Form ADV Part 2A Brochure

Item 1 Cover Page

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This brochure provides information about the qualifications and business practices of StraightLine Group LLC. If you have any questions about this brochure, please contact us at 877-338-4032, or by email at info@straightline.com.

The information in this brochure has not been approved of or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.

Additional information about StraightLine is also available on the SEC's website at www.adviserinfo.sec.gov.

We are a registered investment adviser. Registration of an adviser does not imply a certain level of skill or training.

ITEM 2: MATERIAL CHANGES

This section is a summary of material changes since our last annual Brochure dated March 28, 2024.

Item 4 We have amended our services offered to advisory clients and Musa Abdul-Basser became Chief Compliance Officer.

Item 5 We have updated and amended our fees and payment terms associated with our advisory services.

Item 10 We have amended to include the outside business activities of principals and an investment adviser representative that creates a conflict of interest for StraightLine and its clients.

ITEM 3: TABLE OF CONTENTS

ITEM 4: ADVISORY BUSINESS

We have been in continuous operation since our incorporation in June 2002. Michael F. Bisaro, President and CEO, is StraightLine's principal owner. We offer investment management advisory services to individuals and small businesses on either their personal accounts within employer- sponsored retirement plans or their personal investment accounts outside of employer-sponsored plans. Other services include Financial Planning, Discretionary Cash Management, and selection of other advisers. The Firm also provides services to retirement plan sponsors, such as educational meetings and materials for participants. StraightLine acts as your fiduciary, which means we are obligated to do what is in your best interest. Our compensation is not commission-based but is either a flat fee or is calculated as a percentage of assets under management: we are a fee-only adviser.

Services to Individuals

Discretionary Investment Management

StraightLine's Discretionary Investment Management Service combines our institutional research and money management capabilities with our knowledge of your personal financial situation to develop a portfolio strategy designed to maximize your potential to achieve your financial goals. As part of the ongoing management of your assets, your StraightLine team will be responsible for selecting investments held in your portfolio and for processing all transactions in a timely and accurate manner to help ensure continuous alignment between your portfolio strategy and financial goals. We will communicate with you via email or U.S. Mail at least quarterly with market information and account updates. (In certain circumstances, clients can request StraightLine's Investment Management Service with the provision that StraightLine consult with the client before implementing trades.)

Accounts Outside of Employer-Sponsored Plans

We manage personal investment accounts such as IRAs, trusts, joint accounts, or individual accounts on a discretionary basis using our discretionary investment management service. We generally recommend using a qualified custodian that we have a relationship with as the account custodian, and we actively manage these accounts on their platform. (See Item 12 Brokerage Services for additional information regarding the qualified custodians we recommend.)

When you become a client after an initial consultation, signing an agreement to work together and information gathering, your account(s) will be opened by a qualified custodian. Once the account is funded, we begin our discretionary management program, investing your account in stocks and bonds, or in mutual funds and exchange traded funds (ETFs). In most cases we use mutual funds and ETFs to provide the diversification and market coverage we feel is necessary for you, depending on your risk tolerance and financial circumstances.

Fund selection is based on a wide variety of factors that our Research Department studies including cost, performance of the fund itself versus its peers and the industry as a whole. We also consider factors such as how long the manager has been in charge and style drift (if it is billed as a certain type of fund, we make sure that is how it is actually invested). We use a variety of tools in this extensive research process, as well as information about the larger economic picture, historic market information, etc. Please see Item 8 for additional information regarding our investment process including the selection and monitoring of your portfolio.

Accounts Inside Employer-Sponsored Retirement Plans

For individuals who participate in an employer-sponsored retirement plan such as a 401(k), 403(b), or 457(b), we offer discretionary account management, meaning we determine how to invest your account assets and then we actively manage the account for you. We make strategic reallocation decisions periodically and, using either an adviser login or your internet username and password, implement those changes in your account.

We analyze the funds available in your employer's plan, and we select the funds we will recommend to you. If you become our client, we will meet with you in person or by phone to determine your risk tolerance and overall goals for investment of your account.

Use of Sub-Advisers

Based on client circumstances, StraightLine can engage with sub-adviser(s) to provide additional fixed income, equity, and alternative investment opportunities if your investment and risk profiles, as well as your total assets (generally $500,000 investable assets), make these choices appropriate. Separate accounts will be created on a qualified custodian's account platform for these investments. For these strategies, a separate management fee will be paid by you to the sub-adviser, in addition to StraightLine's regular management fee. That fee will be similar to the internal fees charged by mutual fund managers.

Non-Discretionary Investment Management- Portfolio Allocation

Our Portfolio Allocation Service is a non-discretionary investment management service, available only for employer-sponsored retirement accounts, that leverages the firm's institutional research and money management capabilities to provide you with a portfolio allocation based on your risk tolerance and time horizon. Your StraightLine team will continue to provide recommendations on the allocation and selection of investments held in your employer-sponsored retirement account to ensure ongoing alignment with your portfolio allocation. With this service, all investment decisions remain with you, as well as the responsibility for processing all transactions to ensure your recommended allocation remains aligned with your portfolio.

In certain circumstances, Clients can request StraightLine's Investment Management Service, as described in the above *Discretionary Investment Management* section, with the provision that StraightLine consult with the client before implementing trades.

Financial Planning

StraightLine provides a collaborative and ongoing goals-based Financial Planning Service focused on retirement readiness. While included in our Discretionary Investment Management Service, additional fees could apply if the planning is more complex or comprehensive in nature. Financial Planning can also be a standalone service.

Discretionary Cash Management

StraightLine provides a Discretionary Cash Management Service for emergency reserves or assets earmarked for specific short to intermediate-term goals where the client's primary objective is capital preservation while seeking to maximize return. This service is for assets separate and distinct from our Discretionary Investment Management Service, which is designed to manage assets earmarked for achieving longer-term financial goals. In certain circumstances, Discretionary Cash Management Services includes the use of cash, money market funds, certificates of deposit, short-term bonds (maturity 7 years or less), and ETFs.

Services to Retirement-Plan Sponsors

StraightLine's Retirement Plan Sponsor Services delivers general education, communication, and advice to participants in employer-sponsored retirement plans. By focusing on the individual participants, StraightLine seeks to help the plan sponsor achieve their primary goal of maximizing retirement readiness for all participants. There are two components to this service.

Education and Communication

StraightLine will partner with an employer to build an education and communication plan that works best for its plan. This includes determining content, methods of communication, and frequency of such communications. Activities would include:

- In-person group meetings that can be focused on financial education topics, current market events, plan features, or plan changes that need to be communicated.
- In-person one-on-one meetings with participants where education becomes personal. Here we can review individual goals and retirement accounts.
- "Lunch & Learn" Webinars – designed to provide ongoing financial education on timely topics that help build financial awareness to improve the overall financial wellness of the plan's participants.
- Ongoing Access – Throughout the year, participants will always have access to a StraightLine representative to answer any general questions they may have.
- Newsletter and other periodic communications – Regular newsletter and other periodic communications designed to keep participants informed and supplement our education efforts.

Separately Offered Advice to Individuals

Participants will have access to our Discretionary Investment Management service or our non-discretionary Portfolio Allocation Service for a separate fee.

Written Acknowledgement of Fiduciary Status

When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are "fiduciaries" within the meaning of Title 1 of the Employee Retirement Income Act (ERISA) and the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Under this special rule's provisions, we must:

- meet a professional standard of care when making investment recommendations (give prudent advice);
- never put our financial interests ahead of yours when making recommendations (give loyal advice);
- avoid misleading statements about conflicts of interest, fees, and investments;
- follow policies and procedures designed to ensure that we give advice that is in your best interest;

- charge no more than a level fee that is reasonable for our services; and
- give you basic information about conflicts of interest.

Assets Under Management

We manage assets on both a discretionary and non-discretionary basis. As of December 31, 2024, we had $1,064,013,010 in client assets managed on a discretionary basis; $42,611,732 in client assets managed on a non-discretionary basis; and total assets under management of $1,106,624,742.

ITEM 5: FEES AND COMPENSATION

Fees for Discretionary Investment Management – Employer and Non-Employer Sponsored Assets and Cash Management Services

Fees for these services are charged according to the below fee schedule and based upon the market value of the client's assets under management. In certain circumstances, lower fees for comparable services may be available from other sources. All management fees are negotiable, so clients receiving similar services may pay different fees.

Fees are billed quarterly, in arrears, at the end of each calendar quarter. We will calculate the advisory fee based upon the market value of the assets maintained in an account, including cash, money market funds and liquid guaranteed interest contracts held as of the last trading day of each calendar quarter.

Example: 2nd Quarter – April 1st thru June 30th

Asset Valuation Date: June 30th

The advisory fee will be one-fourth of the applicable annual fee rate set forth below multiplied by the fair market value of assets based upon the applicable Asset Tier (after giving effect to householding, if applicable).

When possible, we utilize a householding methodology in determining assets under management and billing percentages. This means that any spouse, domestic partner, and children that reside in the same household as the client will be billed as an aggregate blended percentage. We will exclude from household billing aggregation (a) any child in the household over twenty-six (26) years of age, and (b) any account that is subject to a different fee schedule and/or is billed in advance. In certain circumstances, we may expand our householding parameters based upon the individual circumstances of the client.

Fees are typically paid by direct debit from the client's account by the assigned custodians. Clients can elect to be invoiced for the fees and pay by check or credit card. The total fee and payment method are disclosed within the Advisory Agreement.

AUM Tier	Annual Advisory Fee
First $1,500,000	0.90%
$1,500,001 to $3,000,000	0.75%
$3,000,001 to $6,000,000	0.60%
Over $6,000,000	0.45%

If a client terminates the Advisory Agreement during a calendar quarter, we will prorate the client's fees, based upon the number of days in the quarter for which the client received services, and deduct such fees on or prior to the date of termination. For a new account, the fee will be pro-rated based upon the number of days from the date of inception of our investment services through the end of the first calendar quarter.

Some legacy clients may pay fees based upon a calculation at the beginning of the quarter which is referred to as fees paid in advance. In those cases, the language of the client's Advisory Agreement will govern the payment and refund of the fees.

Fees for Non-Discretionary Portfolio Allocation Services

The non-discretionary portfolio allocation service fee is a flat fee of $3,600 annually, billed quarterly, in arrears, at the end of each calendar quarter. For example, a client will pay $900.00 a quarter due on April 1 for first quarter services, July 1 for second quarter services, October 1 for third quarter services and January 1 for fourth quarter services.

Fees are typically paid by direct debit from the client's account by the assigned custodians. Clients can elect to be invoiced for the fees and pay by check or credit card. The total fee and payment method are disclosed within the Advisory Agreement.

Fees for Financial Planning

Our fee for standalone financial planning is outlined below:

Financial Planning	Fee
One Year Contract	$2,400 to $4,800

All Financial Planning fees will vary based on each individual client's circumstances and the level of complexity of the financial planning services required. Fees are paid in quarterly installments in arrears. Clients can choose to have these fees paid by check or credit card. The total fee and payment method are disclosed within the Financial Planning Agreement.

Fees for Employer Retirement-Plan Services

Education and Communication Fee Schedule:

Service	Fee
Education and Communication Services	TBD – Commensurate with service level

We negotiate our fees with plan sponsors on a case-by-case basis, and the fees are set forth in our agreements with the plan sponsor. Education and Communication Services can be charged as a flat fee, project fee, basis points on plan assets or a per head fee on active accounts. This will be determined by plan demographics, and the level of engagement required to deliver education and communication plan.

Fees for General Education and Communication Services can be paid out of plan assets from participant account accumulations or the employer can choose to pay the fees out of operating budget.

Fees paid out of participant account accumulations for education and communication can be deducted in arrears or advance. These fees are calculated as of the market value on the anniversary date , end of a year or a quarter per the Plan's agreement with StraightLine.

Fees Charged by Others

Mutual funds and ETFs of all types charge their shareholders various fees and expenses associated with, for example, the establishment and operation of the fund, its management, servicing, etc. All fund fees are explained in the current prospectus for each fund, which is available from the fund. Copies of prospectuses can also be requested by contacting us at info@straightline.com.

With any type of mutual fund or ETF investment, the investor pays those fund fees, though they are not always clearly visible. If you invest in funds, you will pay those fees in addition to our management fee. Most funds (though not all share classes) may be purchased directly, without using our services, and without incurring our advisory fees.

For our accounts that are sub-advised, which are held on a qualified custodian's platform, there will be additional fees paid to the sub-adviser in addition to the StraightLine fees. Depending on the strategy selected, a separate management fee will be paid directly from the account on the platform, in addition to StraightLine's regular management fee. Sub-adviser fees are billed quarterly, in advance or in arrears. The total fee and payment methods are fully disclosed to the client in the adviser and sub-adviser agreements. Some sub-advisers are also paid based on performance; this will also be fully disclosed by the sub-adviser. StraightLine does not charge performance-based fees.

Cancellation and Refunds

Our agreement can be terminated by either you or StraightLine by giving 30 days advance written notice.

StraightLine collects fees in advance and arrears as indicated above. Refunds for fees paid in advance but not yet earned will be refunded to the client promptly, via check or return deposit back into the client's account. For all asset-based fees paid in advance, the fee refunded will be equal to the balance of the fees collected in advance minus the daily rate* times the number of days elapsed in the billing period up to and including the day of termination. (* - The daily rate is calculated by dividing the annual asset-based fee rate by 365.)

Clients billed in arrears will be responsible for payment of fees for services already received. For all asset-based fees paid in arrears, the fee owed to StraightLine will be prorated based upon the number of days of services received in the quarter.

Other Compensation for the Sale of Securities to Clients

Neither StraightLine nor its supervised persons accept any compensation for the sale of investment products, including asset-based sales charges or service fees from the sale of mutual funds. (See Conflicts of Interests under Item 10.)

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

We do not charge any performance-based fees.

ITEM 7: TYPES OF CLIENTS

We work with individuals, charitable organizations, corporations, pension and profit-sharing plans, universities, and other employers to provide our services. We do not advise or manage any mutual funds or other investment companies. We do not have a minimum account size.

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

Methods of Analysis

Our methods of analysis include Charting analysis, Cyclical analysis, Fundamental analysis, Modern Portfolio Theory, Quantitative analysis and Technical analysis.

Charting analysis involves the use of patterns in performance charts. We use this technique to search for patterns used to help predict favorable conditions for buying and/or selling a security.

Cyclical analysis involves the analysis of business cycles to find favorable conditions for buying and/or selling a security.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

Modern Portfolio Theory is a theory of investment that attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, each by carefully choosing the proportions of various assets.

Quantitative analysis deals with measurable factors as distinguished from qualitative considerations such as the character of management or the state of employee morale, the value of assets, the cost of capital, historical projections of sales, and so on.

Technical analysis involves the analysis of past market data, primarily price and volume.

Investment Strategies

StraightLine uses long term trading, and short-term trading.

Long-term trading is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

Short-term trading risks include liquidity, economic stability, and inflation, in addition to the long-term trading risks listed above. Frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

We work with you to determine your risk model as the first step in setting up an appropriate investment strategy for you. We learn about your timeframe, total assets, attitude toward risk and loss and familiarity with investing. The answers to these questions, along with personal conversations and individualized questions and answers help us select a model for your investments. You are always free to select a more or less aggressive model than what we recommend from this process. We ask that you keep us up to date on major life changes and situations that could affect your investment needs such as the birth of children, college savings, retirement, and illness.

Sub-Advisory Relationship

We have a sub-advisory relationship to develop customized investment strategies based on the specific investment needs, goals, and objectives of our clients. Under this arrangement, the sub-adviser will assist StraightLine in developing model portfolios, assessing funds and investments, and continuing to evaluate economic data and how it may affect our model portfolios, clients, and their accounts. We will retain the right to replace the sub-adviser on a discretionary basis. While clients will not have a direct contractual relationship with the sub-adviser, StraightLine will provide the client with the sub-adviser's firm brochure (Part 2 of Form ADV).

In addition, we offer access to separately managed accounts through sub-advisers, which are commonly available to clients whose accounts meet the sub-advisers' minimums (generally $500,000 investable assets). In this situation we will help you open a separate account with our custodian's Managed Account platform, and you will sign an addendum to our Advisory Agreement, accepting the sub-adviser's management and fee.

Model Portfolios

We have developed proprietary model portfolios that we use for investing. The most aggressive of these is currently invested primarily in equities, equity mutual funds and ETFs, so they are tied directly to the markets, both domestic and foreign. This portfolio carries the highest degree of risk of loss if the stock markets lose value. When the stock markets are moving in a positive manner, however, this portfolio may take advantage of those increases the most.

Our least aggressive model portfolio is typically invested in cash, money market mutual funds, certificates of deposit, bond funds, and government bonds and is considered less risky. While this portfolio has less risk associated with it, this portfolio typically yields a lower return than the more aggressive models that are invested all in equities. Money market funds, bond funds, and government bonds are fixed income securities and can lose value.

Balancing risk and stability are extremely important for us and our clients. As our portfolios become more aggressive, the amount we allocate to equities increases and the amount we allocate to fixed income decreases.

If you have an individual discretionary account with us, we will generally allocate at least 2% of your portfolio to cash. The balance of your account will be allocated in accordance with the percentages of your selected model The models are adjusted from time to time based upon market, world, and economic changes.

In general, we choose to recommend investments in mutual funds and ETFs. A mutual fund or ETF is a way for investors to combine their funds and have them managed by a professional. Generally, individuals buy shares in the fund and the fund manager uses those dollars to invest in the fund's stated strategy of assets. The fund manager charges a fee for his/her work. The fund's value reflects the net asset value (NAV – which is the value of all of the investments held in it), less this fee. Funds are designed to invest in a certain way (all in big companies, perhaps, or all in foreign, small companies, for example.) There are many different ways for funds to be designed, managed, invested, etc. There are also a number of ways for the fund to charge fees.

We use a number of tools to analyze the investment choices available to all our clients. For the employer-sponsored retirement accounts we complete a thorough review of the fund choices offered within their plans. Using these tools (to help us investigate the stocks or bonds held within the funds, the fees and performance) we select the funds most likely to meet the clients' needs in as many market sectors as possible.

We use the same tools when using a qualified custodian, but we are not restricted to just the funds and investments offered within a retirement plan. We analyze a far wider group of choices and again, using many comparative items, choose the funds we think will best meet our clients' needs.

We do historical comparisons and study current and past economic situations and results. We also use several different financial planning strategies to determine the allocation percentages we think will work best for our clients, keeping in mind their age, risk model and investment goals. There are a number of complex financial planning theories and tools to help us determine the funds, market sectors and timing of our investment decisions. Our Research Department reads, digests, discusses, and monitors numerous financial publications, websites, and programs to keep up with the markets, economic and governmental situations. They make decisions about when to make a change to an account's holdings both from an investment and allocation standpoint.

There have been some trends established in the markets over time. Historically market sectors seem to perform well for a few years, then not as well as some others, and then rise again. Periodically we will rebalance the accounts we manage to take advantage of a market sector that appears ready to rebound or recover. In certain circumstances we may also adjust our holdings in a sector that appears on the verge of dropping. By carefully monitoring all these variables we strive to maximize return while minimizing risk for our clients.

Risk of Loss

It is important that you know that ALL investments carry risk of loss. Different investments have different risks. Matching a client's risk profile to the appropriate model and exposure to risk is extremely important. It is generally established that there is a trade off in investing between risk and reward. While stocks can be very risky as investments, they can also yield high returns.

Market Risk: The success of investment activities will be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, commodity prices, economic uncertainty, changes in laws, trade barriers, currency fluctuations and controls, and national and international political circumstances.

These factors may affect the level of volatility of securities prices and the liquidity of investments in client portfolios. Such volatility or illiquidity could impair profitability or result in losses.

Investment Selection: The investments chosen for clients may decline in value. Investment selection risk may cause an account to underperform other accounts with a similar investment objective. Investments are selected in part based on criteria developed and implemented from time to time. Those selection criteria do not include all of the information available regarding a particular security. In addition, investment decisions rely on information obtained from others regarding financial, economic, business and market conditions, factors, and trends, and StraightLine and our registered investment adviser representatives will not be in a position to confirm the completeness, genuineness or accuracy of such information and data.

Volatility of Securities Markets: The value of securities held in client accounts that are traded on exchanges, and the risks associated with holding these positions vary in response to events that affect asset markets in general. Market disruptions could lead to dramatic price swings in securities held within client portfolios and could result in substantial losses.

Extraordinary Events: Global terrorist activity and U.S. involvement in armed conflict may negatively affect general economic fortunes, including sales, profits, and production, and may lead to depressed securities prices and problems with trading facilities and infrastructure.

Concentration Risk: Client portfolios may have highly concentrated positions in issuers engaged in one or a few industries. This increases the risk of loss relative to the market.

ETF and ETN (Exchange-Traded Note) Risks: While the prospectus for each underlying ETF or ETN contains detailed descriptions of the risks associated with these investments, in particular, they include the potential for: (1) tracking error (in which the ETF/ETN does not accurately track its index as a result of factors such as transaction fees and expenses, or changes in the composition of the underlying index); (2) pricing error (in which the ETF/ETN trades at a discount or premium to its inherent net asset value); (3) liquidity risk (which may occur if an ETF/ETN fails to attract a sufficient number of market makers); and (4) counterparty risk specific to ETNs (a risk regarding the creditworthiness of a party that assists in the replication of the underlying index).

Equity Risk: Investments in equity securities generally involve a high degree of risk. Prices are volatile and market movements are difficult to predict. These price movements may result from factors affecting individual companies or industries. Price changes may be temporary or last for extended periods. In addition to, or in spite of, the impact of movements in the overall stock market, the value of investments may decline if the particular investments within the portfolio do not perform well in the market. Prices of growth stocks may be more sensitive to changes in current or expected earnings than prices of other stocks. Prices of stocks may fall or fail to appreciate regardless of movements in securities markets. A higher turnover rate, or increased trading may result in higher transactions costs and higher taxes in taxable accounts and may also affect the strategies' overall performance.

Fixed Income Risks: Investments in fixed income securities represent numerous risks such as credit, interest rate, reinvestment, and prepayment risk, all of which affect their price/value. These risks represent the potential for a large amount of price volatility. In general, securities with longer maturities are more sensitive to price changes. Additionally, the prices of high-yield fixed income securities typically fluctuate more than high quality debt issues. Prices are especially sensitive to developments affecting the company's business and to changes in the ratings assigned by rating agencies. Prices are often closely linked with the company's stock prices. High-yield securities can experience sudden and sharp price swings due to changes in economic conditions, stock market activity, large sales by major investors, default, or other factors. In the event of a default, the investment may suffer a partial or total loss.

Cybersecurity Breaches: StraightLine uses service providers, and both are subject to a possible cybersecurity attack or breach. Cybersecurity is a broad term referring to the body of technologies, processes and practices designed to protect networks, computers, programs and data from attack, damage, or unauthorized access. If a cybersecurity breach were to occur, substantial costs could be incurred, including without limitation those associated with forensic analysis of the origin and scope of the breach; increased and upgraded cybersecurity; investment or other losses; identity theft; unauthorized use of proprietary information; litigation; adverse investor or client reaction; the dissemination of confidential and proprietary information; and reputational damage. Any such breach could expose StraightLine to liability as well as regulatory inquiry and/or action.

ITEM 9: DISCIPLINARY INFORMATION

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to the evaluation of the adviser or the integrity of its management. StraightLine has no reportable disciplinary events to disclose.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

StraightLine Group LLC is a licensed insurance agency, and some of our investment adviser representatives are independent licensed insurance sales agents. From time to time, we will offer advisory clients insurance products when we believe it is in the best interests of the client. In certain circumstances, as part of our investment advice, we recommend the purchase of life insurance, long-term care policies, or annuities. If you choose to purchase an insurance product through us, we will receive a commission directly from the insurance company. This payment of commissionable compensation is a conflict of interest. We seek to mitigate this conflict by making full disclosure to you of the compensation and review of such recommendations by a second StraightLine colleague. Clients are in no way required to purchase any insurance products from any representative, and are free to purchase any insurance products, including annuities we recommend, from an unaffiliated insurance agent.

Our investment adviser representatives work directly with the insurance providers and often work with independent general agents and wholesalers of life insurance, long-term care policies, and annuities. Fees or commissions charged are set by the insurance company and are paid to us by the insurance company.

Selection of Other Advisers or Managers and How this Adviser is Compensated for Those Selections

StraightLine sometimes directs clients to third-party investment advisers to manage all or a portion of the client's assets when StraightLine believes that is in the client's best interests. Clients will pay StraightLine its standard fee in addition to the standard fee for the third-party advisers to which it directs those clients. This relationship will be memorialized in each contract between parties and each third-party adviser. The fees will not exceed any limit imposed by any regulatory agency. StraightLine will verify that all recommended advisers are licensed, or notice filed in the states in which StraightLine is recommending them to clients.

Outside Business Activities

StraightLine's Vice President and Chief Growth Officer, Robert Rickey, is the principal and sole owner of TruNor Consulting and Coaching Services, LLC, which provides consulting and coaching services to businesses and individuals (respectively, "Consulting Services" and "Coaching Services"). Coaching Services are not investment-related. Consulting Services are investment-related and available to various entities, including those with whom StraightLine has or may have an existing relationship, such as StraightLine's custodians or other strategic partners. This creates a conflict of interest because as part of Mr. Rickey's Consulting Services, he provides professional advice that benefits him and his consulting clients financially and the consulting relationship. Mr. Rickey's compensation for Consulting Services could influence StraightLine's decision to direct funds to or maintain funds with a specific custodian or direct business to another strategic partner for whom Mr. Rickey performs consulting services.

StraightLine mitigates these conflicts by reviewing Mr. Rickey's consulting engagements to help ensure any conflicts of interest are adequately addressed. Furthermore, based on the nature of Mr. Rickey's Consulting Services, the information he provides to consulting clients has the potential to benefit investors by creating a more comprehensive investor experience not only for StraightLine's clients, but investors, generally. There is also the possibility that the consulting relationship will result in StraightLine's early access to custodial platforms, services, or programs, which will be fully disclosed in this brochure should that occur. Mr. Rickey's Consulting Services are provided pursuant to a written consulting agreement and are not directly related to the business of StraightLine. Mr. Rickey is compensated for his Consulting Services separately from his employment with StraightLine and in accordance with his consulting agreement.

StraightLine principals Mike and Elizabeth Bisaro and Chief Growth Officer Robert Rickey (collectively, "Investing Employees") have made direct investments resulting in minority ownership positions in Questal, a financial wellness company that provides digital tools, education, and personalized financial coaching to help individuals manage their finances and achieve financial goals. Questal offers a tech-driven platform with tailored human support designed to address each user's unique financial situation. Questal does not provide financial advice nor sell any investment-related products, and is not a registered investment adviser. To add value to its services, StraightLine intends to use Questal products and services with StraightLine clients. In addition to the direct investments in Questal by the Investing Employees, StraightLine, via Investing Employees, as a business adviser and client to Questal, intends to offer input into Questal product architecture, distribution, and corporate strategy. Investing Employees' direct investment and active involvement in Questal creates potential conflicts of interest, as StraightLine, via Investing Employees, has an incentive to propagate the use of Questal products to help enhance that company and Investing Employees' financial stake in it.

StraightLine mitigates this conflict by periodically assessing Questal service in relation to others in the market.

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

Code of Ethics

We have adopted a Code of Ethics (the "Code") describing the standards of business conduct we expect all officers, directors, employees, and advisory representatives to follow. The Code also describes certain reporting requirements with which particular individuals associated with or employed by us must comply. We will provide a copy of the Code to you upon request by emailing us at info@straightline.com or calling us at 866-401-5238.

Our principals and representatives will often own or trade the same securities we recommend to you or our other clients. This creates a potential conflict of interest because they might trade in such securities in a way that benefits from clients' activity in those same securities. But generally, these securities will be shares of open-ended mutual funds or stocks and bonds actively traded on a national securities exchange or market where the time and size of their purchases or sales will not affect transactions for you or our other clients or vice versa. If we do recommend the purchase or sale of a thinly traded security to you, we will seek to ensure that our principals and representatives' transactions do not adversely affect you nor improperly benefit them, typically by completing our principals and representatives' transactions after all your and other client's transactions have been made. In certain situations, orders for your account and our own accounts will be aggregated or "batched" into one large order in accordance with our trade aggregation and allocation policy (described in connection with our brokerage placement practices below). Aggregated orders may achieve better execution for all participating accounts, and those benefits will be fairly allocated among all participating accounts.

Personal Trading

In certain circumstances, our representatives buy or sell securities identical to those which are offered as investment options in any of our portfolios. We always place a priority on client transactions. Our representatives are not permitted to engage in a transaction in any security being considered for trading in our clients' accounts in their own account until the client transaction is completed or until a decision has been made not to trade the client's account. Client transactions will be completed before any orders are placed for proprietary trades.

Our representatives are aware of their fiduciary duty to our clients and the prohibitions against the use of any insider information. We retain and review records quarterly of applicable proprietary trading activities of our representatives. Whenever we deem that there appears to be a conflict of interest, we will inform affected clients of the holdings involved prior to placing any orders.

ITEM 12: BROKERAGE PRACTICES

As a fiduciary, StraightLine's policy is to seek to execute client securities transactions in a manner that a client's benefits are most favorable. When practical, StraightLine will seek to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts. The determining factor in the selection of a broker-dealer to execute transactions for client accounts is not simply the lowest possible transaction cost, but whether the broker-dealer can provide what is, in StraightLine's view, the best qualitative execution for a client account (i.e., best execution).

Generally, we do not recommend a custodian for the employer-sponsored retirement accounts, but trade through the custodian selected by the plan sponsors.

Factors Used to Select Custodians and/or Broker/Dealers

For discretionary individual accounts, we recommend Charles Schwab & Company, Inc. (Schwab) as your custodian. Schwab provides us with access to their institutional trading and custody services, computer access to client accounts, research, and the quotes and data needed by us for servicing our clients. These services are provided to us at minimal or no cost. We work with Schwab because we believe Schwab provides the best services for our clients. We are an independent company; we are not owned, operated by, nor affiliated with Schwab. Typically, we do not use funds that charge transaction fees, but when those funds are the best choice in the opinion of our Research Department, we will utilize them.

Schwab does make available to us other products and services that benefit us, but do not directly benefit our clients' accounts. Some of these products and services help us administer and manage the accounts, such as software and other programs that give us access to account data like trade confirmations and statements and facilitate trading. Other services provide research, pricing, and market data for our use. Recordkeeping and client reporting are also some of the services Schwab provides. Many of these services are used to service all or most of our accounts, whether they are held at Schwab or not.

Schwab also makes available other services to help us develop our business. These can include consulting and publications, hosting conferences with speakers and educational meetings on a variety of topics. Schwab has discretion to discount or waive fees it might otherwise charge for some of these services.

We chose to work with Schwab due to their good client services, robust online applications for clients, and the access we have to institutional-class mutual fund shares. In addition, we are often able to purchase mutual fund shares for our clients even if an individual purchase does not meet the mutual fund minimum purchase requirements.

Soft Dollars

We do not receive any other "soft dollar"-type benefits from this relationship. We use the research Schwab provides, as well as numerous other research programs and resources, to develop model portfolios for all of our clients. No group of clients benefits more than another from our relationship with Schwab. Currently non-employer sponsored accounts are held at Schwab, though in the future, if it becomes advantageous for our clients, we may recommend another custodian.

Multiple-Day Trade Execution

With our employer-sponsored retirement account clients, we often have a large volume of trades. These clients' accounts are all invested in positions which trade at the same price at the end of the day, regardless of the time of day the trade was initiated. We will make every attempt to process trades for all clients so that they will receive the same price. If we cannot complete all trades on the same day, it is possible that clients trading on different days will receive a higher or lower price. We cannot aggregate these trades because the accounts are at different custodians.

These client accounts are held by custodians selected by the Plan Sponsor. In this case, we will send trading instructions to the custodian, who will execute the trades. We request that the trades all be executed as of the same date, but we cannot guarantee that will occur.

For non-discretionary clients we strive to trade orders immediately upon receipt of instructions from the client, but in no event more than 24 hours after receipt.

Aggregating (Block) Trading for Multiple Client Accounts

From time to time, for accounts which are custodied at Schwab, we will block client orders for the purpose of achieving more equitable results among clients than what could be achieved executing a client's order individually.

Directed Brokerage

Clients sometimes direct us in writing to use a particular broker-dealer to execute some or all of their transactions. In that case, the client will negotiate the terms and arrangements for the account with that broker-dealer, and we will not be able to seek better execution services or prices from other broker-dealers. As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account. We have a "duty of best execution," which means we will do our best to get trades accomplished quickly and efficiently. We may decline a client's request to direct brokerage if, in our sole discretion, the arrangements would result in poorly executed trading.

Trade Errors

Clients should be aware that errors may occur when orders are processed by us. We will keep a trade error log. We will attempt to correct the error as soon as possible and in a manner that the affected client(s) are not disadvantaged nor bear losses.

ITEM 13: REVIEW OF ACCOUNTS

We offer investment advice and discretionary account services via electronic communications and in person. Our services are provided for the participant's retirement plan account and for accounts outside of retirement plans. Clients can review balances in their accounts via the internet.

All clients have open access to their account(s) via their account custodian. Clients will receive statements from the custodian or plan sponsor, as the case may be, in addition to any update we provide.

We monitor the investments in client accounts on an ongoing basis. We monitor economic events, markets, and investment holdings on an ongoing basis. Account changes are made as deemed necessary, based on our ongoing reviews and/or changes in our macroeconomic outlook. We review allocation models and update them as economic events warrant.

Account reviews and allocation models are updated by members of our investment research team. The team is made up of members of the executive staff and other members of the research staff.

In certain circumstances, we provide reports to some individuals and corporate plan sponsors that are our clients. These reports include details on account activity, investment performance, allocation recommendations and economic outlooks. These reports are available upon request for both plan sponsors and individual clients. These reports do not replace statements and information provided directly by account custodians. Clients should reconcile all statements and reports with those provided by their custodian and should contact the custodian or us immediately at 877-338-4032 if there are questions.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

We do not receive economic benefits from anyone for client referrals. As described above under Item 10: Other Financial Industry Activities and Affiliations, our investment adviser representatives work directly with the insurance providers and with independent general agents and wholesalers of life insurance, long-term care policies, and annuities. Fees or commissions charged are set by the insurance company and are paid to us by the insurance company.

ITEM 15: CUSTODY

Clients receive at least quarterly statements from the qualified custodian that holds and maintains the client's investment assets. Although such arrangements are between the client and their custodian, broker-dealer, bank, other qualified custodian, or the plan sponsor, StraightLine urges clients to carefully review their statements.

Although we do not take physical custody of any assets in client accounts, we are deemed to have custody by the SEC because we direct debit our management fee and have the login credentials for some of our retirement account clients. We do not have the authority to withdraw funds or securities, or to transfer them to an account not in the client’s name.

ITEM 16: INVESTMENT DISCRETION

We offer discretionary and non-discretionary account services to individuals through our management of their employer-sponsored retirement accounts and non-employer-sponsored accounts. The Advisory Agreement will establish the investment discretion authority. Having discretion means clients take our direction about where to open accounts, and/or give us authority to purchase and sell investments in the amounts and at the times we feel appropriate. StraightLine clients sometimes place some limits on discretionary authority by restricting trades in certain securities. Having non-discretionary authority requires client approval prior to any transactions executed by StraightLine.

ITEM 17: VOTING CLIENT SECURITIES

We do not vote proxies on behalf of clients nor provide advice regarding such voting. Clients will receive their proxy materials from either their custodian or a transfer agent, depending on the security held.

ITEM 18: FINANCIAL INFORMATION

Neither StraightLine nor its management have any adverse financial situations that would reasonably impair the ability of StraightLine to meet all obligations to its clients.