons seek to ensure that they do not personally benefit from the short-term market effects of their recommendations to clients and their personal transactions are regularly monitored.

Associated persons are aware of the rules regarding material non-public information and insider trading. Associated persons may also buy or sell a specific security for their own account based on personal investment considerations, which the Adviser does not deem appropriate to buy or sell for clients.

Item 12 - Brokerage Practices**Item 12.A - Factors in Selecting or Recommending Broker-Dealers*****Brokerage Recommendations***

Adviser will be retained on a limited discretionary basis and will be authorized to determine and direct execution of portfolio transactions. In selecting a broker or dealer, Adviser may consider, among other things, the broker or dealer's execution capabilities, research capabilities, reputation, access to markets for which the securities are being traded, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment. Adviser is independently owned and operated, and not affiliated with any broker or dealer.

Brokers or dealers may charge a fee for custody as well as may be compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through the broker or dealer or that settle into a broker or dealer's accounts. Adviser generally will seek competitive commission rates but will not necessarily attempt to obtain the lowest possible commission for transactions for the Account. Our clients may pay higher commissions to a recommended broker or dealer than commissions charged by other brokerage firms, such as discount brokers, in recognition of the value of research and brokerage services provided to us by the broker or dealer. These research and brokerage services may include, for example, research reports analyzing the performance of a company or its stock, specialized publications directed to readers with specialized interests industries, products or issues, clearance, settlement or custody services, or trading software used to route orders. The Adviser will only accept research and brokerage services that satisfy the requirements of Section 28(e) of the Securities Exchange Act of 1934 as interpreted by the Securities and Exchange Commission. Research services furnished by brokerage firms to us as a result of the securities transactions for one client's account may also benefit other clients' accounts. The Adviser is not, however, under an obligation to use, or to continue to use, a brokerage firm as a result of receiving research services from that firm.

A broker or dealer may also make available to Adviser other products and services that benefit Adviser but may not benefit its clients' accounts. Some of these other products and services assist Adviser in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements); facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts); provide research, pricing information and other market data; facilitate payment of Adviser's fees from its clients' accounts; and assist with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of Adviser's accounts, including accounts not maintained at the broker or dealer.

A broker or dealer may also make available to Adviser other services intended to help Adviser manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. In addition, a broker or dealer may make available, arrange and/or pay for these types of services rendered to Adviser by independent third parties. A broker or dealer may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to Adviser.

While as a fiduciary, Adviser endeavors to act in its clients' best interests, an Adviser's recommendation that clients maintain their assets in accounts at a specific broker or dealer may be based in part on the benefit to Adviser of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by the broker or dealer, which may create a potential conflict of interest.

While Atomi recommends that you use the brokerage firms with which we have a relationship as custodian/broker, clients will decide whether to do so when they open an account by entering into an account agreement directly with them. Atomi does not open the custodial account for you.

Item 12.B - Research and Other Soft Dollar Benefits

The term "soft dollars" refers to the amount by which the commissions paid for securities transactions by a client exceeds the lowest commission rate available from other broker-dealers for basic execution services.

The Adviser may use these "soft dollars," (which are generated by its clients' trades), to pay for research and enhanced brokerage services that it receives from or through the broker-dealers whom it engages to perform securities transactions.

The products and services available from broker-dealers include internally-generated items such as in-house research, and services obtained by the broker-dealer through third parties (e.g. quotation equipment, etc.).

The client may pay a higher price for the purchase of securities (or accept a lower price for the sale for securities) to broker-dealers that provide the Adviser with premium brokerage and research services or pay brokerage commissions more than that which another broker-dealer might charge for affecting the same transactions.

Such research generally will be used to service all of the Adviser's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio.

The Adviser does not seek to allocate soft dollar benefits to client accounts in proportion to the soft dollar credits those accounts generate.

Clients do not "pay up" for the soft dollar benefits so clients do not pay brokerage commissions that are higher than those charged by other broker-dealers in order to cover the cost of the soft dollar benefits that are received by the Adviser.

When the Adviser uses soft dollars paid for by client brokerage commissions to purchase research or other products or services, it creates a benefit for the Adviser because the Adviser does not have to produce or pay for these products or services.

The availability of soft dollars may provide an incentive to select or recommend a broker-dealer based on the Adviser's interest in receiving soft dollars rather than the client's interest in receiving the most favorable execution.

Item 12.C - Brokerage for Client Referrals

Associated persons of the Adviser may direct a certain amount of brokerage business to other broker-dealers in return for referral of prospective clients.

This practice may create a conflict of interest in that the Adviser has an incentive to refer client brokerage business in exchange for client referrals rather than obtaining the most favorable execution for clients.

Item 12.D- Directed Brokerage

Generally, Atomi has the authority over the selection of the broker to be used without obtaining specific client consent. In limited situations Atomi may accept written direction from a client regarding the use of a broker-dealer to execute some or all transactions for the client. If a client directs Atomi to use a broker or dealer, the client will negotiate terms and arrangements for the account with that broker-dealer, and Atomi will not seek better execution services or prices from other broker-dealers. As a result, the client may pay higher commissions or other transaction costs with greater spreads or receive less favorable net prices on transactions for the account that would otherwise be the case.

Item 12.E - Trade Aggregation

In placing orders to purchase or sell securities, the Adviser may elect to aggregate orders. In so doing, the Adviser will not aggregate transactions except to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among clients' differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Transactions will generally be averaged as to price and allocated among clients on a pro rata basis to the purchase and sale orders placed for each client on any given day. Before entering an aggregated order, the Adviser will prepare a written statement ("Allocation Statement") specifying the participating client accounts and how it intends to allocate the securities purchased among those clients.

Notwithstanding the foregoing, the order may be allocated on a basis different from that specified in the Allocation Statement if all client accounts receive fair and equitable treatment and the reason for a different allocation is explained in writing and approved in writing by the Adviser's compliance officer no later than one hour after the opening of the markets on the trading day following the day the order was executed.

In the event that the Adviser determines that a prorated allocation is not appropriate, the allocation will be made based on other relevant factors, which may include:

- When only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios with similar mandates.
- Allocations may be given to one account when that account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts.

If an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed).

- With respect to sale allocations, allocations may be given to accounts low in cash.
- In cases when a pro rata allocation of a potential execution would result in a de minimis allocation in one or more accounts, the Adviser may exclude the account(s) from the allocation.
- The transactions may be executed on a pro rata basis among the remaining accounts.
- In cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

The Adviser may aggregate trades for itself or for its associated persons with client trades under the following conditions:

- The Adviser will not aggregate transactions unless it believes that aggregation is consistent with its duty to seek best execution (which includes the duty to seek best price) for clients and is consistent with the terms of the Adviser's investment advisory agreement.
- No advisory client will be favored over any other client; each client that participates in an aggregated order will participate at the average share price for all the Adviser's transactions in a given security on a given business day.
- The Adviser will prepare a written statement ("Allocation Statement") specifying the participating client accounts and how it intends to allocate the order among those clients.
- If the aggregated order is filled in its entirety, it will be allocated among clients in accordance with the Allocation Statement; if the order is partially filled, it will be allocated on a pro-rata basis.
- Notwithstanding the foregoing, the order may be allocated on a basis different from that specified in the Allocation Statement if all client accounts receive fair and equitable treatment and the reasons for different allocation are explained in writing and approved by the Adviser's compliance officer no later than one hour after the opening of the markets on the trading day following the day the order was executed.
- For each client account, the Adviser's books and records will separately reflect the orders which are aggregated, as well as the securities held by, bought, and sold for that account.

Funds and securities of clients whose orders are aggregated will be deposited with one or more banks or broker-dealers, and neither the client's cash nor their securities will be held collectively any longer than is necessary to settle the purchase or sale in question on a delivery versus payment basis.

Cash or securities held collectively for clients will be delivered to the custodian bank or broker-dealer as soon as practicable following the settlement. The Adviser will receive no additional compensation of any kind because of the proposed aggregation and individual investment advice and treatment will be accorded to each client.

Item 13 - Review of Accounts

Investment Advisers of Atomi perform reviews of all investment advisory accounts annually. Associates review accounts for consistency with the investment strategy and performance chosen by clients (among other things). More frequent reviews may be triggered by material market, economic or political events, or by changes in a client's individual circumstances. Macroeconomic and company specific events may also trigger reviews.

Financial planning and consulting accounts will be reviewed as contracted for by each client. Financial plans are reviewed only upon request unless the Adviser is retained to update plans on a continuous basis.

There is currently no limit on the number of accounts that can be reviewed by an associated person.

Brokerage statements are generated no less than quarterly and the account custodian sends copies directly to clients. These reports list the account positions, activity in the account over the covered period and other related information. The custodian also sends confirmations following each brokerage account transaction unless confirmations have been waived.

Item 14 - Client Referrals and Other Compensation

The Adviser may engage solicitors to whom it will pay cash, or a portion of the fees paid by clients referred by those solicitors. All solicitors who refer clients will be in compliance with California Code of Regulation 260.236(c)(2), as well as any requirements of the jurisdiction where they operate. When applicable the solicitors will be licensed as investment advisers or notice filed in the appropriate jurisdictions.

Whenever the Adviser compensates solicitors for referrals, the effected clients will receive a disclosure document discussing the referral fees paid and informing the client about whether the client or the Adviser pays the fee.

The Adviser doesn't receive any economic benefit for providing advisory services to clients from a person who is not a client. This includes sales awards or prizes.

Item 15 - Custody

Client assets are held by qualified custodians. With written authorization (as outlined in the advisory service agreement), clients give the Adviser permission to withdraw its advisory fees directly from clients' accounts. The Advisor sends a copy of its fee invoice (in the form of a fee upload) to the custodian shortly after clients have received a detailed fee invoice. The custodian sends quarterly statements to clients showing all disbursements, including the amount of the advisory fees. Clients should carefully review these statements.

The Adviser uses the following custodians:

- Equity Trust Company
- Schwab Institutional
- TD Ameritrade
- SEI

Item 16 - Investment Discretion

The Adviser will have discretion over the selection and amount of securities to be bought or sold and commission rates to be paid to a broker or dealer for client securities transactions without obtaining specific client consent.

Item 17 - Voting Client Securities

The Adviser does not accept authority to vote proxies on behalf of clients as a matter of policy. Clients will receive their proxy information directly from their custodian.

Clients may contact the Adviser with questions about a solicitation by telephone at (888) 533-9364.

Item 18 - Financial Information

There is no financial condition that is reasonably likely to impair the Adviser's ability to meet its contractual commitments to its clients.

The Adviser does not maintain custody of client assets, so no audited balance sheet is being provided.

Item 19 - Requirements for State Registered Advisers

This is not applicable.