

Sgroi Wealth Advisory Group LLC

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**Firm Brochure
(Part 2A of Form ADV)**

March 30, 2026

This brochure provides information about the qualifications and business practices of Sgroi Wealth Advisory Group LLC. If you have any questions about the contents of this brochure, please contact us at (716) 674-6700 or by email at www.sgroilawley.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”), or by any state securities authority. References herein to Sgroi Wealth Advisory Group LLC as a registered investment adviser, or any reference to being registered, does not imply a certain level of skill or training.

Additional information about Sgroi Wealth Advisory Group LLC is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 - Material Changes

Pursuant to SEC regulations, this Material Changes section of the Form ADV Part 2A (“Disclosure Brochure”) is updated at least annually, or more frequently, if/when material changes have occurred since the previous release of the Disclosure Brochure. In the event there have been material changes made to this Disclosure Brochure, clients of Sgroi Wealth Advisory Group LLC will receive a copy of this Material Changes page which summarizes those noteworthy changes, along with an offer to receive the full Disclosure Brochure free of charge.

Material Changes since the Last Update

As determined by that review, clients are herein informed of the following Material Changes affected by the Firm since its last amended submission on October 2, 2025:

Effective January 1, 2026, Sgroi Lawley Group, LLC has merged with Georgetown Lawley, LLC to create Lawley Sgroi Georgetown, LLC, which will now be the 100% owner of Sgroi Wealth Advisory Group, LLC.

We have added the following individuals as affiliated advisers to our firm:

Joseph Shaw, Todd Tevins, Laura Cooley, James Patrick Rehak, James J. Rehak, Jr. and Ryan Miller

Their qualifications, business background and disciplinary disclosures (if any) are described in their respective brochure supplements (ADV Part 2B).

Certain advisers in the Firm will be able to avail themselves to LPL Financial’s technology, including their Model Wealth Portfolios (MWP), due to the Firm’s new relationship with LPL as its broker-dealer.

In accordance with SEC regulations, the Firm’s Disclosure Brochure is reviewed and updated at least annually, along with any time Sgroi Wealth Advisory Group experiences material business changes. As stated above, in the event there are material changes made to this Disclosure Brochure in the future, Sgroi Wealth Advisory Group will forward to its clients either copies of this Material Changes section outlining those changes specifically, in keeping with regulatory requirements or alternatively, provide a copy of the full Disclosure Brochure to review in its entirety.

Full Brochure Available

The Sgroi Wealth Advisory Group LLC Disclosure Brochure, (Form ADV Part 2A), Brochure Supplements (Form ADV Part 2Bs), and Client Relationship Summary or Form CRS (Form ADV Part 3), will be provided at or prior to signing your client agreement. These disclosure documents outlining the history and qualifications of our Firm and its advisors are offered as separate, free-standing documents. We also offer a copy to existing clients on an annual basis. Copies may also be requested at any time, free of charge, by contacting John Clouden, the Firm’s Chief Compliance Officer, either by telephone at (716) 674-6700 or through our website at <https://sgroilawley.com/>.

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Item 4 - Advisory Business

Firm Description

Sgroi Wealth Advisory Group LLC, (hereinafter “Sgroi Wealth Advisory” or the “Firm”), is an investment advisory firm registered with the SEC, and performs financial planning and investment management services for retail and high net worth individuals, corporate entities, pension and profit plans, charitable organizations, and trusts. Sgroi Wealth Advisory is a privately held limited liability company owned 100% by Lawley Sgroi Georgetown, LLC which in turn is owned by Lawley Service Incorporated and Lawley PPC Investor LLC, who hold ownership percentages of 41.43% and 39.515%, respectively, and twenty-one (21) individual owners with none owning more than 2.3%. In conjunction with its registration with the SEC, the Firm is also notice filed to conduct advisory business in the States of New York, Florida, Georgia, Illinois, North Carolina, South Carolina, Tennessee and Texas, as required by those respective states’ registration requirements. The Firm is headquartered in West Seneca, New York, with satellite office in Williamsville, New York.

In January 2026 Sgroi Wealth Advisory partnered with Georgetown Lawley Group (“Georgetown Lawley”), an affiliated financial planning and investment management firm owned by Sgroi Lawley Group, LLC. This strategic integration of the two practices has resulted in Lawley Sgroi Georgetown, LLC. This partnership allows Sgroi Wealth Advisory and Georgetown Lawley the ability to leverage efficiencies by combining operations and resources to advance the suite of services provided to their respective clientele. Importantly, the management or control persons of Sgroi Wealth Advisory are the same persons who will be overseeing Lawley Sgroi Georgetown, LLC, and we do not anticipate that the services that are being provided will materially change. The investment management that is available to Sgroi Wealth Advisory clients will now be made available to Georgetown Lawley and offer additional investment opportunities for its clients.

Sgroi Wealth Advisory provides personalized confidential financial planning, investment management and related consulting services to its clientele. Recommendations to clients are made based on consultation with the client and analysis of each client’s specific financial background, values, and needs, along with your financial objectives and risk tolerance and may include the following services based upon the client’s objectives:

Cash flow management
Insurance review
Investment management

Tax planning
Financial planning
Retirement planning Education funding
Estate planning

Within the context of providing these services, clients can place restrictions on the

types of securities to be held within their portfolios. Sgroi Wealth Advisory, at this time, does not offer its clients wrap fee programs. These programs charge a single fee for an investment program that bundles together a suite of services, such as brokerage, advisory, research and management.

Sgroi Wealth Advisory views its role as pursuing for its clients a superior return on investments consistent with clients' desires for responsible management of assets focused on the achievement of the individual goals of the clients. We seek to accomplish this by investing in securities that we believe have greater potential for growth and an eye toward stability of principal.

Sgroi Wealth Advisory is a fee-only advisory firm and does not provide commission-based investment products to its clients within their advisory accounts. Clients utilizing the Firm's investment management services are charged a fee based upon the assets under management with Sgroi Wealth Advisory in accordance with our fee billing practices as further described in Item 5 below. . At the discretion of the Firm, client assets not managed by Sgroi Wealth Advisory may be aggregated with a client's managed account balances to reduce their management fee percentage. Please refer to Item 5 for additional information related to our fee billing.

Some Investment Advisor Representatives (IARs) of the Firm are licensed insurance agents with unaffiliated insurance agencies and when deemed appropriate for a Firm client, will recommend insurance-related products,. Should a client purchase the insurance, the IAR will receive normal and customary commissions from the insurance agency. Sgroi Wealth Advisory does not receive any portion of the commission income from such transactions. However, the receipt of such compensation by the IAR creates a conflict of interest because there is an incentive for the IAR to recommend insurance products since they will receive commissions. Please refer to Item 10 for important additional information, including steps taken by the Firm to address the conflict.

Investment management services are mainly provided to clients on a discretionary basis. This means that Sgroi Wealth Advisory can act on the client's behalf without prior consultation. The Firm will provide its investment management services on a non-discretionary basis, if specifically requested by a client and agreed to by the Firm. Non-discretionary means the IAR will contact the client to discuss investments before they are implemented.

Sgroi Wealth Advisory does not act as a custodian of client assets; rather, it recommends clients use either Charles Schwab & Co., Inc., (hereinafter " Charles Schwab") , LPL Financial ("LPL"), or IPX Retirement ("IPX") as their independent custodian, dependent upon the needs and desires of the Client.

When deemed by Sgroi Wealth Advisory to be in the best interest of the Firm's advisory clients, the Firm may, at its discretion, elect to use the services of other custodians.

At the inception of the client engagement, IARs will meet with the client to complete a “Fact Finder” document, wherein important information about the clients investment needs are captured. Based on this fact finding, Sgroi Wealth Advisory will analyze the needs of the client and recommend an investment portfolio. During this process, the IAR will discuss and present the IAR’s evaluation of that client's initial situation. Generally, account reviews with clients are conducted at least annually by the IAR and periodic interim reviews are also conducted as needed with clients to review the client’s portfolio and to provide reminders as to the specific courses of action that need to be taken.

Other professionals (e.g., lawyers, accountants, insurance agents, etc.) may be engaged directly by the client and as recommended by Sgroi Wealth Advisory on an as-needed basis and with client approval to assist with estate and retirement planning. Should any conflicts of interest arise with respect to such engagements, the client will be notified and will receive written disclosure as to the conflict.

An initial meeting with a prospective client, which may be by telephone or in person, is free of charge and is considered an exploratory discovery interview to determine if/or the extent to which the financial planning or investment management services offered by Sgroi Wealth Advisory may be beneficial and appropriate to the client. In the event, as a result, the Firm is engaged by the client to provide those services, an advisory agreement is executed between the parties which defines the nature and cost of the services contracted.

The Firm’s asset management philosophy is based on a simple proven premise that greater and more consistent gains are likely by investing in a diverse portfolio of securities suitable with the client’s investment objectives, risk tolerances, and time horizons. This philosophy stresses minimizing the risk of permanent loss of capital. So, by consistently losing less, greater returns can be made in the long-run. Equity and income investments are evaluated for quality and suitability on an ongoing basis. Each client’s IAR places emphasis on having an intimate familiarity with the various holdings within their specific investment portfolio. In selecting the securities to be added to a client’s portfolio, a due diligence review is conducted by the Firm’s Investment Committee to ensure the viability of options available to the IARs. Research into prospective securities may be focused on quantitative elements and/or technical analyses of the securities being considered.

Sgroi Wealth Advisory can adjust its asset allocation models between stock, bonds, and money market funds, based on shifting market trends. Individual portfolios may be invested in a mix of securities such as stocks, exchange-traded funds (ETFs), corporate bonds, government bonds and money market funds. The actual mix among these securities alternatives is determined by their relative attractiveness at a specific time, coupled with domestic and international economic climates and market conditions.

Portfolios always remain in the client’s name, with Charles Schwab acting as Sgroi

Wealth Advisory's primary account custodian. While Sgroi Wealth Advisory is granted discretionary authority of their managed assets by clients, the Firm does not maintain physical custody of clients' managed assets. Please refer to Item 15 for further disclosures regarding custody of clients' assets.

Clients receive quarterly statements from their account custodians along with periodic status reports that set forth the results for the previous quarter and for the year-to-date. These reports are augmented by personal meetings at least annually or more frequently if desired by the client or their IAR.

Principal Owners

As previously stated, the principal owner of Sgroi Wealth Advisory is Lawley Sgroi Georgetown, LLC, which in turn is owned by Lawley Service Incorporated and Lawley PPC Investor LLC, who hold ownership percentages of 40.48% and 38.61%, respectively, and twenty-four (24) individual owners with none owning more than 2.34%.

Types of Advisory Services

Sgroi Wealth Advisory provides investment supervisory services, also known as investment management services, as well as financial planning and consultative services to its clients.

Investment Management Services

Investment management services offered entail the active management of investment accounts, furnishing of investment advice through consultations with clients, issuing periodic newsletters or special reports to clients about securities and market conditions or trends and evaluating securities held by clients to foster an understanding of their assets relative to their stated goals and objectives.

Also, as part of the Firm's investment management services, Sgroi Wealth Advisory makes available to certain clients LPL's sponsored wrap program to its clients known as MWP:

- *Model Wealth Portfolios ("MWP")* – The MWP program is a managed mutual fund and exchange-traded fund ("ETF") asset allocation program. Clients invest in one or more model portfolios designed by LPL's Research Department or a third-party investment strategist.

Under the MWP program, LPL and Sgroi Wealth Advisory provide ongoing investment advice to the Firm's clients that are invested in the program. Initially, a Sgroi Wealth Advisory IAR will obtain necessary client financial data and assist the client in determining whether the program is appropriate and which asset allocation model(s) in the program is

best suited for the client's overall investment objectives and guidelines.

Each client entering into an LPL program, will be provided a written LPL disclosure brochure that outlines in detail the services provided and fees charged, along with other important information about the selected program. Clients should thoroughly read the brochure upon receipt.

The LPL MWP Program may not be suitable for, and therefore is not offered to, all of the Firm's clients.

Clients receiving investment management services grant the Firm either discretionary or non-discretionary authority over their account assets. As stated above, this authorization is granted within the advisory agreement signed by the clients at the beginning of the engagement. Please refer to Item 16 below for further details regarding the Firm's discretionary authority. Client accounts will only be cash accounts. No margin accounts will be managed by the Firm.

Financial Planning and Consulting Services

Financial planning services are provided to clients to assist them in pursuing both short- and long-range financial goals. This is accomplished through a process of collecting client information about the client's current financial condition, clarification of their goals, identification of their past efforts and current abilities in pursuit of their goals and ongoing progress reviews relative to any actions taken.

For financial planning clients, information regarding a client's personal and financial situation and objectives is collected by the assigned IAR through a confidential interview process. This data is analyzed and a plan, with specific recommendations, will be presented to clients if/and when deemed by the IAR to be appropriate and in the client's best interest to do so. With or without a written financial plan, clients will be provided with recommendations by the IAR based upon the analysis of their financial situation, objectives and risk tolerances.

All aspects of the client's financial affairs are reviewed, including those of their dependents, if any. Realistic and measurable goals are set and objectives to reach those goals are defined. As goals and objectives change over time, suggestions are made and implemented on an ongoing basis. Key suitability parameters for each advisory client are developed at the outset of the advisory relationship. These suitability factors are reviewed with clients on an annual basis and updated as necessary.

Based on each client's objectives and suitability factors identified in their suitability documents, the advisor will develop a plan with each client that focuses primarily on either income generation or growth of equity assets. Fees differ between these two portfolio management options and are listed in the respective advisory agreement presented to the client. Asset management fees are negotiable, as with fees for the Firm's other advisory services, and are assessed in advance for clients utilizing Charles Schwab or IPX as their

account custodian.

A financial plan, if provided, generally provides a net worth statement, a cash flow statement, a review of investment accounts (including assessment of past asset allocations), asset repositioning recommendations, strategic tax planning, education planning with funding recommendations, retirement account(s) and plan reviews including recommendations, insurance policies' review and recommendations for changes, if necessary, and estate planning recommendations.

Financial planning recommendations are based on the client's financial situation at the time of creation and are based on financial information disclosed by the client to Sgroi Wealth Advisory. Clients are advised that certain assumptions are made with respect to interest and inflation rates and use of past trends and performance of the market and economy. However, past performance cannot be relied on as an indication of future performance. We cannot offer guarantees or promises that the client's financial goals and objectives will be met.

Clients receiving financial planning services are not required or obligated to implement any of the recommendations provided by the Firm at any time either with Sgroi Wealth Advisory or with any other firm. Clients retain the right at all times to decide whether to act upon any recommendations and may follow or disregard, wholly or in part, any information, recommendation, or advice provided by the Firm. Should a client decide to follow any investment recommendations, typically investment management services are provided by Sgroi Wealth Advisory, unless a client decides otherwise. Should a client elect to use Sgroi Wealth Advisory to implement our financial planning recommendations, be aware this creates a conflict of interest since Sgroi Wealth Advisory will receive fees, compensation and/or other concessions for implementing such recommendations.

Based on a client's needs, Sgroi Wealth Advisory will furnish consulting services to clients on matters not involving securities, such as taxation, trust management and estate planning, but which are directly related to the ongoing management of client assets. However, the Firm does not act in any capacity as a tax or legal advisor to our clients, and none of the recommendations provided should be interpreted as specific tax or legal advice.

Other Important Information

The Firm does not provide its services to any wrap fee program, as that term is defined in the instructions to Form ADV Part 2.

The Firm will not assume any responsibility for the accuracy of the information provided by the client. The Firm is not obligated to verify any information received from the client or from the client's other professionals (e.g., attorney, accountant, etc.) and is expressly authorized to rely on such information. Under all circumstances, clients are responsible for promptly notifying the Firm in writing of any material changes to the client's financial situation, investment objectives, time horizon, tax status, risk tolerance or other material

information that the Firm may have relied upon in rendering its services. If a client notifies the Firm of such changes, the Firm will review the changes and may recommend revisions to the client's financial plan and/or portfolio.

The Firm is compensated for our advisory services to clients through investment management-based fees, fixed fees, or hourly fees. The fee structure is determined by the types of services selected by the clients. Sgroi Wealth Advisory fees do not include fees charged by third-parties, such as custodian fees, brokerage fees, and fees charged by mutual funds. Please refer to Item 5 below for details regarding the fees charged by the Firm and third-parties.

As of December 31, 2025, Sgroi Wealth Advisory had approximately \$1,357,154,362 under management for 5,422 advisory clients within 7,676 client accounts. As previously stated, all assets are managed on a discretionary basis.

Tailored Relationships

The goals and objectives for each client are documented in our client relationship management system. Investment strategies are then created that reflect the stated goals and objectives of each client. Clients retain the option of imposing restrictions on investing in certain securities or types of securities.

Investment Management Agreement

Clients that choose to have Sgroi Wealth Advisory manage their assets are required to sign an Investment Management Agreement, which defines the manner in which their assets will be managed and the fees assessed by the Firm.

Sgroi Wealth Advisory's Investment Management Agreement provides for cash flow management, insurance review, investment management, education planning, retirement planning, estate planning and tax planning, along with the implementation of recommendations within each area. Under the terms of the Agreement, investable assets are managed by the Firm in pursuit of the client's goals in each of these areas.

Investment Management services are seen as ongoing and the Agreement is self-renewing unless terminated by either the client or the Firm, in accordance with the terms outlined in such Agreement.. Amendments to the Investment Management Agreement, including changes to the fees paid to the Firm, upon written notification to the client.

Clients receive quarterly statements from their account custodian(s) which identify the account balance, fees deducted and, in some cases, the formula used in the calculation of the deducted fees. For clients terminating their advisory agreement prior to the end of a quarter for which they have been billed in advance, the Firm will provide a pro rata

refund of any prepaid unearned fees based upon the number of days remaining in the calendar quarter from the effective date the termination (i.e., 30 days after notice is provided) . Refunded fees will be either credited back to the client's advisory account prior to the transfer out of the account or a check mailed directly to the client.

Sponsored Program

The total program fees charged under the MWP program are fully outlined in the LPL disclosure brochure and the program agreement entered into between LPL, the client, and Sgroi Wealth Advisory. The Firm and its IARs receive a portion of the annual program fee for providing advisory services. The fee received by Sgroi Wealth Advisory and its IARs is based on a negotiated percentage of the maximum program fee and varies depending on the extent of services being provided.

The program fees for the MWP program are negotiable and calculated by LPL at the beginning of each quarter based on the value of the client's assets invested in the program as of the close of business on the last day of the preceding quarter. LPL will deduct the full program fee from the client's program account as authorized by the client in the program agreement, unless other arrangements have been agreed to in writing, and will pay Sgroi Wealth Advisory its advisory fee. LPL's refund policy is fully outlined in the LPL disclosure brochure for this program, which is provided to program clients and should be fully reviewed upon receipt.

Asset Management

A minimum account value is not required to open an investment\ management account.

IARs generally recommend that clients allocate their investment assets to various types of securities deemed by the IAR to be suitable and consistent with the client's investment goals, objectives, and risk tolerance. These may include, but are not limited to, the following:

Exchange-listed securities	Over-the-counter securities
Foreign securities	Warrants
Corporate debt securities	Commercial paper
Certificates of deposit	Municipal securities
Mutual funds	Exchange-traded funds
U.S. Government securities	
Oil and gas / RE partnerships	

Some of the above types of securities carry additional fees that are charged to clients, which are discussed in more detail in Item 5 below. . Initial public offerings (IPOs) are available to clients through Sgroi Wealth Advisory as well, subject to pre-transaction approval of the Firm's Chief Compliance Officer (CCO).

Termination of Agreements

Either Sgroi Wealth Advisory or the client may terminate any of the aforementioned agreements at any time by notifying the other party in writing thirty (30) days prior to the termination date. As previously stated above, clients terminating an investment management agreement prior to the end of a calendar quarter will receive a prorated refund of any prepaid unearned fees based on the number of days remaining in the calendar quarter from the effective date of termination. Since financial planning and consulting fees are billed upon completion of services, clients terminating from these types of agreements may be billed on a prorated basis using the Firm's hourly billing rate of \$250 per hour for the hours expended up to the effective date the termination.

In addition, Sgroi Wealth Advisory reserves the right to terminate any advisory engagement where a client has willfully concealed or has refused to provide pertinent information about financial situations when necessary and appropriate, in Sgroi Wealth Advisory's judgment, to providing proper financial advice. Any unearned portion of fees paid in advance will be refunded to the client.

Item 5 - Fees and Compensation

Description of Fees

The Firm's fees are reflective of Sgroi Wealth Advisory's policy of providing personalized high-quality service to our clients.

Consulting Services Fees

Fees charged by Sgroi Wealth Advisory for consulting services are dependent upon the services rendered to the client and may be either fixed or hourly. The specific services in these areas elected by the client, and their respective fees, are defined in the Consulting Services Agreement executed with the client upon engaging the services of the Firm. Fees for consulting services may be negotiable or waived at the discretion of the IAR or the Firm.

Consulting services generally entail ongoing discussions and/or reviews of generalized advisory issues not specifically related to financial planning or investment management (i.e. divorce consulting). These services are usually provided on a limited or ongoing basis, as defined by specific client needs and outlined in their Financial Planning & Consulting Agreement. Clients are billed on an hourly fee basis at the Firm's standard rate

of \$250 per hour, in fifteen (15) minute increments.

Consulting services are billed to clients either upon completion of each specific consultation or cumulatively on a quarterly basis for ongoing consulting services, as specified in the Agreement. For the services billed upon completion of work, Sgroi Wealth Advisory will send an invoice to the client, which will include the number of hours spent and the amount due and payable. For clients receiving ongoing consulting services, the Firm will send an invoice at the end of each quarter, which will outline the hours and amount due and payable.

Investment Management Services Fee

Clients utilizing Sgroi Wealth Advisory's ongoing investment management services are required to execute an Investment Management Agreement and Investment Policy Statement or Client Profile, which define each client's investment objectives and risk parameters, the management services to be provided by the Firm and the investment management fee to be charged for those services. The fee for those management services is based on a percentage of the market value of assets under management at the end of each calendar quarter and billed in advance for the next quarter.

For the purpose of fee calculation, only client assets managed by the Firm are aggregated, affording the client the lowest fee percentage whenever possible. For billing purposes only, the value of a Client's assets under management will be aggregated with the asset under management values of a client's husband, wife, domestic partner, son, or daughter living at the same mailing address, which will potentially lower the applicable asset management fee assessed with Sgroi Wealth Advisory Group. Any potential fee aggregation for the MWP portfolios will be done in accordance with LPL's direction. As previously noted, the Firm will allocate client assets to management models mutually agreed upon with the client and consistent with each client's investment objectives and suitability parameters.

As previously stated, investment management fees are negotiable, on a case-by-case basis and at the discretion of the Firm and usually based on the complexity of services and specific needs of a client. Unless stipulated otherwise in a client's Investment Management Agreement, annual investment management fees for clients utilizing Charles Schwab as their custodian and engaging the Firm for investment management services are as follows:

<u>Account Value</u>	<u>Annual Advisory Fee</u>
< \$250,000	1.25%
\$250,000 - \$1,000,000	1.00%
\$1,000,001 - \$2,500,000	0.85%
\$2,500,001 - \$5,000,000	0.60%
> \$5,000,000	0.50%

Fixed Income Only

0.50%

Clients utilizing IPX Retirement as custodian of their 403(b) accounts are assessed an annual fixed management fee that is based on a percentage of the client's total assets under management (including cash, cash equivalents, and margin balance). The fee ranges from 0.50% to 1.25% and is determined by the Firm based on the complexity of services and specific needs of a client. In general, investment management fees may be reduced by the advisor at any time, with notification of the reduction relayed to the client.

When a client has a managed account that is set up as a margin account, the Firm's investment management fee will be based on the full value of the account's assets under management without regard to the amount of margin debt on the account. Clients need to be aware that buying investments using margin increases the amount of fees paid to Sgroi Wealth Advisory. This creates a conflict of interest. In addition, a client with a margin account is charged margin interest by the custodian on the margin debit balance in the client's account. Please refer to Items 4 and 8 for additional information regarding the conflicts and risks surrounding margin accounts.

Clients utilizing SpiderRock Platform Services, LLC, a sub-adviser of Sgroi Wealth Advisory Group, hereinafter SpiderRock, shall be charged a fee of approximately 0.50% – 0.85%, depending on the type of service elected by the client, directly payable to SpiderRock, along with a management fee determined by the advisor on a case-by-case basis. Clients utilizing Aperio Group, LLC, hereinafter Aperio, a sub-adviser of Sgroi Wealth Advisory Group, shall be charged a fee of approximately 0.22% directly payable to Aperio, along with a management fee determined by the advisor on a case-by-case basis.

All investment management fees are billed quarterly in advance and are based on a percentage of each client's assets under management on the last business day of each calendar quarter, as valued by the client's account custodian(s). Client account balances may be aggregated for the purpose of fee calculations.

New investment management accounts, once established, are assessed a pro rata portion of the annual fee based on the number of days left in the quarter in which the account is established. These fees are deducted directly from the client's advisory accounts by their custodian, as agreed upon in their Investment Management Agreement, and forwarded to Sgroi Wealth Advisory by the custodian.

It is the client's responsibility, and not the custodian's, to verify the accuracy of The Firm's investment management fee. Clients will receive a periodic (at least quarterly) account statement from their custodian, which will reflect, among other things, all advisory fees debited by the custodian and paid to the Firm. Clients are urged to compare statements received by third parties, such as the client's custodian, with any statements sent by Sgroi Wealth Advisory.

Additional Fee Billing Information

Should a client elect to terminate their Agreement(s) with the Firm, any prepaid unearned fees paid will be refunded to the client and any earned unpaid fees will be due and payment upon termination.

The fees charged by Sgroi Wealth Advisory are negotiable at the Firm's sole discretion. Clients should know that the Firm has current financial planning clients and investment management clients that pay fees that are higher and lower than the fees reflected above.

Client fees may be changed at the discretion of the Firm, but only in accordance with the terms of the Agreement entered into between the client and Sgroi Wealth Advisory.

Other Fees

Sgroi Wealth Advisory fees do not include third-party fees, including custodian fees, brokerage fees, transaction costs/commissions, retirement plan administration fees, margin interest, odd-lot differential fees, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes.

A client's account that is invested in mutual funds and ETFs will also be subject to certain fees and expenses, which are imbedded in the price of the mutual fund or ETF (i.e., expense ratio). Mutual funds can also charge a distribution fee (e.g., 12b-1 fee), and in some cases, a front-end load (i.e., commission) or deferred sales or surrender/redemption charges. In addition, some open-end mutual funds offer different share classes of the same fund portfolio, and one share-class can have higher expenses and fees than another share class. The most economical share class is dependent on a number of factors, including but not limited to the amount of time the shares are held by a client and the amount a client will be investing. Mutual fund expenses and fees vary by mutual fund, so it is important to read the mutual fund prospectus to fully understand all applicable fees and expenses. Transaction costs also factor into the overall costs when investing in mutual funds. Such costs can be charged by the broker-dealer for both purchases and redemptions. Some custodians offer certain higher share class mutual funds for purchase at no transaction cost. Therefore, there can be times when the Firm will purchase a more expensive share class if it has been determined, based on facts and circumstances that such transaction would be the most economical for a client. The Firm also will transfer a client into a lower cost share class at a later date if it determines such transfer is beneficial for the client and a lower share class is available. In addition, for new clients that hold any mutual funds upon account opening, Sgroi Wealth Advisory will usually determine whether such mutual funds remain suitable for the client's current investment objectives and if believed that they are, then the Firm will check to see if a lower cost share class for each mutual fund is available and transfer the client's mutual

fund holding into such share class, if deemed appropriate and in the client's best interest. However, there have been times in the past, and can be in the future, when the Firm does not have access to lower cost share classes. This can mainly happen when a client's custodian does not offer a lower cost share class for some or all of the mutual funds bought for and/or held in clients' accounts, or the investment amount does not meet the share class minimum investment requirement.

The fees charged to a client's account lower the overall performance of the account. The third-party fees and expenses described above are separate from and in addition to the fees charged by Sgroi Wealth Advisory and the Firm does not receive or share in any of the third-party fees. Clients should carefully review all third-party fees, together with the fees charged by Sgroi Wealth Advisory to fully understand the total amount of fees to be paid by a client. Only then will a client be able to fully evaluate the advisory services being provided and the fees being paid.

Item 6 - Performance-Based Fees

Performance-Based Fees

Sgroi Wealth Advisory's fees are not based on a share of the capital gains or capital appreciation of managed securities. Such performance-based fee structures could present the Firm with a potential conflict of interest in which the Firm or an IAR might be incentivized to recommend an investment or investment strategy that could carry a higher degree of risk to the client in pursuit of increased performance, which would in turn generate higher fees for the Firm and/or IAR.

Item 7 - Types of Clients

Description

Sgroi Wealth Advisory's clients are comprised primarily of individuals but also include high net worth individuals, corporations, and pension and profit-sharing plans. Client relationships vary in scope and length of service.

Account Minimums and Other Conditions

Sgroi Wealth Advisory does not require a minimum account size to engage a new client or retain an existing client. Investment Management fees, however, do vary based on the amount of assets under management by the Firm and clients with smaller accounts pay a higher percentage rate on their annual fees than the fees paid by clients with greater amount of assets under management.

When the Firm provides investment advice to a client, the Firm is deemed a fiduciary under certain federal regulations, and within the meaning of Title I of the Employee Retirement Income Security Act ("ERISA") and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way the Firm makes money creates conflicts of interest; however, as a fiduciary, Sgroi Wealth Advisory and the Firm's supervised persons are required to always act in clients' best interests, which means the Firm and our supervised persons must, at a minimum take the following steps:

- Meet a professional standard of loyalty and care when making investment recommendations.
- Always put our clients' interests ahead of our own when making recommendations and providing services.
- Disclose all conflicts of interest and how the Firm addresses such conflicts.
- Adopt and follow policies and procedures designed to help ensure that we give advice and provide services that remain in each client's best interest.

- Charge an advisory fee that is reasonable for our services.
- Not provide, or withhold, any information that could render our advice and/or services misleading.

If a client's account is a pension or other employee benefit plan governed by ERISA, the Firm may be an ERISA fiduciary to the plan. In providing investment management services, the sole standard of care imposed upon the Firm is to act with the care, skill, prudence and diligence under the circumstances then prevailing that a prudent man acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims. Sgroi Wealth Advisory will provide certain required disclosures to the "responsible plan fiduciary" (as such term is defined in ERISA) in accordance with Section 408(b)(2), regarding the services the Firm provides and the direct and indirect compensation received from such clients. Generally, these disclosures are contained in this Form ADV Part 2A, the Client Agreement and/or in separate ERISA disclosure documents and are designed to enable the ERISA plan's fiduciary to: (1) determine the reasonableness of all compensation received by Sgroi Wealth Advisory ; (2) identify any potential conflicts of interests; and (3) satisfy reporting and disclosure requirements to plan participants.

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

Methods of Analysis

In developing investment strategies for advisory clients, the Firm may employ long-or short-term purchases, trading of securities within thirty (30) days, short sales, margin accounts and option writing. The development of these strategies is based on a variety of information sources and methods of securities analysis. Information sources include financial publications, research acquired from outside sources, corporate rating services and company press releases, along with annual reports, prospectuses and SEC filings. Specific securities may be evaluated through the use of charting, fundamental, technical and/or cyclical analysis methods.

Other sources of information that Sgroi Wealth Advisory may use include Morningstar Advisor Workstation, Riskalyze, FactSet, Third Party Review and Proprietary Research. Internet or related types of informational sources relative to securities and securities markets may also be utilized.

Investment Strategies

The primary investment strategy used on client accounts is strategic asset allocation. This approach seeks to maximize gains while minimizing risk through the use of diversification of investments across a broad spectrum of domestic and foreign asset classes. Portfolios are globally diversified in this manner to control the risk associated

with individual market sectors.

The investment strategy for a specific client is based upon the objectives and risk tolerance stated by the client during consultations. The client may change these objectives at any time. Each client provides the Firm with detailed information that documents their objectives, goals, and risk tolerance and their desired investment strategy. This information is reviewed with the client periodically and strategies adapted to any changes in objectives and/or suitability. As previously stated, other strategies may include long-term purchases, short-term purchases, trading, short sales, margin transactions and option writing.

Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear. Prior to entering into an Agreement with SgROI Wealth Advisory, a client should carefully consider: (1) committing to management only those assets that the client believes will not be needed for current purposes and that can be invested on a long-term basis, usually a minimum of five to seven years; (2) that volatility from investing in the stock market can occur; and (3) that over time the client's assets will fluctuate and at any time be worth more or less than the amount invested.

The market value of stocks will generally fluctuate with market conditions, and small-stock prices generally will fluctuate more than large-stock prices. Stocks of mid-capitalization companies often have greater price volatility, lower trading volume, and less liquidity than the stocks of larger, more established companies. While stocks have historically outperformed other asset classes over the long term, they tend to fluctuate over the short term as a result of factors affecting the individual companies, Industries or the securities market as a whole.

Past performance of investments does not guarantee future results.

The market value of bonds will generally fluctuate inversely with interest rates and other market conditions prior to maturity and will equal par value at maturity. Interest rates for bonds can be fixed at the time of issuance, and payment of principal and interest can be guaranteed by the issuer and, in the case of U.S. Treasury obligations, backed by the full faith and credit of the U.S. Treasury. The market value of Treasury bonds will generally fluctuate more than Treasury bills, since Treasury bonds have longer maturities.

Certain mutual funds and ETFs selected by the Firm can employ alternative or riskier strategies, such as the use of leverage, derivatives, or hedging. Leverage is the use of debt to finance an activity. For example, leverage is used when one uses margin to buy a security, such as an option, which is a derivative. Derivatives can be riskier than other types of investments because they can be more sensitive to changes in economic or

market conditions than other types of investments and could result in losses that significantly exceed the original investment. The use of derivatives may not be successful, resulting in investment losses, and the cost of such strategies can reduce investment returns. Hedging, on the other hand, occurs when an investment is made in order to reduce the risk of adverse price movements in a security. For example, hedging is used when one takes an offsetting position in a related security, such as an option or short sale. While leverage or hedging can operate to increase rates of return, it also increases the amount of risk inherent in an investment.

Clients with margin accounts should be aware that there are a number of additional risks that need to be considered when trading securities on margin. The risks associated with margin include, but are not limited to, the following:

- Clients can lose more assets than you deposit in the margin account. A decline in the value of securities that are purchased on margin can require you to provide additional funds to the brokerage firm that has made the loan to avoid the forced sale of those securities or other securities in a client's account.
- The lending brokerage firm is able to force the sale of securities in a client's account. If the equity in a client's account falls below the maintenance margin requirements under the law—or the lending brokerage firm's higher "house" requirements—the brokerage firm can sell the securities in a client's account to cover the margin deficiency. A client will also be responsible for any short fall in their account after such a sale.

It is important that clients take time to learn about the risks involved in trading securities on margin, and clients should consult with their IARs regarding any concerns they may have with their margin accounts.

Notably, all investment programs have certain risks that are borne by the investor. Clients are advised of these various types of risk and the possibility of loss of their assets.

Investment strategies utilized by the Firm are developed based on the investment objectives and risk tolerance of each client and the types of these risks they may be subjected to. The securities then selected by the Firm are those that are deemed suitable for the client according to their respective investment goals, timeframes and risk tolerances to potential losses. Our investment approach constantly keeps this risk of loss in mind.

Some additional investment risks applicable to investing in securities a client should be aware of include, but are not limited, to the following:

- *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.

- *Market Risk:* The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- *Inflation Risk:* 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.
- *Equity Risk:* Since the strategies invest in equity securities, they are subject to the risk that stock prices can fall over short or extended periods of time. Historically, the equity markets have moved in cycles, and the value of each strategy's equity securities can fluctuate significantly from day-to day. Individual companies may report poor results or be negatively affected by industry and/or economic trends and developments. The prices of securities issued by such companies can suffer a decline in response. These factors contribute to price volatility, which is the principal risk of investing in the strategies we offer.
- *Foreign Risk:* Investments in overseas markets (international securities) pose special risks, including currency fluctuation and political risks, and such investments can be more volatile than that of a U.S. only investment. The risks are generally intensified for investments in emerging markets.
- *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.

- *Political and Legislative Risk:* Companies face a complex set of laws and circumstances in each country in which they operate. The political and legal environment can change rapidly and without warning, with significant impact, especially for companies operating outside of the United States or those companies who conduct a substantial amount of their business outside of the United States.
- *Options Risk:* Below are some of the main risks associated with investing in options:
 - Clients are usually required to open a margin account in order to invest in options, which carries additional risks and would result in margin interest costs charged to the client.
 - Options prices are derived based on a number of factors, including the price of the underlying security. For this reason, options prices are generally more volatile than the price of the underlying security.
 - Options involve risk and are not suitable for all clients. Therefore, a client should read the option disclosure document, “Characteristics and Risks of Standardized Options”, which can be obtained from any exchange on which options are traded, at www.optionsclearing.com, or by calling 1-888-OPTIONS, or by contacting your broker/custodian.
- *Short Sale Risk:* Short selling involves selling securities the portfolio does not own, with the expectation of buying them back at a lower price. Losses on short positions can be unlimited and may be exacerbated by volatility.

Sgroi Wealth Advisory does not represent, guarantee, or imply that the services or methods of analysis employed by the Firm or IARs can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines.

Item 9 - Disciplinary Information

Legal and Disciplinary

Neither the Firm nor any of our associated persons have been involved in any legal or disciplinary events related to past or present investment clients.

Item 10 - Other Financial Industry Activities and Affiliations

Financial Industry Activities

Sgroi Wealth Advisory is not registered as a securities broker-dealer, a futures commission merchant, commodity pool operator or commodity trading advisor. Some associated persons of the Firm, however, are FINRA-licensed Registered Representatives of LPL Financial, a securities broker/dealer holding memberships in FINRA and SIPC. As such, they may sell products and services through LPL Financial

and receive separate and standard commissions on the sale of those products and services. Sgroi Wealth Advisory and LPL Financial are otherwise separate entities.

As referenced in Item 4 above, some of the Firm's IARs are also licensed as life and/or health insurance agents with unaffiliated insurance agencies. Should the IAR deemed it appropriate for a client, the IAR will recommend insurance products to the client. If the client purchases such insurance product(s), the IAR will receive normal and customary commissions from the insurance agency. Sgroi Wealth Advisory does not receive any portion of the commission received by the IAR. However, the receipt of such compensation by the IAR creates a conflict of interest because there is an incentive for the IAR to recommend insurance products since they receive a commission when a client purchases the recommended insurance product. Clients always have the right to select any advisory firm or insurance agency or similar sales agency or representative to implement the advice and recommendations provided by Sgroi Wealth Advisory and/or our IARs. Importantly, as part of the Firm's fiduciary duty to clients, Sgroi Wealth Advisory and our IARs endeavor at all times to put the interests of the clients first, and recommendations will only be made to the extent that they are reasonably believed to be in the best interests of the client. Additionally, the conflicts related to these services are disclosed to new clients through the delivery of the firm's disclosure brochures (Form ADV Part 2A and Part 2Bs).

Affiliations

As previously stated, Sgroi Wealth Advisory does not provide legal, accounting, or tax preparation services to our clients. Should the need arise for those services, however, the Firm or IAR will, from time to time, refer the clients to attorneys or accountants who are independent of Sgroi Wealth Advisory. If clients choose to use the services of those firms, they will be required to execute separate agreements/engagement letters with them which identify their respective services and fees. Sgroi Wealth Advisory receives no direct compensation for such referrals; however, we have in the past and can in the future receive client referrals from such attorneys and accountants.

Outside Business Activities

As stated above, IARs of the Firm may also be licensed as Registered Representatives of LPL Financial and as licensed life insurance agents. These activities are in addition to their responsibilities as Sgroi Wealth Advisory advisors. Sgroi Wealth Advisory, however, receives no portion of commissions earned by IARs for the sale of securities through LPL Financial or for the sale of insurance and insurance-related products and services.

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

Code of Ethics

Sgroi Wealth Advisory places the utmost priority on maintaining high standards of integrity and professionalism by our associated persons in the conduct of our advisory business. The greatest asset held by this Firm is the trust and confidence placed in us by our clients. It is incumbent upon all members of the Firm to maintain, further and adhere to the tenet that the clients' interest is paramount in all that we do. The following procedures have been formulated to ensure that these fiduciary obligations are met. In addition, since some associated persons of Sgroi Wealth Advisory have received the CFP® Certification from Certified Financial Planner Board of Standards, Inc., it is the Firm's policy to incorporate into our Code of Ethics the principles of CFP Board's Code of Ethics and Standards of Conduct, as updated and amended in 2019. The CFP Board's Code of Ethics and Standards of Conduct may be viewed in its entirety at <https://www.cfp.net/for-cfp-professionals/professional-standards-enforcement/code-and-standards>.

The Firm's Code of Ethics establishes ethical guidelines for our employees and advisors to adhere to relative to the following key areas of our advisory operations:

Compliance	Personal Securities Transactions
Insider Trading	Rumor Mongering
Conflicts of Interest	Outside Business Activities
Gifts and Entertainment	Code Violation Reporting and Sanctions
Recordkeeping	

All associated persons of Sgroi Wealth Advisory are committed to our Code of Ethics, which is available in its entirety for review by clients and prospective clients. Copies of the Code may be requested by written request sent to Sgroi Wealth Advisory Group LLC, 965 Union Road, West Seneca, New York 14224 or by calling our office at (716) 674-6700 during normal business hours. A copy will be forwarded promptly upon receipt of a request.

Participation or Interest in Client Transactions

Sgroi Wealth Advisory and our employees may buy or sell securities in personal accounts that are also held by clients. Associated persons of the Firm are prohibited, however, from trading securities within their personal accounts ahead of trades of the same securities in client accounts, a practice commonly known as "front running". They are also prohibited from conducting sales of securities between their personal accounts and those of advisory clients.

Personal Trading

It is Sgroi Wealth Advisory's policy to prohibit personal securities transactions by our

associated persons which are or could lend the appearance of being in conflict with either client transactions or the Firm's fiduciary responsibility to our clients. The Firm has designated John Clouden as its Chief Compliance Officer (CCO). As such, he conducts reviews of all associated person trading activity on a quarterly basis. His trades, in turn, are reviewed by the Firm's President. These personal trading reviews ensure that the personal trading of employees does not affect the markets and that clients of the Firm receive preferential treatment at all times.

Item 12 - Brokerage Practices

Selecting Brokerage Firms

SgROI Wealth Advisory utilizes Charles Schwab, LPL Financial (for MWP Program), and IPX (for 403b accounts) as outside custodians.

SgROI Wealth Advisory participates in the Charles Schwab Institutional program. Schwab Advisory Services is a division of Charles Schwab & Co, Inc. ("Charles Schwab"), Member FINRA/SIPC. Charles Schwab is an independent SEC-registered broker-dealer which is unaffiliated with SgROI Wealth Advisory beyond its role as qualified custodian for the Firm's advisory client accounts. As custodian, Charles Schwab offers to SgROI Wealth Advisory services which include custody of securities, trade execution, clearance and settlement of transactions. In addition, SgROI Wealth Advisory receives other benefits from Charles Schwab through our participation in the program, as described in Item 14 below.

Charles Schwab Custodian Arrangement

Client Custody and Brokerage Costs

For clients' accounts that Charles Schwab maintains, Schwab is compensated by charging the client commissions or other fees on trades that it executes or that settle into the client's Schwab account. Schwab's commission rates applicable to client accounts were negotiated based on a commitment to maintain a minimum of \$10 million of clients' assets at Charles Schwab. This arrangement benefits clients utilizing Charles Schwab via the institutional program because the overall commission rates a client pays are usually lower than they would be if the Firm had not made the commitment. Certain trades (for example, certain mutual funds and ETFs) do not incur Charles Schwab commissions or transaction fees. Charles Schwab is also compensated by earning interest on the uninvested cash in your account in Schwab's Cash Features Program.

Products and Services Available to the Firm from Schwab

Schwab Advisor Services is Charles Schwab's business serving independent investment advisory firms. They provide the Firm and clients custodied at Charles Schwab with access to its institutional brokerage – trading, custody, reporting, and related services – many of which are not typically available to Charles Schwab retail customers. Charles

Schwab also makes available various support services. Some of those services help the Firm manage or administer Schwab custody clients' accounts while others help the Firm manage and grow its business. Charles Schwab's support services are generally available on an unsolicited basis and at no charge to the Firm as long as we maintain the minimum asset commitment outlined above. Below is a more detailed description of Charles Schwab's support services.

Services that Benefit Clients

Charles Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Charles Schwab's Institutional Program include some to which the Firm might not otherwise have access or that would require a significantly higher minimum initial investment by clients. Charles Schwab's services described in this paragraph generally benefit the Firm's Charles Schwab custodied client accounts.

Services that Do Not Directly Benefit Clients

Charles Schwab also makes available to the Firm other products and services that benefit the Firm but do not directly benefit clients. These products and services assist the Firm in managing and administering clients' accounts maintained at Schwab. They include investment research, both Schwab's own and that of third parties. SgROI Wealth Advisory can use this research to service all or some substantial number of clients' accounts, including accounts not maintained at Charles Schwab.

In addition to investment research, Charles Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements);
- Facilitates trade execution and allocates aggregated trade orders for multiple client accounts;
- Provides pricing and other market data;
- Facilitate payment of our fees from our clients' accounts; and
- Assists with back-office functions, recordkeeping, and client reporting.

Services that Generally Benefit Only the Firm

Charles Schwab also offers other services intended to help the Firm manage and further develop its business enterprise. These services include:

- Educational conferences and events
- Technology, compliance, legal, and business consulting
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants and insurance providers
- Marketing consulting and support Schwab provides some of these services

itself.

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

The Firm's Interest in Schwab's Services

The availability and provision of certain services from Charles Schwab benefits the Firm because it does not have to produce or purchase them. This creates an incentive for the Firm to recommend that a client maintain their account with Charles Schwab based on the Firm's interest in receiving the services that benefit the Firm's business rather than based on clients' interest. This is a conflict of interest. However, the Firm believes that its selection of Charles Schwab as recommended custodian and broker is in the best interests of its clients. It is primarily supported by the scope, quality and price of the services provided and not on the services that benefit only the Firm. In addition, as a fiduciary to its clients, Sgroi Wealth Advisory is required to put our clients' interests ahead of our own. Also, to address the conflict, the Firm provides disclosures regarding the conflict to clients, mainly through the delivery of this Disclosure Brochure. Please refer to Item 14 below for additional information on the benefits received by Sgroi Wealth Advisory from these custodians and the associated conflicts of interest.

LPL Sponsored Program

For the MWP program client grants LPL, via the client program agreement, discretionary trading authorization with respect to the purchase and sale of the assets in the client's LPL MWP program account. LPL also is responsible for the rebalancing of program client accounts.

The trading and rebalancing information is outlined in the program client agreement and the LPL disclosure brochure for each program. A copy of LPL's disclosure brochure is provided to program clients and should be read thoroughly upon receipt.

Best Execution

Sgroi Wealth Advisory generally has full discretion to place trades with or through any brokers it deems appropriate in order to obtain best execution. The Firm's general policy is to place client trades with their broker custodian (e.g., Schwab) and the Firm will continue to do so as long as it believes that the custodian is providing the best overall deal for the client, and they remain competitive in relation to executions and the cost of each transaction. The Firm strives to achieve the best execution possible for client securities transactions, but this does not require the Firm to solicit competitive bids or seek the lowest available commission cost. In striving for best execution, the Firm considers whether the transaction represents the overall best qualitative execution, taking into consideration the full range of a broker-dealer's services, including among other things, the value of research provided, execution capability, commission rates, and

responsiveness. The Firm is not required to negotiate "execution only" commission rates, thus the client may be deemed to be paying for research and related services (i.e., "soft dollars") provided by the broker/custodian which are included in the commission rate.

Sgroi Wealth Advisory reviews the execution of our advisory clients' trades on an ongoing basis to help ensure that clients are receiving the best execution possible within their advisory accounts. In addition to best execution reviews performed by the custodians of their trade executions, Sgroi Wealth Advisory's CCO or a designated alternate conducts a weekly review of their trading accuracy. If significant pricing disparities are noted, the CCO will investigate and, depending on circumstances, will contact the custodian for further information.

The CCO or designee will periodically review trade execution quality and trade routing reports for the custodial or broker/dealer platforms utilized by the Firm in the execution of advisory account transactions to compare the performance of these entities to their peers in the overall securities marketplace. If any issues of potential concern are noted in these reports relative to trading activities affecting the Firm's advisory clients, they are addressed by the CCO directly with the respective custodian at that time, and all relevant information documented accordingly. Any trading errors found that affected any client(s) are resolved promptly and in the client's favor.

Based on these comparisons, the Firm continually seeks to ensure that the overall trading execution performance of recommended custodians compare favorably in the marketplace. Documentation of the Firm's ongoing Best Execution review is maintained by the CCO as a key component of its compliance books and records.

Soft Dollars

Consistent with obtaining best execution, the Firm can direct brokerage transactions to certain broker-dealers in return for investment research products and/or services which assist Sgroi Wealth Advisory in our investment decision-making process. This practice is commonly referred to as "soft dollars." The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because the Firm does not have to produce or pay for the products or services. In addition, brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio.

Section 28(e) of the Securities Exchange Act of 1934 ("Section 28(e)") generally allows investment advisers to use client commissions to pay for certain research and brokerage products and services under certain circumstances without breaching their fiduciary duties to clients. For these purposes, "research" means services or products used to

provide lawful and appropriate assistance to the Firm in making investment decisions for clients. “Brokerage” services and products are those used to affect securities transactions for clients or to assist in effecting those transactions.

Research and other products and services purchased with soft dollars will generally be used to service all of the Firm’s clients, but brokerage commissions/transaction costs paid by one client can be used to pay for research that is not used in managing that client’s portfolio, as permitted by Section 28(e). In other words, there can be certain client accounts that benefit from the research services, which did not make the payment of commissions to the broker- dealer providing the services.

Brokerage services obtained with soft dollars can include, for example, quotation and communication equipment and services, other order management systems that provide trading software or provide connectivity to such software, trade analysis software, on-line pricing services, communication services relating to execution, clearing and settlement and message services used to transmit orders.

Research and related services furnished by brokers can include, but are not limited to, written information and analyses concerning specific securities, companies or sectors; market, financial and economic studies and forecasts; financial publications; recommendations as to specific securities; portfolio evaluation services; financial database software and services; computerized news, pricing and statistical services; and discussions with research personnel, along with hardware, software, data bases and other technical and telecommunication services and equipment utilized in the investment management process.

Research received by the Firm under such soft dollar arrangements can include both proprietary research (created or developed by the broker-dealer) and research created or developed by a third party. As outlined above in this section, the Firm receives certain services and benefits from Charles Schwab, without cost to the Firm, when client’s custody their managed account assets with Schwab. In fulfilling our fiduciary duties to our clients, the Firm endeavors at all times to put the interests of clients first. Clients should be aware, however, that the Firm’s receipt of economic benefits from a custodian or broker creates a conflict of interest since these benefits can influence the Firm’s choice of custodian to recommend and/or broker to trade with over others that do not furnish similar services and benefits.

Currently, the Firm does not have any third-party soft dollar arrangements in place.

Order Aggregation

If/When trades are placed by the Firm in individual securities for clients, such orders may be “batched” or aggregated with those of other clients or the advisor to facilitate a block trade. By executing block trades, the Firm seeks to achieve a better execution price

for all parties interested in trading a specific security.

When trades are blocked, the allocation of shares is established in writing before the trade is entered. In the event of a partially filled block order, shares will be allocated in a top-down manner, based upon the order of trades received, until all available shares have been allocated to client accounts. An advisor's personal or family accounts will not receive an allocation of shares unless all client orders have been satisfied first. In the event of varying execution prices in a block trading situation, the clients will receive the average of the execution prices to achieve a uniform price for all clients. Detailed records of each block trade and the allocation of shares are maintained by the Firm's CCO.

Item 13 - Review of Accounts

Periodic Reviews

Sgroi Wealth Advisory continuously monitors the composition and performance of client portfolios as a key component of our ongoing service commitment to clients. Account reviews are conducted by each IAR with their respective clients at least annually. Reviews can be performed more frequently in response to client requests or at any time when the Firm or the client's IAR feels that specific events or market conditions dictate.

Portfolio models, if used, will be reviewed and updated quarterly by the Firm's CCO and IARs. Adjustments to portfolio models may be made periodically to reflect changes in suitability, market conditions, market opportunities and client concerns. Individual holdings within models are evaluated relative to their performance and the likelihood that they will contribute to the objectives of the specific portfolio model in which they are held.

Review Triggers

The Firm's IARs monitor economic and market conditions, perform due diligence reviews of securities and financial products and investigate significant gains or losses in client portfolios. Concerns in any of these areas, changes in tax laws and/or changes in client objectives or suitability can trigger the need for off-cycle account reviews with clients as well, in addition to normal annual reviews.

Regular Reports

Clients are provided with transaction confirmations, notices and regular account statements directly from the custodian of their accounts on a quarterly basis. Copies of all items sent to clients are simultaneously copied to Sgroi Wealth Advisory. The

Firm's CCO will conduct annual "due inquiry" mailings to clients to confirm their regular receipt of account statements directly from their respective account custodians.

Item 14 - Client Referrals and Other Compensation

Incoming Referrals

Sgroi Wealth Advisory's IARs have been fortunate to receive many client referrals over the years, which have come from current clients, attorneys, accountants, employees, personal friends and other similar sources. These sources of client referrals are not compensated for the referrals they make.

The Firm does not currently have any promoter arrangements in place, wherein Sgroi Wealth Advisory directly or indirectly compensates anyone for soliciting potential clients on the Firm's behalf. Paid promoters are required to execute a Promoter's Agreement with the Firm, unless otherwise exempted to clearly delineate their roles along with the manner in which they are compensated by the Firm. They are also required to provide prospective clients with written disclosures indicating their status as paid solicitors and the compensation they are paid.

Referrals may also be obtained through advertising services for investment professionals sponsored by nationally syndicated financial talk shows. Generally, advisors showcased in this venue are vetted by the advertising service in advance and may be monitored on an ongoing basis for adherence to ethical standards. Advisors promoted in this manner pay an advertising fee to the sponsors to participate in their advertising program. Prospective clients, however, do not pay a fee to obtain a referral to a participating advisor.

Referrals Out

Sgroi Wealth Advisory does not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred out to them by the Firm.

Other Compensation

As disclosed under Item 12 above, Sgroi Wealth Advisory participates in Charles Schwab's institutional customer program and recommends Charles Schwab to clients for custody and brokerage services. There is no direct link, however, between the Firm's participation in this program and the investment advice we give to our clients, although we receive economic benefits through our participation that are typically not available to Charles Schwab's retail investors. Please refer to Item 12 above for further details about these benefits.

Sgroi Wealth Advisory receives from Charles Schwab certain additional economic benefits ("Additional Services") that may or may not be offered to any other independent investment advisers participating in the Institutional program. Charles Schwab provides Additional Services reimbursements to Sgroi Wealth Advisory in its sole discretion and at its own expense, and our Firm does not pay any fees to Charles Schwab for these Additional Services. Sgroi Wealth Advisory and Charles Schwab have entered into a separate agreement ("Additional Services Addendum") which governs the terms of the provision of their reimbursements for these additional services to our Firm.

In accordance with terms and conditions set forth in an Additional Services Addendum executed between Charles Schwab and Sgroi Wealth Advisory, our Firm is entitled to receive such services up to a value of \$100,000 per year. Sgroi Wealth Advisory represents and agrees that these specified services will be used in connection with our investment advisory business and exclusively for the direct or indirect benefit of clients. The Firm has designated in the Addendum the services to be received and may amend the designated services by providing written notice to Charles Schwab to the extent (a) the designated Additional Services remain available and (b) the services received by our Firm are described as follows:

<u>Vendor Name</u>	<u>Product/Service Received</u>	<u>Annual Amount</u>
Pempsell Design	CRM Tool	\$22,255.00
Trustwave	Computer Security	\$7,300.00
Panoramix	Billing/Reporting	\$21,000.00

Sgroi Wealth Advisory's receipt of these Additional Services raises conflicts of interest. In providing Additional Services to the Firm, Charles Schwab most likely considers the amount and profitability to Charles Schwab of the assets in, and trades placed for, Sgroi Wealth Advisory's client accounts maintained with Charles Schwab. Charles Schwab has the right to terminate the Additional Services Addendum with our Firm, in its sole discretion, provided certain conditions are met. Consequently, in order to continue to obtain the Additional Services from Charles Schwab, Sgroi Wealth Advisory has an incentive to recommend to our clients that the assets under management by Sgroi Wealth Advisory be held in custody with Charles Schwab and to place transactions for client accounts with Charles Schwab. The Firm's receipt of Additional Services does not diminish our duty to act in the best interests of our clients, including to seek best execution of trades for client accounts.

Item 15 - Custody

Reasons for Custody Pursuant to Rule 206(4)-2 of the Advisers Act, Sgroi Wealth Advisory is deemed to have “constructive custody” because the Firm has the authority and ability to debit its fees directly from the accounts of those clients receiving our investment management services.

Additionally, certain clients have, and can in the future, sign a Standing Letter of Authorization (SLOA) that gives Sgroi Wealth Advisory the authority to transfer funds to a third-party as directed by the client in the SLOA. This is also deemed to give the Firm constructive custody since the Firm has the ability to withdraw client funds or securities. Since the Firm is deemed with custody, we must take the following steps:

1. Ensure clients’ managed assets are maintained by a qualified custodian;
2. Have a reasonable belief, after due inquiry, that the qualified custodian will deliver an account statement directly to the client at least quarterly;
3. Confirm that account statements from the custodian contain all transactions that took place in the client’s account during the period covered and reflect the deduction of advisory fees; and
4. Obtain a surprise audit by an independent accountant on the clients’ accounts for which the advisory firm is deemed to have custody.

However, the rules governing the direct debit of client fees and SLOAs exempt the Firm from #4 above, the surprise audit rules if certain conditions are met, in addition to steps 1 through 3 above. Those conditions are as follows:

1. When debiting fees from client accounts, Sgroi Wealth Advisory must receive written authorization from clients permitting advisory fees to be deducted from the client’s account.
2. In the case of SLOAs, the Firm must: (i) confirm that the name and address of the third party is included in the SLOA, (ii) document that the third-party receiving the transfer is not related to the Firm, and (ii) ensure that certain requirements are being performed by the qualified custodian.

When exercising our discretionary authority, we can only implement our investment management recommendations after the client has arranged for and furnished us with all information and authorization regarding his/her accounts held at the designated qualified custodian.

Clients will receive statements on at least a quarterly basis directly from the qualified custodian that holds and maintains their assets. Clients are urged to carefully review all custodial statements and compare them to any statements/reports provided by Sgroi Wealth Advisory and other third parties. Please refer to Items 10 and 12 for additional important disclosure information relating to the Firm’s practices and relationships with custodians.

Performance Reports

Clients are urged to review the performance of their investments as reported on their account statements received directly from their account custodians. These statements, along with market and portfolio performance are reviewed with each client during periodic account reviews with their respective advisor.

Net Worth Statements

On request, clients may be provided net worth statements and net worth graphs by their IAR. Net worth statements may contain approximations of bank account balances provided by the client, as well as the value of land and hard-to-price real estate, in addition to invested assets. The net worth statements are used for long-term financial planning where the exact values of assets are not necessarily material to the financial planning tasks.

Item 16 - Investment Discretion

Discretionary Authority for Trading

Investment management services are mainly provided to clients on a discretionary basis. Accordingly, under a discretionary relationship, Sgroi Wealth Advisory has the authority to determine, without first obtaining specific client consent for each transaction: (i) the securities to be bought or sold, (ii) the timing of implementing the transactions, (iii) the amount of the securities to be traded, (iv) whether a client's transactions should be combined with those of other clients trading the same security and trades as an "aggregated" transaction, and (v) in some cases the brokers to use and the commissions rates and/or transactions costs to be paid. This authority facilitates placing trades in client accounts on their behalf so that we may promptly implement their investment policy when timeliness is an issue.

The use of discretion is granted by each client and expressly authorized in the Investment Management Agreement that they signed upon engaging the services of the Firm. The clients do retain the right to place on the Firm's discretionary authority. If any such limitations or restrictions are specified, they are clearly defined within the advisory agreement at the outset of services. Subsequently, restrictions may be added or dropped from the client's authorization by submitting a request in writing to the Firm.

Clients receiving discretionary investment management services are generally allowed to impose reasonable restrictions on the types of securities, companies and/or industries they do not want to be included in their managed account. Once this information is gathered, each client is responsible for informing us in writing of any changes to these

restrictions and/or to their overall investment objectives and risk tolerance. Sgroi Wealth Advisory does not assume any responsibility for the accuracy of the information provided directly by its clients.

Item 17 - Voting Client Securities

Proxy Votes

Sgroi Wealth Advisory does not vote securities proxies on behalf of our clients. Clients are expected to vote their own proxies and account custodians are directed to forward all proxy voting materials directly to the clients. If assistance on voting proxies is requested by a client, either the Firm or the IAR may provide guidance or recommendations only. If any conflict of interest might exist relative to advising the client on proxy issues, it will be disclosed to the client.

Account establishment documents for some custodians may, however, in some case state that the Firm will vote proxies on behalf of the clients. Since these documents are proprietary to the custodian and in cases where they are beyond the ability of Sgroi Wealth Advisory to modify, the Firm will forward all proxy-related documents received via these custodians to either the client or a third party designated by the client. In these situations, the Firm will take no action relative to the proxy beyond the forwarding of the proxy materials.

Item 18 - Financial Information

Financial Condition

Sgroi Wealth Advisory does not have any financial impairment that will preclude the Firm from meeting contractual commitments to clients. Neither the Firm nor any associated persons have been a party in any bankruptcy proceedings during the past ten (10) years. Since Sgroi Wealth Advisory does not serve as a custodian for client funds or securities, and does not require prepayment of fees of more than \$1200 per client six months or more in advance, it is not required to prepare or provide a financial balance sheet to clients.