

MarketStrats, LLC

DBA MARKETSTRATS

Firm Brochure - Form ADV Part 2A

This brochure provides information about the qualifications and business practices of MarketStrats, LLC. If you have any questions about the contents of this brochure, please contact us at (239) 470-6489 or by email at keith@marketstrats.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about MarketStrats, LLC is also available on the SEC's website at www.adviserinfo.sec.gov. MarketStrats, LLC's CRD number is: 286420.

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

Version Date: 8/14/2026

Item 2: Material Changes

1. *As of 8/13/2026, MarketStrats, LLC has updated its disclosures concerning the firm's use of artificial intelligence. AI tools are used to support research, drafting, meeting notes and administrative work, and client meetings and telephone calls are recorded and transcribed with client consent. AI tools do not make investment decisions and hold no trading authority.*

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Item 4: Advisory Business

A. Description of the Advisory Firm

MarketStrats, LLC (hereinafter “MS”) is a Limited Liability Company organized in the State of Florida. The principal owner is Keith Daniel Finkelstein.

B. Types of Advisory Services

Investment Management

MS offers ongoing investment management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. MS creates an Investment Policy Statement for each client, which outlines the client’s current situation (income, tax considerations, and risk tolerance levels). MS also offers to construct a financial plan to aid in the selection of a portfolio that matches each client's specific situation. Investment management services include, but are not limited to, the following:

- Investment strategy
- Asset allocation
- Risk tolerance
- Personal investment policy
- Asset selection
- Regular portfolio monitoring

MS will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction.

MS seeks to provide that investment decisions are made in accordance with the fiduciary duties owed to its accounts and without consideration of MS’s economic, investment or other financial interests. To meet its fiduciary obligations, MS attempts to avoid, among other things, investment or trading practices that systematically advantage or disadvantage certain client portfolios, and accordingly, MS’s policy is to seek fair and equitable allocation of investment opportunities/transactions among its clients to avoid favoring one client over another. It is MS’s policy to allocate investment opportunities and transactions it identifies as being appropriate and prudent among its clients on a fair and equitable basis over time.

MS provides investment advice to mutual funds, fixed income securities, insurance products (including annuities), equities, ETFs, commodities, and non-U.S. securities. MS may use other securities as well to help diversify a portfolio when applicable.

Ongoing Financial Planning

MS offers the creation of a comprehensive financial plan. Its scope and recommendations may include, but won’t be necessarily limited to, the following:

- Investment Planning
- Cash Flow Budgeting

- Income & Taxes
- Retirement Goals
- Real Estate
- Business Consulting
- Navigating Divorce
- Debt Strategies
- Estate Planning
- Insurance Coverage
- College Funding
- Employee Benefits
- Annuities
- Student Loan Analysis

The plan will be updated to ensure accuracy on an ongoing basis, at least annually. As life changes occur or client objectives change, the plan will be tweaked to accommodate. Additionally, client will receive instructions and/or assistance in implementing crucial planning steps.

MS may also manage the client portfolio of available investments and sync it to their plan.

Regardless, the client will receive ongoing access to a financial planner to monitor their plan progress and to handle requests or questions as they come up.

Project-Based Financial Planning

MS offers one-time financial planning services to Clients that do not require an ongoing engagement. A comprehensive financial planning process is offered. However, the Client may choose to limit their scope of engagement and choose from different planning topics.

Clients will be given detailed recommendations with implementation instructions. Project-based engagements do not include ongoing monitoring, implementation support, or follow-up communication unless specifically agreed upon in a subsequent engagement.

C. Client Tailored Services, Imposed Restrictions, & Fiduciary Status

MS will tailor a program for each individual client. This will include an interview session to get to know the client's specific needs and requirements as well as a plan that will be executed by MS on behalf of the client. When managing investments, MS may use model allocations together with a specific set of recommendations for each client based on their personal restrictions, needs, and targets. Clients may impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent MS from properly servicing the client account, or if the restrictions would require MS to deviate from its standard suite of services, MS reserves the right to end the relationship.

Use of Technology and Artificial Intelligence

MS uses third-party software platforms to support its services, including financial planning, tax analysis, portfolio management and client communication tools. MS also uses artificial intelligence tools, including large language model assistants, to support research, drafting, note-taking and administrative work.

AI tools do not make investment decisions at MS. They hold no trading authority and have no access to client custodial accounts. Every output that informs advice or is delivered to a client is reviewed by Keith Daniel Finkelstein against primary sources before use. MS maintains written policies governing which AI tools may be used, what information may be provided to them, and how their outputs are reviewed and retained.

The use of technology or artificial intelligence tools does not alter this. Recommendations are tailored by MS to each client, and AI output is an input to that process rather than a substitute for it.

With respect to retirement account advice, when MS provides investment advice to Clients regarding Client's retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with Client's 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 is reasonable for our services; and give you basic information about conflicts of interest.

D. Wrap Fee Programs

MS does not participate in any wrap fee programs.

E. Assets Under Management

MS has the following Assets Under Management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$52,402,228	\$0	8/14/2026

Item 5: Fees and Compensation

A. Fee Schedule

Investment Management Fees

Total Assets Under Management	Annual Fees
\$0 - \$1,000,000	1.00%
\$1,000,001 - \$3,000,000	0.75%
\$3,000,001 - \$5,000,000	0.50%
\$5,000,001 & Above	0.25%

The final fee schedule is attached as Exhibit II of the Investment Advisory Contract.

Fees are billed on a pro-rata annualized basis quarterly in advance based on the value of your account on the last day of the previous quarter. When onboarding, fees are pro-rata based on the full inception balance and the days remaining in quarter. Fees are generally negotiable. MS will not be compensated on the basis of a share of capital gains upon or capital appreciation of client funds.

Sample Quarterly Calculation for \$1,500,000:

$$[(\$1,000,000 * 1.00\%) / 4] + [(\$500,000 * 0.75\%) / 4] = \$2,500 + \$937.50 = \$3,437.50$$

This is an effective quarterly rate of 0.229%.

Ongoing Financial Planning Fees

As of May 7, 2025, MS no longer offers ongoing retainer-based financial planning as a standard engagement for new individual clients. However, some clients may be grandfathered into legacy fixed-fee agreements at the firm's discretion.

Corporate clients or business owners may be eligible for fixed monthly or quarterly fees, which are determined based on the scope of services provided, the complexity of the engagement, and total assets under management. These fees are negotiated individually to reflect the needs of the organization.

Project-Based Financial Planning Fees

Project-based financial plans are offered in two ways:

The first is on a fixed fee basis. The fee will be agreed upon before the start of any work. Depending on the complexity of the project, the generally negotiable fee can range between \$1,000 and \$6,000. MS has created a complexity calculator that can be used as a guide to project fees at: <https://marketstrats.com/project-pricing/>.

The second is on an hourly basis. The rate and hours will be agreed upon before the start of any work. The hourly rate will be \$250 per hour, which may be negotiable depending on the complexity of the project.

B. Payment of Fees, Refunds, and Additional Info

Payment of Investment Management Fees

Asset-based portfolio management fees are withdrawn directly from the client's accounts with client's written authorization on a quarterly basis. Fees are paid in advance.

Clients may terminate the agreement without penalty for a full refund of MS's fees within five business days of signing the Investment Advisory Contract. If a client cancels their contract beyond that time, refunds for fees paid in advance will be returned within fourteen days to the client via check or return deposit back into their account. 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 asset-based fee rate by 365 days.)

Payment of Ongoing Financial Planning Fees

Financial planning fees are paid using AdvicePay.com by the client linking their bank account or credit card or directly through a Schwab brokerage account.

Fees are paid in advance. If the client decides to terminate their contract, they will be refunded a prorated amount for the days remaining days in the month or quarter. Refunds will be issued within fourteen days.

Payment of Project-Based Financial Planning Fees

Financial planning fees are paid using AdvicePay.com by the client linking their bank account or credit card.

Fixed fee projects require for half of the fee to be collected at the beginning of the process. The remainder is due upon completion of the work. If the client decides to terminate their contract, the upfront fee will be non-refundable, and no further fees will be charged.

Hourly rate work is collected upon completion. If the client decides to terminate their contract, any fees for the hours already worked will be due.

C. Client Responsibility for Third Party Fees

Clients are responsible for the payment of all third-party fees (i.e. custodian fees, brokerage fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by MS. Please see Item 12 of this brochure regarding broker-dealer/custodian.

D. Outside Compensation for the Sale of Securities to Clients

Neither MS 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.

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

MS does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7: Types of Clients

MS generally provides advisory services to the following types of clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals
- ❖ Corporations

There is no account minimum for any of MS's services.

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

A. Methods of Analysis and Investment Strategies

Methods of Analysis

MS's methods of analysis include Quantitative analysis and Technical analysis.

Technical and quantitative analysis use stock prices and volume to identify market trends and probabilities. The assumption is that the market follows discernible patterns and that momentum and mean-reversion both exist. While the goal is to put the probabilities of success in your favor, the risk is that markets do not always follow patterns and relying solely on this method may not take into account new patterns that emerge over time.

Use of Artificial Intelligence in Research

MS uses artificial intelligence tools to assist with research and idea generation — for example, summarizing public filings and third-party research, explaining instruments or

strategies, and identifying securities or topics for MS to investigate further. AI tools are not a method of analysis at MS, and they do not screen, rank or select securities.

Any factual output produced by an AI tool — a price, ratio, holding, earnings figure, expense ratio, credit rating or historical return — is independently verified against primary sources such as issuer filings, custodian statements, fund prospectuses or market data providers before it informs any investment decision. All investment decisions are made by Keith Daniel Finkelstein.

Investment Strategies

Margin and short-selling strategies are available only to clients who request them and demonstrate a full understanding of the risks involved. These strategies are not recommended or implemented by default.

B. Material Risks Involved

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

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.

Margin transactions use leverage that is borrowed from a brokerage firm as collateral. When losses occur, the value of the margin account may fall below the brokerage firm's threshold thereby triggering a margin call. This may force the account holder to either allocate more funds to the account or sell assets on a shorter time frame than desired.

Short sales entail the possibility of infinite loss. An increase in the applicable securities' prices will result in a loss and, over time, the market has historically trended upward.

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.

Risks Related to the Use of Artificial Intelligence

AI tools carry risks distinct from the market risks described above. AI systems can produce output that is inaccurate, incomplete or fabricated while appearing authoritative. Underlying training data may lag current market conditions or misrepresent them. The reasoning behind a given output may not be fully reconstructable, which limits the ability to audit it. Reliance on AI output can introduce automation bias — a tendency to accept machine-generated conclusions with less scrutiny than would be applied to other sources. Output quality also depends on the quality and completeness of the information provided

to the tool. Finally, AI tools are supplied by third-party vendors whose availability, underlying models and terms of service may change.

MS mitigates these risks by limiting AI to research and drafting support, requiring independent verification of AI output against primary sources before it informs advice, and prohibiting AI systems from holding trading authority. These measures reduce, but do not eliminate, the risks described above.

C. Risks of Specific Securities Utilized

MS's use of short sales and margin transactions generally holds greater risk of capital loss. Clients should be aware that there is a material risk of loss using any investment strategy. The investment types listed below are not guaranteed or insured by the FDIC or any other government agency.

Mutual Funds: Investing in mutual funds carries the risk of capital loss and thus you may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. The funds can be of bond “fixed income” nature (lower risk) or stock “equity” nature.

Equity investment generally refers to buying shares of stocks in return for receiving a future payment of dividends and/or capital gains if the value of the stock increases. The value of equity securities may fluctuate in response to specific situations for each company, industry conditions and the general economic environments.

Fixed income investments generally pay a return on a fixed schedule, though the amount of the payments can vary. This type of investment can include corporate and government debt securities, leveraged loans, high yield, and investment grade debt and structured products, such as mortgage and other asset-backed securities, although individual bonds may be the best-known type of fixed income security. In general, the fixed income market is volatile and fixed income securities carry interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities.) Fixed income securities also carry inflation risk, liquidity risk, call risk, and credit and default risks for both issuers and counterparties. The risk of default on treasury inflation protected/inflation linked bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal. Risks of investing in foreign fixed income securities also include the general risk of non-U.S. investing described below.

Exchange Traded Funds (ETFs): An ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance.

Annuities are a retirement product for those who may have the ability to pay a premium now and want to guarantee they receive certain monthly payments or a return on

investment later in the future. Annuities are contracts issued by a life insurance company designed to meet requirement or other long-term goals. An annuity is not a life insurance policy. Variable annuities are designed to be long-term investments, to meet retirement and other long-range goals. Variable annuities are not suitable for meeting short-term goals because substantial taxes and insurance company charges may apply if you withdraw your money early. Variable annuities also involve investment risks, just as mutual funds do.

Commodities are tangible assets used to manufacture and produce goods or services. Commodity prices are affected by different risk factors, such as disease, storage capacity, supply, demand, delivery constraints and weather. Because of those risk factors, even a well-diversified investment in commodities can be uncertain.

Non-U.S. securities present certain risks such as currency fluctuation, political and economic change, social unrest, changes in government regulation, differences in accounting and the lesser degree of accurate public information available.

Past performance is not indicative of future results. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Item 9: Disciplinary Information

A. Criminal or Civil Actions

There are no criminal or civil actions to report.

B. Administrative Proceedings

There are no administrative proceedings to report.

C. Self-regulatory Organization (SRO) Proceedings

There are no self-regulatory organization proceedings to report.

Item 10: Other Financial Industry Activities and Affiliations

A. Registration as a Broker/Dealer or Broker/Dealer Representative

Neither MS nor its representatives are registered as, or have pending applications to become, a broker/dealer or a representative of a broker/dealer.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither MS nor its representatives are registered as or have pending applications to become either a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor or an associated person of the foregoing entities.

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

Neither MS nor its representatives have any material relationships to this advisory business that would present a possible conflict of interest.

D. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections

MS does not utilize nor select third-party investment advisers. All assets are managed by MS management.

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

A. Code of Ethics

MS has a written Code of Ethics that covers the following areas: Participation or Interest in Client Transactions, Personal Trading, Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Technology and Artificial Intelligence Use, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. MS's Code of Ethics is available free upon request to any client or prospective client.

B. Recommendations Involving Material Financial Interests

MS does not recommend that clients buy or sell any security in which a related person to MS or MS has a material financial interest.

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of MS may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of MS to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. MS will always document any transactions that could be construed as conflicts of interest and will never engage in

trading that operates to the client's disadvantage when similar securities are being bought or sold. MS's policy prohibits front-running and all employee transactions are reviewed by the Chief Compliance Officer for fairness and compliance.

D. Trading Securities At/Around the Same Time as Clients' Securities

From time to time, representatives of MS may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of MS to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest; however, MS will never engage in trading that operates to the client's disadvantage if representatives of MS buy or sell securities at or around the same time as clients.

Item 12: Brokerage Practices

A. Factors Used to Select Custodians and/or Broker/Dealers

Custodians/broker-dealers will be recommended based on MS's duty to seek "best execution," which is the obligation to seek execution of securities transactions for a client on the most favorable terms for the client under the circumstances. Clients will not necessarily pay the lowest commission or commission equivalent, and MS may also consider the market expertise and research access provided by the broker-dealer/custodian, including but not limited to access to written research, oral communication with analysts, admittance to research conferences and other resources provided by the brokers that may aid in MS's research efforts. MS will never charge a premium or commission on transactions, beyond the actual cost imposed by the broker-dealer/custodian.

MS will ask clients to use Charles Schwab.

1. Research and Other Soft-Dollar Benefits

MS has no formal soft dollars program in which soft dollars are used to pay for third party services. MS may receive research, products, or other services from custodians and broker-dealers but they are not in connection with client securities transactions.

2. Brokerage for Client Referrals

MS receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

3. Clients Directing Which Broker/Dealer/Custodian to Use

MS will require clients to use a specific broker-dealer to execute transactions. Not all advisers require clients to use a particular broker-dealer. If Client elects to use a custodian other than the custodian suggested by MS then MS may not be able to negotiate the best commission rates.

B. Aggregating (Block) Trading for Multiple Client Accounts

If MS buys or sells the same securities on behalf of more than one client, then it may (but would be under no obligation to) aggregate or bunch such securities in a single transaction for multiple clients in order to seek more favorable prices, lower brokerage commissions, or more efficient execution. In such case, MS would place an aggregate order with the broker on behalf of all such clients in order to ensure fairness for all clients; provided, however, that trades would be reviewed periodically to ensure that accounts are not systematically disadvantaged by this policy. MS would determine the appropriate number of shares and select the appropriate brokers consistent with its duty to seek best execution, except for those accounts with specific brokerage direction (if any).

Item 13: Review of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

All client accounts for MS's advisory services provided on an ongoing basis are reviewed at least quarterly by Keith Daniel Finkelstein with regard to clients' respective investment policies and risk tolerance levels. All accounts at MS are assigned to this reviewer.

Account reviews are conducted by Keith Daniel Finkelstein. MS does not use artificial intelligence or automated systems to solely conduct account reviews or to determine when a review is required.

If you are only engaging our firm in financial planning services, we will work with you to review your held away investment accounts that we provide advice to you on but will not be monitoring or reviewing those held away investment accounts, unless otherwise agreed upon as part of your financial planning engagement.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

C. Content and Frequency of Regular Reports Provided to Clients

Each client of MS's advisory services provided on an ongoing basis will receive a quarterly report detailing the client's account, including assets held, asset value, and calculation of fees. This written report will come from the custodian.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

MS does not receive any economic benefit, directly or indirectly from any third party for advice rendered to MS's clients.

Please refer to Item 12 - Brokerage Practices in this firm brochure for disclosures on research and other benefits we may receive resulting from our relationship with Charles Schwab.

B. Compensation to Non – Advisory Personnel for Client Referrals

MarketStrats, LLC no longer receives new client referrals from Zoe Financial. A small number of existing clients were originally referred through Zoe, and MarketStrats continues to pay a quarterly solicitor fee for those clients in accordance with their original agreements. Most referred relationships have since been transitioned or bought out.

Item 15: Custody

When advisory fees are deducted directly from client accounts at client's custodian, MS will be deemed to have limited custody of client's assets and must have written authorization from the client to do so. Clients will receive all account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy. Form ADV Item 9A is answered 'yes' solely due to the ability to deduct advisory fees from client's account(s) held at a qualified custodian. In all cases MS with the safekeeping requirements in 69W-600.0132(2)(a)-(d) of the Florida Administrative Code. MS does not maintain physical custody of client assets and all funds are held at qualified custodians.

Item 16: Investment Discretion

MS provides discretionary investment advisory services to clients. The advisory contract established with each client sets forth the discretionary authority for trading. Additionally, Clients must have their assets held at Charles Schwab for MS to manage. MS generally manages the Client's account and makes investment decisions without consultation with the Client as to when the securities are to be bought or sold for the account, the total amount of the securities to be bought/sold, what securities to buy or sell, or the price per share. In some instances, MS's discretionary authority in making these determinations may be limited by conditions imposed

by a client (in investment guidelines or objectives, or client instructions otherwise provided to MS. Clients with discretionary accounts will execute a limited power of attorney to evidence discretionary authority. Clients may, but typically do not, impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs. Clients grant MS discretionary authority to manage assets via a limited power of attorney, which is part of the account opening process.

Item 17: Voting Client Securities (Proxy Voting)

MS will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

Item 18: Financial Information

A. Balance Sheet

MS neither requires nor solicits prepayment of more than \$500 in fees per client, six months or more in advance, and therefore is not required to include a balance sheet with this brochure.

B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Currently, neither MS nor its management has any financial condition that is likely to reasonably impair MS's ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

MS has not been the subject of a bankruptcy petition in the last ten years.

D. Succession Agreement

MS has a formal succession agreement with Congress Wealth Management, LLC to ensure continuity of services in the event of the death or incapacity of the firm's principal.

Item 19: Requirements for State Registered Advisers

A. Principal Executive Officers and Management Persons; Their Formal Education and Business Background

MS currently has only one management person: Keith Daniel Finkelstein. Education and business background can be found on the individual's Form ADV Part 2B brochure supplement.

B. Other Businesses in Which This Advisory Firm or its Personnel are Engaged and Time Spent on Those (If Any)

Other business activities for each relevant individual can be found on the Form ADV Part 2B brochure supplement for each such individual.

C. Calculation of Performance-Based Fees and Degree of Risk to Clients

MS does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

D. Material Disciplinary Disclosures for Management Persons of this Firm

There are no civil, self-regulatory organization, or arbitration proceedings to report under this section.

E. Material Relationships That Management Persons Have with Issuers of Securities (If Any)

See Item 10.C and 11.B.