

SpirePoint Private Client, LLC

Form CRS - Customer Relationship Summary

January 1, 2024



Is An Investment Advisory Account Right for you?

There are different ways you can get assistance with your investments. You should carefully consider which types of accounts and services are right for you.

SpirePoint Private Client, LLC ("SpirePoint" or "The Firm") is registered with the Securities and Exchange Commission (SEC) as an investment adviser. This document gives you a summary of the types of services we provide and how you pay. Please ask us for additional information.

We provide advisory accounts and services rather than brokerage accounts and services. Brokerage and investment advisory services fees can differ, and it is important for you to understand these differences. Free and simple tools are available to research firms and financial professionals at Investor.gov/CRS, which also provides educational materials about broker-dealers, investment advisers, and investing.

Relationships and Services.

What Investment Services and Advice Can You Provide Me?

SpirePoint offers investment advisory services to retail investors including investment management services, financial planning, consulting services, and portfolio management by independent managers and sub-advisors.

If you retain our firm for investment management services, you will pay an ongoing asset-based fee at the end of each month, in advance, for our services, based on the value of the cash and investments in your advisory account. We will meet with you in person, if possible, otherwise by phone and/or computer to determine your investment objectives, risk tolerance, and other relevant information at the beginning of our advisory relationship. We will use this information to develop a strategy that enables our firm to give you continuous and focused investment advice and/or to make investments on your behalf. Once we construct an investment portfolio for you, we will monitor and rebalance your portfolio's performance on an ongoing basis. If you participate in our discretionary investment management services, the authorization will allow us to manage your account regarding the purchase and/or sale of investments without your approval prior to each transaction until the termination of our agreement. You may limit our discretion by providing our firm with your restrictions and guidelines in writing. If you enter into a non-discretionary arrangement with our firm, you are required to make the ultimate decision regarding the purchase and/or sale of investments and we must obtain your approval prior to executing any transactions on behalf of your account.

The Firm offers financial planning services which typically involve providing a variety of advisory services to clients regarding the management of their financial resources based on an analysis of their individual needs. If you retain our firm for financial planning services, we will meet with you to gather information about your financial circumstances and objectives and make investment allocation recommendations based on your investment profile. You will be responsible for implementing our investment advice.

The Firm offers retirement consulting services to employee benefit plans and their fiduciaries based on the needs of the plan and the services requested by the plan sponsor or named fiduciary. In general, these services may include an existing plan review and analysis, plan-level advice regarding fund selection and investment options, education services to plan participants, investment performance monitoring, and/or ongoing consulting. These consulting services will generally be non-discretionary and advisory in nature, meaning you make the ultimate decision regarding the purchase and/or sale of investments.

The Firm offers investment advisory services with a large selection of investments to individuals, trusts, estates, charitable organizations, corporations, and other business entities.

In general, the Firm does not require a minimum asset minimum to open and maintain an advisory account. **For additional information, please see SpirePoint's ADV at www.adviserinfo.sec.gov (Part 2A brochure, Items 4 and 7).**

Conversation Starters. Ask your financial professional –

- *Given my financial situation, should I choose an investment advisory service? Why or why not?*
- *How will you choose investments to recommend to me?*
- *What is your relevant experience, including your licenses, education, and other qualifications? What do these qualifications*

Fees, Costs, Conflicts, and Standard of Conduct.

What Fees Will I Pay?

For investment management services, you will be charged an ongoing management fee based on the assets under management in accordance with the fee schedule presented in your agreement. Fees are typically charged monthly, in advance, based on the value of your account on the last day of the previous period. The asset-based fee reduces the value of your account and will be deducted from your account. Our current fee schedules are described in our Form ADV Part 2. **For additional information, please see SpirePoint's ADV at www.adviserinfo.sec.gov (Part 2A brochure, Item 5).**

Investment management clients generally pay a tiered management fee ranging up to 2%, depending on the size of the account. At our discretion, we may combine the account values of family members living in the same household to determine the applicable advisory fee. Combining account values will increase your total assets under management, which may result in your paying a reduced advisory fee percentage. Although the effective management fee rate will decrease the larger your account, the total management fees you will pay will likely increase as you increase the total amount of assets under our management, and therefore we generally have an incentive to encourage transferring or depositing additional assets into your account.

Other fees and costs may include custodian fees and account maintenance fees. You will pay a separate fee, in addition to the fees charged by SpirePoint, by any independent managers and/or sub-advisors that the Firm may invest your assets. Some investments (such as mutual funds) impose additional fees that will reduce the value of your investment over time. Also, with certain investments such as variable annuities, you may have to pay fees such as “surrender charges” to sell the investment.

You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.

Conversation Starters. Ask your financial professional –

- *Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?*

What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have?

When we act as your investment adviser, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice, we provide you. Here is an example to help you understand what this means.

- Certain of the Firm’s Supervised Persons are licensed insurance agents and may offer certain insurance products on a fully disclosed basis. A conflict of interest exists to the extent that the Firm recommends the purchase of insurance products where its Supervised Persons may be entitled to insurance commissions or other additional compensation. The Firm has procedures in place whereby it seeks to ensure that all recommendations are made in its clients’ best interest regardless of any such affiliations.
- Certain of the Firm’s Supervised Persons are registered representatives of Purshe Kaplan Sterling Investments, Inc. and may provide clients with securities brokerage services under a separate commission-based arrangement. A conflict of interest exists to the extent that the Firm recommends the purchase or sale of securities where its Supervised Persons receive commissions or other additional compensation as a result of the Firm’s recommendation.

For additional information, please see SpirePoint’s ADV at www.adviserinfo.sec.gov (Part 2A brochure, Item 10).

Conversation Starters. Ask your financial professional –

- *How might your conflicts of interest affect me, and how will you address them?*

How do your financial professionals make money?

Our financial professionals are paid a salary plus discretionary bonuses based on company, team, and individual performance, which includes metrics like client retention, and referrals, and because the firm’s salaries are ultimately derived, from revenue the firm earns from the financial professional’s advisory services or recommendations.

Disciplinary History

Do you or your financial professionals have a legal or disciplinary history?

No. Visit Investor.gov/CRS for a free and simple search tool to research us and our financial professionals.

Conversation Starters. Ask your financial professional –

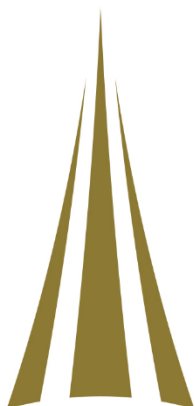
- *As a financial professional, do you have any disciplinary history? For what type of conduct?*

Additional Information

For additional information about our services, including up-to-date information about the firm and/or a copy of this disclosure, please call Stacy Sizemore, IACCP® at 971-371-3450. To report a problem to the SEC, visit Investor.gov or call the SEC’s toll-free investor assistance line at (800) 732-0330. If you have a problem with your investments, investment account, or financial professional, you may contact us by phone at (772) 316-1271 or in writing at 3111 Cardinal Drive, Suite 2 West, Vero Beach, FL 32963.

Conversation Starters. Ask your financial professional –

- *Who is my primary contact person? Is he or she a representative of an investment adviser or broker-dealer?*
- *Who can I talk to if I have concerns about how this person is treating me?*



SPIREPOINT

PRIVATE CLIENT

Form ADV Disclosure Brochure

January 1, 2024

Office Location:

3111 Cardinal Drive, Suite 2 West

Vero Beach, FL 32963

(772) 316-1271

www.spirepointpc.com

This Brochure provides information about the qualifications and business practices of SpirePoint Private Client, LLC. If you have any questions about the contents of this brochure, please contact us at the telephone number listed above. For compliance-specific requests, please call (971) 371-3450. 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.

Additional information about the Firm is available on the SEC's website at www.adviserinfo.sec.gov. The Firm is an SEC-registered investment adviser. Registration does not imply any level of skill or training.

ITEM 2 - MATERIAL CHANGES

In this Item, SpirePoint Private Client, LLC (hereby known as “SpirePoint” or the “Firm”) is required to discuss any material changes that have been made to the Brochure since the last annual amendment.

Material changes since the previous filing of this brochure include:

- The Firm has amended its Form ADV to update current Assets Under Management.
- The name of the Firm has changed from THELG LLC dba SpirePoint Private Client to SpirePoint Private Client, LLC.
- Ownership of the Firm has been updated to add Hakyung (Kay) Campione and James Beindorf.

We will ensure that all current clients receive a Summary of Material Changes and an updated Brochure within 120 days of the close of our business’ fiscal year. A Summary of Material Changes is also included with our Brochure on the SEC’s website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for SpirePoint is #327350. We may further provide other ongoing disclosure information about material changes as necessary and will further provide all clients with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Stacy Sizemore, Chief Compliance Officer at (971) 371-3450 or stacy@tru-ind.com.

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ITEM 4 - ADVISORY BUSINESS

Description of Advisory Firm

SpirePoint Private Client, LLC, (“SpirePoint,” the “Firm,” “we,” “our,” or “us”) is a privately owned limited liability company headquartered in Vero Beach, FL.

The Firm is registered as an investment adviser with the U.S. Securities and Exchange Commission. The Firm was formed in 2023 and is owned by Trent Leyda, Hakyung (Kay) Campione and James Beindorf.

As of December 31, 2023, SpirePoint managed approximately \$934,052,308 in assets for approximately 693 accounts, all of which are managed on a discretionary basis. All accounts utilize a wrap program.

While this brochure generally describes the business of the Firm, certain sections also discuss the activities of its Supervised Persons, which refer to the Firm’s officers, partners, directors (or other persons occupying a similar status or performing similar functions), employees, or any other person who provides investment advice on the Firm’s behalf and is subject to the Firm’s supervision or control.

Advisory Services Offered

SpirePoint offers discretionary investment management, non-discretionary, and investment advisory services as well as financial planning and consulting. Prior to the Firm rendering any of the foregoing advisory services, clients are required to enter into one or more written agreements with the Firm setting forth the relevant terms and conditions of the advisory relationship (the “Advisory Agreement”).

Investment Management Services

The Firm offers continuous and regular investment supervisory services on a discretionary and non-discretionary basis as well as financial planning and consulting. While we work with clients, we have the ongoing responsibility to select and/or make recommendations based upon the objectives of the client, as to specific securities or other investments that he/she recommends or purchases/sells in clients’ accounts. We utilize a variety of investment types when making investment recommendations/purchases in client accounts which include, but are not limited to equity securities, fixed-income securities, alternatives, mutual funds, and Independent Managers. The investments recommended/purchased are based on the client’s individual needs, goals, and objectives. The Firm offers investment advice on any investment held by the client at the start of the advisory relationship. We describe the material investment risks under *Item 8 – Methods of Analysis, Investment Strategies, and Risk of Loss*. Financial Planning may be provided to clients as a part of the Investment Management Services. When being provided as a separate service it is described in this section under *Financial Consulting Services* below.

We discuss our discretionary authority below under *Item 16 – Investment Discretion*. For more information about the restrictions clients can put on their accounts, see *Tailored Services and Client Imposed Restrictions* in this item below. We describe the fees charged for investment management services below under *Item 5 – Fees and Compensation*.

Financial Planning and Consulting

The Firm provides a variety of consulting services to individuals, families, and other clients regarding their financial resources based upon an analysis of the client's current situation, goals, and objectives. Consulting encompasses one or more of the following areas: additional Financial Planning, Performance Reporting, Investment Planning, Retirement Planning, Education Planning, and Business and Personal Financial Planning.

Services provided under an ongoing consultation agreement are conducted on a regular basis, but no less than annually with the client. The client is under no obligation to act upon the advisor's recommendation. If the client elects to act on our recommendations, the client is under no obligation to effect the transaction through us.

We describe fees charged for Consultation Services below under *Item 5 - Fees and Compensation*.

Use of Independent Managers and Sub-Advisors

The Firm may select certain Independent Managers and/or Sub-Advisors to actively manage a portion of its clients' assets. The specific terms and conditions under which a client engages an Independent Manager and/or Sub-Advisor may be set forth in a separate written agreement with the designated Independent Managers engaged to manage their assets.

The Firm evaluates a variety of information about Independent Managers and/or Sub-Advisors, which may include the Independent Managers' and/or Sub-Advisors' public disclosure documents, materials supplied by the Independent Managers themselves, and other third-party analyses it believes are reputable. To the extent possible, the Firm seeks to assess the Independent Manager's and/or Sub-Advisor's investment strategies, past performance, and risk results in relation to its clients' individual portfolio allocations and risk exposure. The Firm also takes into consideration each Independent Manager's and/or Sub-Advisor's management style, returns, reputation, financial strength, reporting, pricing, and research capabilities, among other factors.

The Firm continues to provide services relative to the discretionary selection of the Independent Managers and/or Sub-Advisor. On an ongoing basis, the Firm monitors the performance of those accounts being managed by Independent Managers. The Firm seeks to ensure the Independent Managers and/or Sub-Advisor strategies and target allocations remain aligned with its client's investment objectives and overall best interests.

Sponsor and Manager of Wrap Program

The Firm provides substantially all investment management services as the sponsor and manager of the SpirePoint Private, LLC, Client Wrap Program (the "Wrap Program"), a wrap fee program where transactional, custodial, Independent Manager, and other similar fees are absorbed by the Firm. Accounts managed through the Wrap Program are done so in substantially the same manner as those that may be managed under a non-wrap arrangement. Additional information about the Wrap Program is available in the Firm's Wrap Brochure, which appears as Part 2A Appendix 1 of the Firm's Form ADV.

ITEM 5 - FEES AND COMPENSATION

Fee Schedule & Billing Method

SpirePoint offers services on a fee basis, which may include fixed fees, as well as fees based on assets under management or advisement.

Investment Management Services

The annual management fee for our Investment Management Services, including Financial Planning, is based on the total dollar value of the assets maintained in the client account. The fee assessed and/or charged is based on what is stipulated in the Investment Advisory Agreement signed by each client. This may include a minimum annual fee.

Our annual fee ranges up to 2% annually and is assessed and/or charged monthly, in advance, based on the value at the end of the billing period. Inflows and outflows of cash are considered on a prorated basis in this calculation. Fees can be structured as a fixed flat percentage fee on total assets in the account, a fixed flat dollar amount, or a tiered fee schedule whereby the fee is calculated by applying different rates to different levels of assets.

Financial Planning and Consulting Fees

In addition to the advisory fees paid, we may provide financial planning and/or consulting services to clients regarding the management of their financial resources, which is based upon an analysis of their current personal and financial situations, goals, and objectives. The fee assessed and/or charged is based on what is stipulated in the Investment Advisory Agreement signed by each client. This may include a minimum annual fee. The Firm offers services on a fee basis, which may include fixed fees, as well as fees based on assets under management or advisement.

Other Fees and Expenses

In addition to the advisory fees paid to the Firm, clients may incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, platform service providers, banks, and other financial institutions (collectively "Financial Institutions"). These additional charges may include securities brokerage commissions, transaction fees, custodial fees, fees attributable to alternative assets, reporting charges, margin costs, charges imposed directly by a mutual fund or ETF in a client's account, as disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. In addition, fees charged by the Independent Managers/Sub-Advisors are charged to the clients separately. In these relationships with third-party and/or Sub-Advisors, these fees would be in addition to the fees charged by the Firm, paid directly to the third-party and/or Independent Manager/Sub-Advisor, and the Firm will not receive any portion of those fees or share in those fees.

Direct Fee Debit

Clients generally provide the Firm and/or the Independent Managers/Sub-Advisors with the authority to directly debit their accounts for payment of the investment advisory fees. The Financial Institutions that

act as the qualified custodian for client accounts, from which the Firm retains the authority to directly deduct fees, are required to send statements to clients not less than quarterly detailing account transactions, including any amounts paid to the Firm.

Account Additions and Withdrawals

As stated above, clients may make additions to and withdrawals from their account at any time, subject to the Firm's right to terminate an account. Additions may be in cash or securities provided that the Firm reserves the right to liquidate any transferred securities or declines to accept particular securities into a client's account. Clients may withdraw account assets on notice to the Firm, subject to the usual and customary securities settlement procedures. However, the Firm generally designs its portfolios as long-term investments, and the withdrawal of assets may impair the achievement of a client's investment objectives. The Firm may consult with its clients about the options and implications of transferring securities. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, short-term redemption fees, fees assessed at the mutual fund level (e.g., contingent deferred sales charges), and/or tax ramifications.

Commissions and Sales Charges for Recommendations of Securities

Clients can engage certain persons associated with the Firm (but not the Firm directly) to render securities brokerage services under a separate commission-based arrangement. Clients are under no obligation to engage such persons and may choose brokers or agents not affiliated with SpirePoint.

Under this arrangement, the Firm's Supervised Persons, in their individual capacities as registered representatives of Purshe Kaplan Sterling Investments, Inc. ("PKS"). PKS may provide securities brokerage services and implement securities transactions under a separate commission-based arrangement. Supervised Persons may be entitled to a portion of the brokerage commissions paid to PKS, as well as a share of any ongoing distribution or service (trail) fees from the sale of mutual funds. The Firm may also recommend no-load or load-waived funds, where no sales charges are assessed. Before effecting any transactions, clients are required to enter into a separate account agreement with PKS.

A conflict of interest exists to the extent that the Firm recommends the purchase or sale of securities where Supervised Persons receive commissions or other additional compensation as a result of the Firm's recommendation. The Firm has procedures in place to ensure that any recommendations made by such Supervised Persons are in the best interest of clients. For certain accounts covered by the Employee Retirement Income Security Act of 1974 ("ERISA") and such others that the Firm, in its sole discretion, deems appropriate, the Firm may provide its investment advisory services on a fee-offset basis. In this scenario, the Firm may offset its fees by an amount equal to the aggregate commissions and 12b-1 fees earned by the Firm's Supervised Persons in their individual capacities as registered representatives of Purshe Kaplan Sterling Investments, Inc. ("PKS").

Termination

Either party may terminate the advisory agreement at any time by providing written notice to the other party. The client may terminate the agreement at any time by writing or phoning the Firm at our office. The Firm will refund any prepaid, unearned advisory fees.

Terminations will not affect liabilities or obligations from transactions initiated in client accounts before termination. In the event, the client terminates the investment advisory agreement. The Firm will not liquidate any securities in the account unless instructed by the client to do so. In the event of the client's death or disability, the Firm will continue management of the account until we are notified of the client's death or disability and given alternative instructions by an authorized party.

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

SpirePoint does not charge 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

SpirePoint provides asset management, financial consulting, ERISA plan advisory and consulting, investment advisory consultation, and selection of third-party Independent Managers and/or Sub-Advisors. Our services are provided on a discretionary basis to a variety of clients, such as institutional investors, individuals, high-net-worth individuals, trusts and estates, qualified purchasers, and individual participants of retirement plans. In addition, we may also provide advisory services to entities such as pension and profit-sharing plans, businesses, and other investment advisors.

Account Requirements

The Firm does not impose a stated minimum fee or minimum portfolio value for starting and maintaining an investment management relationship. Certain Independent Managers may, however, impose more restrictive account requirements and billing practices from the Firm. In these instances, the Firm may alter its corresponding account requirements and/or billing practices to accommodate those of the Independent Managers.

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

Methods of Analysis and Investment Strategies

SpirePoint will typically use fundamental, cyclical, charting, and/or technical analysis in the selection of individual securities. The Firm selects categories of investments based on the client's attitudes about risk and their need for capital appreciation or income. Different instruments involve different levels of exposure to risk. We seek to select individual securities with characteristics that are most consistent with the client's objectives. Since the Firm treats each client account uniquely, client portfolios with similar investment objectives and asset allocation goals may own different securities.

General Investment Strategies

The Firm generally uses diversification in an effort to minimize risk and optimize the potential return of a portfolio. More specifically, we utilize multiple asset classes, investment styles, market capitalizations, sectors, and regions to provide diversification. Each portfolio composition is determined in accordance with

the client's investment objectives, risk tolerance, and time horizon. We utilize both passive and active investment management strategies in an effort to optimize portfolios.

Our general investment strategy is to seek real capital growth proportionate to the level of risk the client is willing to take. We develop a Client Profile to help identify the client's investment objectives, time horizon, risk tolerance, tax considerations, target asset allocation, and any special considerations and/or restrictions the client chooses to place on the management of the account. The Firm will then recommend investments that we feel are consistent with the Client Profile.

After defining client needs, the Firm develops and implements plans for the client's account. Then, we monitor the results and make adjustments as needed. As the initial assumptions change, the plans themselves may need to be adapted. Continuous portfolio management is important in an effort to keep the client's portfolio consistent with the client's objectives.

Methods of Analysis for Selecting Securities

The Firm's Investment Advisor Representatives ("IARs") may use, among others, technical, fundamental, and/or charting analysis in the selection of individual equity securities. Additionally, our IARs may use specific strategies or resources in the method of analysis and selection of mutual funds.

Technical Analysis

The effectiveness of technical analysis depends upon the accurate forecasting of major price moves or trends in the securities traded by the IAR. However, there is no assurance of accurate forecasts or that trends will develop in the markets we follow. In the past, there have been periods without discernable trends and similar periods will presumably occur in the future. Even where major trends develop, outside factors like government intervention could potentially shorten them.

Furthermore, one limitation of technical analysis is that it requires price movement data, which can translate into price trends sufficient to dictate a market entry or exit decision. In a trendless or erratic market, a technical method may fail to identify trends requiring action. In addition, technical methods may overreact to minor price movements, establishing positions contrary to overall price trends, which may result in losses. Finally, a technical trading method may underperform other trading methods when fundamental factors dominate price moves within a given market.

The calculations that underline our system, methods, and strategies involve many variables, including determinants from information generated by computers and/or charts. The use of a computer in collating information or in developing and operating a trading method does not assure the success of the method because a computer is merely an aid in compiling and organizing trade information.

Accordingly, no assurance is given that the decisions based on computer-generated information will produce profits for a client's account.

Relative Strength Analysis

Relative strength measures one stock versus another or a group of stocks versus an index, such as the S&P 500. Through relative strength analysis, we can rank areas of the market that are outperforming or underperforming the broad market, whether the Russell 3000 or S&P 500. For our purposes, we use the

S&P 500. We then add the highest relative strength sectors and macro areas (i.e. small cap vs. large cap) to our investment model, using primarily ETFs. The general premise is that those areas of the market with the highest relative strength outperform over the long term. Additionally, as a risk override, we run a moving average analysis to identify when markets are most vulnerable, and from time to time lighten market exposure.

Fundamental Analysis

Fundamental analysis assesses the financial health and management effectiveness of a business by analyzing a company's financial reports, key financial ratios, industry developments, economic data, competitive landscape, and management. The objective of fundamental analysis is to use historical and current financial data to assess the stock valuation of a company, evaluate company profitability, and credit risk, and forecast the future performance of the company and its share price. Fundamental analysis assumptions and calculations are based on historical data and forecasts; therefore, the quality of information and assumptions used are critical. Differences can exist between market fundamentals and how they are analyzed.

Charting Analysis

Charting analysis involves the use of patterns in performance charts. Our IARs use this charting technique to search for patterns in an effort to predict favorable conditions for buying and/or selling a security.

Mutual Funds

In analyzing mutual funds, our IARs use various sources of information. We review key characteristics such as historical performance, consistency of returns, risk level, and size of the fund. Expense ratio and other costs are also significant factors in fund selection. We also subscribe to/access additional information from other sources that inform our general macroeconomic view.

Options

IARs may use options as an investment strategy. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or bond, is a security. An option is also a derivative because it derives its value from an underlying asset. The two types of options are calls and puts. A call gives the holder the right to buy an asset at a certain price within a specific period of time. A call may be purchased if the expectation is that the stock will increase substantially in value before the option expires. It may also be sold as a hedge to protect gains or principal of an existing holding (covered calls). A put gives the holder the right to sell an asset at a certain price within a specific period of time. A put may be purchased if the expectation is that the stock will decrease substantially in value before the option expires. They are typically purchased as a hedge to protect gains or principal of a portfolio. There are various options strategies that our IARs may deploy in a strategy, as appropriate for the client's needs. These include but may not be limited to covered options (selling a call or put for premium payment while retaining the cash or securities required to facilitate the underlying purchase or sale of securities if an option is exercised) or spreads/straddles (buying or selling call or put options on the same or opposite side of the market to benefit from the bid/ask "spread" or to straddle the market based on value or time variances).

Alternative Investments

IARs may use Alternative Investments as a way to diversify a portfolio. Alternative Investments are considered to be “non-correlated” assets, meaning that they do not tend to run up or down (track) with the market like standard securities typically do. The main goal of alternatives is to provide access to other return sources, with the potential benefit of reducing the risk of a client’s portfolio, improving returns, or both.

Specific Investment Strategies for Managing Portfolios

IARs may use Modern Portfolio Theory tactical asset allocation, cash as a strategic asset, long-term holding, trend, dollar-cost-averaging, and defensive portfolio strategies in the construction and management of client portfolios. There is no guarantee that any of the following strategies will be successful, and we make no promises or warranties as to the accuracy of our market analysis.

Modern Portfolio Theory (MPT)

IARs use the Modern Portfolio Theory, which has a basic concept of using diversification in an effort to help minimize risk and optimize the potential return of a portfolio.

Tactical Asset Allocation

IARs may use a tactical asset allocation strategy in the shorter term to deviate from a client’s long-term strategic asset allocation target in an effort to take advantage of what we perceive as market pricing anomalies or strong market sectors or to avoid perceived weak sectors. Once they achieve the desired short-term opportunities or perceive those opportunities have passed, we generally return a client’s portfolio to the original strategic asset mix.

Cash as a Strategic Asset

IARs may use cash as a strategic asset and at times move or keep the client’s assets in cash or cash equivalents. While high cash levels can help protect a client’s assets during periods of market decline, there is a risk that our timing in moving to cash is less than optimal upon either exit or reentry into the market, potentially resulting in missed opportunities during positive market moves.

Long-term Holding

IARs do not generally purchase securities for clients with the intent to sell the securities within 30 days of purchase, as we do not generally use short-term trading as an investment strategy. However, there may be times when we will sell a security for a client when the client has held the position for less than 30 days.

IARs do not attempt to time short-term market swings. Short-term buying and selling of securities are typically limited to those cases where a purchase has resulted in an unanticipated gain or loss in which we believe that a subsequent sale is in the best interest of the client.

Trend

IARs may manage client assets using a trend-following methodology based on the 200-day average and grounded in a strong sell discipline for all positions within the portfolio.

Dollar-Cost-Averaging

Dollar-cost averaging involves investing money in multiple installments over time to take advantage of price fluctuations in an attempt to get a lower average cost per share.

Defensive Strategies

If our IAR anticipates poor near-term prospects for equity markets, we may adopt a defensive strategy for clients' accounts by investing substantially in fixed-income securities and/or money market instruments. We may also utilize low, non-, or negatively correlated investments through mutual funds and ETFs. There can be no guarantee that the use of defensive techniques will be successful in avoiding losses.

Margin

Some clients of the Firm maintain margin accounts to facilitate short-term borrowing needs, which are unrelated to our investment strategy (ies). For some high-net-worth (HNW) clients who are seeking a more aggressive strategy for their portfolio, our IARs may work with those clients on an individual basis to develop a leveraged strategy utilizing margin to increase market participation portfolio as part of a customized investment strategy. Clients are responsible for any brokerage or margin charges in addition to advisory fees. Risks of using margin include "margin calls" (also called "fed calls" or "maintenance calls.") Margin calls occur when account values decrease below minimum maintenance margin levels established by the broker-dealer that holds the securities in the client's account, requiring the investor to deposit additional money or securities into their margin account.

While the use of margin borrowing can increase returns, it can also magnify losses. Clients must specifically request to establish a margin account.

Additional Strategies

Clients interested in learning more about any of the above strategies should contact us for more information and/or refer to the prospectus of any mutual fund. We may also consider additional strategies by specific client request.

Investing Involves Risk

General Risks of Owning Securities

Investing in securities involves the risk of loss that clients should be prepared to bear. While the stock market may increase and account(s) could enjoy again, it is also possible that the stock market may decrease, and account(s) could suffer a loss. It is important that clients understand the risks associated with investing in the stock market, are appropriately diversified in investments, and ask us any questions they may have.

Risk of Loss

Diversification does not guarantee a profit or guarantee to protect against loss, and there is no guarantee that investment objectives will be achieved. The Firm strategies and recommendations may lose value. All investments have certain risks involved including, but not limited to the following:

- **Stock Market Risk:** The value of securities in the portfolio will fluctuate and, as a result, the value may decline suddenly or over a sustained period of time.
- **Managed Portfolio Risk:** The manager's investment strategies or choice of specific securities may be unsuccessful and may cause the portfolio to incur losses.
- **Industry Risk:** The portfolio's investments could be concentrated within one industry or group of industries. Any factors detrimental to the performance of such industries will disproportionately impact a portfolio. Investments focused on a particular industry are subject to greater risk and are more greatly impacted by market volatility than less concentrated investments.
- **Non-U.S. Securities Risk:** Non-U.S. securities are subject to the risks of foreign currency fluctuations, generally higher volatility, and lower liquidity than U.S. securities, less developed securities markets and economic systems and political economic instability.
- **Emerging Markets Risk:** To the extent that a portfolio invests in issuers located in emerging markets, the risk may be heightened by political changes and changes in taxation or currency controls that could adversely affect the values of these investments. Emerging markets have been more volatile than the markets of developed countries with more mature economies.
- **Currency Risk:** The value of a portfolio's investments may fall as a result of changes in exchange rates.
- **Credit Risk:** Most fixed-income instruments are dependent on the underlying credit of the issuer. If we are wrong about the underlying financial strength of an issuer, we may purchase securities where the issuer is unable to meet its obligations. If this happens, a portfolio could sustain an unrealized or realized loss.
- **Inflation Risk:** Most fixed-income instruments will sustain losses if inflation increases, or the market anticipates increases in inflation. If we enter a period of moderate or heavy inflation, the value of fixed-income securities could go down.
- **Interest Rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate.
- **Margin Risk:** The use of margin is not suitable for all investors since it increases leverage in an Account and therefore risks.
- **ETF and Mutual Fund Risk:** When we invest in an ETF or mutual fund for a client, the client will bear additional expenses based on its pro rata share of the ETF or mutual fund's operation expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund greatly reflects the risks of owning the underlying securities the ETF or mutual fund holds. Clients may also incur brokerage costs when purchasing ETFs.
- **Independent Manager Risk:** As stated above, the Firm may select certain Independent Managers to manage a portion of its client's assets. In these situations, the Firm continues to conduct ongoing due diligence of such managers, but such recommendations rely to a great extent on the Independent Managers' ability to successfully implement their investment strategies. In addition, the Firm generally may not have the ability to supervise the Independent Managers on a day-to-day basis.
- **Derivative Risk:** Derivatives are securities, such as futures contracts or options, whose value is derived from that of other securities or indices. Derivatives can be used for hedging (attempting to reduce risk by offsetting one investment position with another) or non-hedging purposes. Hedging with derivatives may increase expenses, and there is no guarantee that a hedging strategy will achieve the desired results. Utilizing derivatives can cause greater than ordinary investment risk, which could result in losses.

- **Alternative Investment Risk:** Alternative Investments involve a high degree of risk, often engage in leveraging and other speculative investment practices that may increase the risk of investment loss, can be highly illiquid, are not always required to provide periodic pricing or valuation information to investors, may involve complex tax structures and delays in distributing important tax information, are not subject to the same regulatory requirements as mutual funds, often charge high fees which may offset any trading profits, and in many cases, the underlying investments are not transparent and are known only to the investment manager. Alternative investment performance can be volatile. An investor could lose all or a substantial amount of his or her investment.
- **Management Risk:** Investments vary with the success and failure of our investment strategies, research, analysis, and determination of portfolio securities. If our investment strategies do not produce the expected returns, the value of the investment may decrease.

ITEM 9 - DISCIPLINARY INFORMATION

SpirePoint and our personnel seek to maintain the highest level of business professionalism, integrity, and ethics. We are required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of our business or the integrity of our management. We do not have any required disclosures to this Item.

ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

SpirePoint is required to disclose any relationship or arrangement that is material to its advisory business or to its clients with certain related persons.

Relationship with tru Independence, LLC

The Firm maintains a business relationship with tru Independence, LLC ("tru Independence"), a service platform for investment professionals and an SEC-registered investment adviser. Through its relationship with tru Independence, the Firm gains access to services related to reporting, custody, investments, compliance, trading, technology, transition support, and other related services.

In fulfilling its duties to its clients, the Firm endeavors at all times to put the interests of its clients first. The Firm reviews all of its service provider relationships on an ongoing basis in an effort to ensure decisions are made in the best interests of clients. Clients should be aware, however, that this relationship may pose certain conflicts of interest. Specifically, tru Independence charges the Firm a platform fee that decreases as assets increase. Accordingly, the Firm has an incentive to increase the assets it places through the tru Independence platform. tru Independence also provided transition support aimed at helping the Firm launch its new advisory firm. The receipt of economic and other benefits as described above from tru Independence creates an incentive for the Firm to choose tru Independence over other service providers that do not furnish similar benefits.

Licensed Insurance Agents

Certain of the Firm's Supervised Persons are licensed insurance agents and may offer certain insurance products on a fully disclosed commissionable basis. A conflict of interest exists to the extent that the Firm

recommends the purchase of insurance products where its Supervised Persons may be entitled to insurance commissions or other additional compensation. The Firm has procedures in place whereby it seeks to ensure that all recommendations are made in its clients' best interest regardless of any such affiliations.

Registered Representatives of a Broker-Dealer

Certain of the Firm's Supervised Persons are registered representatives of Purshe Kaplan Sterling Investments, Inc. ("PKS"), and may provide clients with securities brokerage services under a separate commission-based arrangement. This arrangement is described at length in Item 5. This arrangement allows the Firm's Supervised Persons to offer certain qualified clients trading services, which gives the Firm the ability to execute trades through PKS of client assets custodied as defined in Item 12.

Retirement Plan Accounts

The Firm may from time to time recommend the rollover to an IRA from an employer-sponsored retirement plan. This product will be recommended when it is deemed by the Firm to be in the best interest of the client. It is understood that the Advisor will receive management fees paid by the client as indicated by the client agreement that will be signed when the account is opened.

When the Firm provides investment advice to clients regarding their retirement plan account or individual retirement account, the Firm is a fiduciary 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 the Firm makes money creates some conflicts with client interests, so the Firm operates under a special rule that requires us to act in the client's best interest and not put our interest ahead of theirs.

Under this special rule's provisions, the Firm must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of the client when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that the Firm gives advice that is in the client's best interest;
- Charge no more than is reasonable for services; and
- Give the client basic information about conflicts of interest.

When recommending the rollover to an IRA from an employer-sponsored retirement plan, the client will be provided with disclosure on the reasons why the transaction is in their best interest, it will be required to be signed by both the client and the advisor and will be maintained in the Client's file.

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

Code of Ethics

SpirePoint believes that we owe clients the highest level of trust and fair dealing. As part of our fiduciary duty, we place the interests of our clients ahead of the interests of the firm and our personnel. We have adopted a Code of Ethics that emphasizes the high standards of conduct that the Firm seeks to observe. Our personnel are required to conduct themselves with integrity at all times and follow the principles and policies detailed in our Code of Ethics.

The Firm's Code of Ethics attempts to address specific conflicts of interest that we have identified or could likely arise. The Firm's personnel are required to follow clear guidelines from the Code of Ethics in areas such as gifts and entertainment, other business activities, prohibitions of insider trading, and adherence to applicable federal securities laws. Additionally, individuals who formulate investment advice for clients, or who have access to nonpublic information regarding any clients' purchase or sale of securities, are subject to personal trading policies governed by the Code of Ethics (see below).

The Firm will provide a complete copy of the Code of Ethics to any client or prospective client upon request.

Personal Trading Practices

The Firm and our personnel may purchase or sell securities for themselves, regardless of whether the transaction would be appropriate for a client's account. The Firm and our personnel may purchase or sell securities for themselves that we also recommend/utilize for clients. This includes related securities (e.g., warrants, options, or other derivatives). This presents a potential conflict of interest, as we have the incentive to take investment opportunities from clients for our own benefit, favor our personal trades over client transactions when allocating trades, or use the information about the transactions we intend to make for clients to our personal benefit by trading ahead of clients.

Our policies to address these conflicts include the following:

1. The client receives the opportunity to act on investment decisions/recommendations prior to and in preference to accounts of their IAR.
2. The Firm prohibits trading in a manner that takes personal advantage of price movements caused by client transactions.
3. If an IAR wishes to purchase or sell the same security as he/she recommends or takes action to purchase or sell for a client, he/she will not do so until the custodian fills the client's order if the order cannot be aggregated with the client order. As a result of this policy, it is possible that clients may receive a better or worse price than IAR for transactions in the same security on the same day as a client.
4. The Firm requires our IARs to report personal securities transactions on at least a quarterly basis.
5. Conflicts of interest also may arise when Firm IARs become aware of limited offerings or IPOs, including private placements or offerings of interests in limited partnerships or any thinly traded securities, whether public or private. Given the inherent potential for conflict, limited offerings

and IPOs demand extreme care. IARs are required to obtain pre-approval from the Chief Compliance Officer before trading in limited offerings and are prohibited from transacting in IPOs for personal accounts.

6. Under certain limited circumstances, we make exceptions to the policies stated above. The Firm will maintain records of these trades, including the reasons for any exceptions.

ITEM 12 - BROKERAGE PRACTICES

SpirePoint generally requests accounts that are not managed by third-party Independent Managers and/or Sub-Advisor to be established with Goldman Sachs Custody Solutions (“GS”), member FINRA/SIPC or Charles Schwab Corporation, member FINRA/SIPC. The Firm engages custodians to clear transactions and custody assets. The custodians provide the Firm with services that assist us in managing and administering clients' accounts which include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of fees from its clients' accounts; and (v) assist with certain back-office functions, recordkeeping and client reporting.

As part of the arrangement described above, the custodians also make certain research and brokerage services available at no additional cost to our firm. These services include certain research and brokerage services, including research services obtained by the custodians directly from independent research companies, as selected by our Firm (within specific parameters). Research products and services provided by the custodians to our firm may include research reports on recommendations or other information about, particular companies or industries; economic surveys, data, and analyses; financial publications; portfolio evaluation services; financial database software services; computerized news and pricing services; quotation equipment for use in running software used in investment decision-making; and other products or services that provide lawful and appropriate assistance by the custodians to our firm in the performance of our investment decision-making responsibilities. The aforementioned research and brokerage services are used by our firm to manage accounts. Without this arrangement, our firm might be compelled to purchase the same or similar services at our own expense.

As a result of receiving the services discussed above, we have an incentive to continue to use or expand the use of the custodians' services. Our firm examined this conflict of interest when we chose to enter into the relationship with the custodians and we have determined that the relationship is in the best interest of our firm's clients and satisfies our client obligations, including our duty to seek best execution.

The custodians charge brokerage commissions and transaction fees for effecting certain securities transactions (i.e., transaction fees are charged for certain no-load mutual funds, and commissions are charged for individual equity and debt securities transactions).

The custodians generally do not charge clients separately for custody services but are compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through the custodians or that settle into accounts at the custodians. The custodians charge brokerage commissions and transaction fees for effecting certain securities transactions (i.e., transaction fees are charged for certain no-load mutual funds, and commissions are charged for individual equity and debt securities transactions). The custodians enable us to obtain many

no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges. The custodians' commission rates are generally discounted from customary retail commission rates. However, the commission and transaction fees charged by the custodians may be higher or lower than those charged by other custodians and broker-dealers.

We may aggregate (combine) trades for ourselves or our associated persons with client trades, providing that the following conditions are met:

1. Our policy for the aggregation of transactions shall be fully disclosed separately to our existing clients (if any) and the broker-dealer(s) through which such transactions will be placed;
2. We will not aggregate transactions unless we believe that aggregation is consistent with our duty to seek the best execution (which includes the duty to seek best price) for the client and is consistent with the terms of our investment advisory agreement with the client for which trades are being aggregated.
3. No advisory client will be favored over any other client; each client that participates in an aggregated order will participate at the average share price for all our transactions in a given security on a given business day, with transaction costs based on each client's participation in the transaction;
4. We will prepare a procedure specifying how to allocate the order among those clients;
5. If the aggregated order is filled in its entirety, it will be allocated among clients in accordance with the allocation statement; if the order is partially filled, it will be allocated pro-rata based on the allocation statement;
6. Our books and records will separately reflect, for each client account, the orders that are aggregated, and the securities held by, and bought for that account.
7. We will receive no additional compensation or remuneration of any kind as a result of the proposed aggregation; and,
8. Individual advice and treatment will be accorded to each advisory client.

As a matter of policy and practice, we do not utilize research, research-related products, and other services obtained from broker-dealers, or third parties, on a soft dollar commission basis other than what is described above.

Factors Considered in Recommending Custodians

We consider several factors in recommending custodians to a client. Factors that we consider when recommending custodians may include financial strength, reputation, execution, pricing, reporting, research, and service. We will also take into consideration the availability of the products and services received or offered (detailed above) by the custodians.

Directed Brokerage Transactions

The Firm does not allow clients to direct brokerage to a specific broker-dealer. For an individual third-party Independent Manager's and/or Sub-Advisor's policy on directed brokerage transactions, please refer to *Item 12 – Brokerage Practices* of that manager's Form ADV 2A brochure.

Special Considerations for ERISA Clients

A retirement or ERISA plan client may direct all or part of portfolio transactions for its account through a specific broker or dealer in order to obtain goods or services on behalf of the plan. Such direction is permitted provided that the goods and services provided are reasonable expenses of the plan incurred in the ordinary course of its business for which it otherwise would be obligated and empowered to pay. ERISA prohibits directed brokerage arrangements when the goods or services purchased are not for the exclusive benefit of the plan. Consequently, we will request that plan sponsors who directs plan brokerage provide us with a letter documenting that this arrangement will be for the exclusive benefit of the plan.

Trade Errors

We have implemented procedures designed to prevent trade errors; however, trade errors in client accounts cannot always be avoided. Consistent with our fiduciary duty, it is our policy to correct trade errors in a manner that is in the best interest of the client. In cases where the client causes the trade error, the client will be responsible for any loss resulting from the correction. Depending on the specific circumstances of the trade error, the client may not be able to receive any gains generated as a result of the error correction. In all situations where the client does not cause the trade error, the client will be made whole, and we will absorb any loss resulting from the trade error if the error was caused by the Firm. If the error is caused by the Custodian, the Custodian will be responsible for covering all trade error costs. If an investment gain results from the correcting trade, the gain will be donated to charity. We will never benefit or profit from trade errors.

ITEM 13 - REVIEW OF ACCOUNTS

Account Reviews & Reporting

Managed Accounts Reviews

SpirePoint manages portfolios on a continuous basis and generally reviews all positions in client accounts on a regular basis, but no less than annually. We generally offer account reviews to clients annually. Clients may choose to receive reviews in person, by telephone, or via e-mail. Firm IARs conduct reviews based on a variety of factors. These factors include but are not limited to, stated investment objectives, economic environment, outlook for the securities markets, and the merits of the securities in the accounts.

In addition, we may conduct a special review of an account based on, but not limited to, the following:

1. A change in the client's investment objectives, guidelines, and/or financial situation;
2. Changes in diversification;
3. Tax considerations; or
4. Material cash deposits or withdrawals.

Third Party and/or Sub-Advisor Accounts

IARs periodically review third-party Independent Managers and/or Sub-Advisor reports provided to the client, but no less often than on a semi-annual basis. Our IARs contact clients from time to time, as agreed to with the client, in order to review their financial situation and objectives; communicate information

to third-party Independent Managers and/or Sub-Advisors as warranted; and assist the client in understanding and evaluating the services provided by the third-party Independent Manager and/or Sub-Advisor. The client is expected to notify us of any changes in his/her financial situation, investment objectives, or account restrictions that could affect their account. The client may also directly contact the third-party Independent Manager and/or Sub-Advisor managing the account or sponsoring the program. Clients who utilize third-party Independent Managers and/or Sub-Advisors should review the third-party Independent Manager's and/or Sub-Advisor's Form ADV Part 2 **Item 13 – Review of Accounts** regarding account reviews, types of written reports provided, and frequency of such reports.

Consulting Service

Consultation clients do not receive reviews of their written plans unless they take action to schedule a financial consultation with us or separately contract with us for a post-financial plan meeting or update their initial written financial plan. The type of reporting is agreed upon by the Firm and the client on a case-by-case basis. We do not provide ongoing services to financial consultation clients but are willing to meet with such clients upon their request to discuss updates to their plans or changes in their circumstances. The client's IAR provides financial consultation services to the client. In cases when we have been contracted to conduct ongoing financial consultation services, the IARs will conduct reviews as agreed upon with the client.

ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION

Brokerage Support Products and Services

SpirePoint receives an economic benefit from the brokers used for transactions in client accounts in the form of the support products and services they make available to us and other independent firms whose clients maintain their accounts at the broker. These products and services, how they benefit us, and the related conflicts of interest are described above (see *Item 12 – Brokerage Practices*). We do not base particular investment advice, such as buying particular securities for our clients, on the availability of the brokers' products and services to us.

Outside Compensation

The Firm does not pay referral fees (non-commission-based) to independent solicitors for the referral of their clients to our firm.

Firm IARs may refer clients to unaffiliated professionals for specific needs, such as mortgage brokerage, real estate sales, estate planning, legal, and/or tax/accounting. In turn, these professionals may refer clients to our IARs for investment management needs. We do not have any arrangements with individuals or companies that we refer clients to, and we do not receive any compensation for these referrals.

However, it could be concluded that our IARs are receiving an indirect economic benefit from this practice, as the relationships are mutually beneficial. For example, we could be incentivized to recommend services of firms who refer clients to the Firm.

Our IARs only refer clients to professionals we believe are competent and qualified in their field, but it is ultimately the client's responsibility to evaluate the provider, and it is solely the client's decision whether to engage a recommended firm. Clients are under no obligation to purchase any products or services through these professionals, and our IARs have no control over the services provided by another firm. Clients who choose to engage these professionals will sign a separate agreement with the other firm. Fees charged by the other firm are separate from and in addition to fees charged by the Firm.

If the client desires, our IARs will work with these professionals or the client's other advisors (such as an accountant, attorney, or other investment advisor) to help ensure that the provider understands the client's investments and to coordinate services for the client. We do not share information with an unaffiliated professional unless first authorized by the client.

Third Party Independent Manager and/or Sub-Advisor

Our IARs may work with third party Independent Managers or Sub-Advisors to service client accounts. They may receive ongoing compensation in relation to these arrangements, of which details are fully disclosed to the clients at the time of account opening. See also *Item 5 - Third Party Accounts and/or Sub-Advisor and Item 10 – Third Party Managers and/or Sub-Advisor*. Other Financial Institutions

The Firm has established agreements to provide consulting services to other financial institutions regarding business development or investment advisory services provided to clients. If the consultation being provided is specific to services provided to the client account, the specifics of this arrangement, including the compensation paid to the Firm will be fully disclosed to clients in their signed agreements.

ITEM 15 - CUSTODY

SpirePoint and/or the Independent Managers have limited custody of some of our client's funds or securities when the clients authorize us to deduct our management fees directly from the client's account. A qualified custodian (generally a broker-dealer, bank, trust company, or other financial institution) holds clients' funds and securities. Clients will receive statements directly from their qualified custodian at least quarterly. The statements will reflect the client's funds and securities held with the qualified custodian as well as any transactions that occurred in the account, including the deduction of our fee.

Clients should carefully review the account statements they receive from the qualified custodian. When clients receive statements from the Firm as well as from the qualified custodian, they should compare these two reports carefully. Clients with any questions about their statements should contact us at the address or phone number on the cover of this brochure. Clients who do not receive a statement from their qualified custodian at least quarterly should also notify us.

Third-Party Standing Letters of Authorization ("SLOA")

The Firm is deemed to have custody of the client's funds or securities when clients have standing authorizations with their custodian to move money from a client's account to a third party ("SLOA") and, under that SLOA, it authorizes us to designate the amount or timing of transfers with the custodian.

The SEC has set forth a set of standards intended to protect client assets in such situations, which we follow. By working with the qualified custodian, the Firm has in place seven provisions set forth by the SEC to assist in mitigating risk. The below must be followed for clients with third-party SLOAs:

1. The client provides an instruction to the qualified custodian, in writing, which includes the client's signature, the third party's name, and either the third party's address or the third party's account number at a custodian to which the transfer should be directed.
2. The client authorizes the Firm, in writing, either on the qualified custodian's form or separately, to direct transfers to the third party either on a specified schedule or from time to time.
3. The client's qualified custodian performs appropriate verification of the instruction, such as a signature review or other method to verify the client's authorization and provides a transfer of funds notice to the client promptly after each transfer.
4. The client can terminate or change the instruction to the client's qualified custodian.
5. The Firm has no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party contained in the client's instruction.
6. The Firm maintains records showing that the third party is not a related party of the Firm or located at the same address as the Firm.
7. The client's qualified custodian sends the client, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.

As stated earlier in this section, account statements reflecting all activity on the account(s), are delivered directly from the qualified custodian to each client or the client's independent representative, at least quarterly. A client should carefully review those statements and are urged to compare the statements against reports received from us. When a client has questions about their account statements, they should contact us, the Advisor, or the qualified custodian preparing the statement.

ITEM 16 - INVESTMENT DISCRETION

SpirePoint accepts discretionary authority over client accounts. If an IAR is acting in a discretionary capacity, the IAR may place trades within a client account without pre-approval from the client.

When working with third-party Independent Managers and/or Sub-Advisors, we may recommend certain third-party Independent Managers and/or Sub-Advisors to clients and then it is up to the client to approve our recommendations. The third-party investment advisor chosen by the client is responsible for all investment decisions made in the client's account(s). Generally, clients who utilize a third-party Independent Manager and/or Sub-Advisor will sign agreements directly with the third-party Independent Manager and/or Sub-Advisor. It is important to note that we do not offer advice on any specific securities or other investments in connection with this service. Clients can find more information about the discretionary authority granted to third-party managers in *Item 16 – Investment Discretion* of each manager's Form ADV disclosure brochure.

ITEM 17 - VOTING CLIENT SECURITIES

Voting of Proxies

In regard to SEC Rule 206(4)-6 under the Advisers Act, SpirePoint may accept the authority to vote a client's securities (i.e., proxies) on their behalf. When the Firm accepts such responsibility, it will only cast proxy votes in a manner consistent with the best interest of its clients. We are responsible for (1) directing the manner in which proxies solicited by issuers of securities beneficially owned in their Account are voted and

voting or causing such proxies to be so voted and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other similar type events pertaining to their Assets.

A client should contact us if they would like to receive a copy of our Proxy Voting Policy.

Class Action Lawsuits

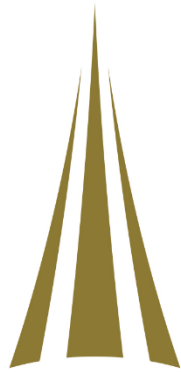
The Firm will file proofs of claims relating to class action lawsuits affecting individual client accounts. Upon the client's request, the Advisor will provide any and all documentation submitted as such proof of claim.

Mutual Funds

The investment advisor that manages the assets of a registered investment company (i.e., mutual fund) generally votes proxies issued on securities held by the mutual fund.

ITEM 18 - FINANCIAL INFORMATION

Registered investment advisors are required in this item to provide clients with certain financial information or disclosures about the firm's financial condition. SpirePoint does not require the prepayment of more than \$1,200 in fees per client, six months or more in advance, does not have or foresee any financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients, and has not been the subject of a bankruptcy proceeding.



SPIREPOINT

PRIVATE CLIENT

Part 2A Appendix 1 of Form ADV Wrap Fee Program Brochure

Sponsored by

SpirePoint Private Client, LLC

January 1, 2024

Office Location:

3111 Cardinal Drive, Suite 2 West

Vero Beach, FL 32963

(772) 316-1271

www.spirepointpc.com

This wrap-fee program brochure provides information about the qualifications and business practices of SpirePoint Private Client, LLC, a registered investment advisor with the Securities and Exchange Commission ("SEC"). If you have any questions about the contents of this brochure, please contact the Firm at the telephone number listed above. For compliance-specific requests, please call our Chief Compliance Officer at (971) 371-3450.

The information in this brochure has not been approved or verified by the United States Exchange Commission (SEC) or by any state securities authority. Registration does not imply any level of skill or training. Additional information about the Firm is available on the SEC's website at www.adverserinfo.gov.

ITEM 2 - MATERIAL CHANGES

In this Item, SpirePoint Private Client, LLC, is required to discuss any material changes that have been made to the ADV Part 2A Appendix 1 Wrap Fee Program brochure since the last annual amendment.

Our Brochure provides information about the qualifications and business practices of the Firm. Except for the item listed below, the business practices of the Firm are substantially the same as represented in this Firm's previous and current years' annual updated Brochures.

Material changes since the previous filing of this brochure include:

- The Firm has amended its Form ADV to update current Assets Under Management.
- The name of the Firm has changed from THELG LLC dba SpirePoint Private Client to SpirePoint Private Client, LLC.
- Ownership of the Firm has been updated to add Hakyung (Kay) Campione and James Beindorf.

We will ensure that all current clients receive a Summary of Material Changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. This Summary of Material Changes is also included with our Brochure on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for the Firm, LLC is #327350. We may further provide other ongoing disclosure information about material changes as necessary and will further provide you with a new Brochure as necessary based on material changes or new information, at any time, without charge.

Clients are encouraged to carefully read the Brochure in its entirety and contact their Financial Advisor with any questions.

Currently, our Brochure may be requested by contacting Stacy L. Sizemore, IACCP®, Chief Compliance Officer, at (971) 371-3450 or stacy@tru-ind.com.

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ITEM 4 - ADVISORY BUSINESS

SpirePoint Private Client, LLC (“SpirePoint” or “the Firm”) has been registered with the SEC as an investment adviser since 2023 and is owned by Trent Leyda, Hakyung (Kay) Campione and James Beindorf. The principal place of business is located in Vero Beach, FL.

The SpirePoint Private Client Wrap Program (the “Program”) is an investment advisory program sponsored by SpirePoint. Before the Firm renders any of the foregoing advisory services, clients are required to enter into one or more written agreements with the Firm setting forth the relevant terms and conditions of the advisory relationship (the “Advisory Agreement”).

As a registered investment adviser, the Firm is a fiduciary to the firm’s investment advisory clients and has an obligation to act in good faith, and in the best interest of the client and to place the client’s interests first and foremost. This would include a duty of care, which requires among other things, advisers to ensure that its investment advice is suitable based on the client’s investment profile or mandate. As part of a duty of loyalty to clients’ advisers must also attempt to eliminate or make full and fair disclosure of all material facts of any conflicts of interest so a client, or prospective client, can make an informed decision in each particular circumstance. The structure of the Program and other internal controls described in this brochure are designed to support the Firm’s ongoing efforts to fulfill its fiduciary duties. This includes actions to either avoid or mitigate material conflicts of interest that may exist between the Firm and its Clients and to provide clients with the required disclosure of these conflicts of interest. Clients and prospective clients should carefully consider the information outlined in this Brochure in evaluating the Program. The Firm’s Financial Advisors (each, a “Financial Advisor,” and collectively, “Financial Advisors”) serve as the primary point of contact for Program clients. Clients are encouraged to carefully read this Brochure in its entirety and contact their Financial Advisor with any questions.

While this brochure generally describes the business of the Firm, certain sections also discuss the activities of its Supervised Persons, which refer to the Firm’s officers, partners, directors (or other persons occupying a similar status or performing similar functions), employees, or any other person who provides investment advice on the Firm’s behalf and is subject to the Firm’s supervision or control.

The information included in this Brochure is current as of the date of this Brochure and is subject to change at the Firm’s discretion. Please retain this Brochure for your records.

Assets Under Management

As of December 31, 2023, SpirePoint managed approximately \$934,052,308 in assets for approximately 693 accounts, all of which are managed on a discretionary basis. All accounts utilize a wrap program.

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Advisory Services Offered

The Firm offers discretionary and non-discretionary investment management, investment advisory

services, and financial planning. Prior to the Firm rendering any of the foregoing advisory services, clients are required to enter into one or more written agreements with the Firm setting forth the relevant terms and conditions of the advisory relationship (the “Advisory Agreement”).

Investment Management Services

The Firm offers continuous and regular investment supervisory services on a discretionary basis. We work with clients and have the ongoing responsibility to select and/or make recommendations based upon the objectives of the client, as to specific securities or other investments that he/she recommends or purchases/sells in clients’ accounts. We utilize a variety of investment types when making investment recommendations/purchases in client accounts which include, but are not limited to equity securities, fixed-income securities, alternatives, and mutual funds. The investments recommended/purchased are based on the client’s individual needs, goals, and objectives. The Firm offers investment advice on any investment held by the client at the start of the advisory relationship. Financial Planning may be provided to clients as a part of the Investment Management Services. When being provided as a separate service it is described in this section under Financial Consulting Services below.

Clients are advised to promptly notify the Firm if there are changes in their financial situation or if they wish to place any limitations on the management of their portfolios. Clients may impose reasonable restrictions or mandates on the management if the Firm determines, in its sole discretion, that the conditions will not materially impact the performance of a management strategy or prove overly burdensome to the Firm’s management efforts.

As stated, investment management is provided on a discretionary basis, in which a client appoints and authorizes the Firm or a third party to make investment decisions with respect to the assets in the client’s account (including authority to buy, sell, or hold securities).

Financial Planning Services

Our Financial Planning Services Service offers clients the ability to have their investment portfolio allocated among different financial institutions and reviewed by an Investment Adviser Representative for a negotiated fee. This consultation offers the client a detailed look at their financial condition in relation to their investment objectives, risk tolerance, time horizon, and any financial goals that they may be seeking to achieve. This Financial Consultation Service offered by us may or may not be in conjunction with one of our other fee-based programs.

The Firm provides a variety of financial consulting services to individuals, families, and other clients regarding the management of their financial resources based upon an analysis of the client’s current situation, goals, and objectives. Consulting encompasses one or more of the following areas: Investment Planning, Retirement Planning, Estate Planning, Charitable Planning, Education Planning, Corporate and Personal Tax Planning, Cost Segregation Study, Corporate Structure, Business and Personal Financial Planning.

In performing these services, the Firm is not required to verify any information received from the client or from the client’s other professionals (e.g. attorneys, accounts, etc.) and is expressly authorized to rely on such information. The Firm may recommend clients engage the Firm for additional related services, its Supervised Persons in their individual capacities as insurance agents or register representatives of a

broker-dealer and/or other professionals to implement its recommendations. Clients are advised that a conflict of interest exists if the client engages the Firm or its affiliates to provide additional services for compensation. Clients retain absolute discretion over all decisions regarding implementation and are under no obligation to act upon any of the recommendations made by the Firm under a financial planning or consulting engagement. Clients are advised that it remains their responsibility to promptly notify the Firm of any change in their financial situation or investment objectives for the purpose of reviewing, evaluating, or revising the Firm's recommendations and/or services.

Use of Independent Managers

The Firm may select certain Independent Managers or Sub-Advisors to actively manage a portion of its clients' assets. The specific terms and conditions under which a client engages an Independent Manager will be set forth in a separate written agreement with the designated Independent Manager. In addition to this brochure, clients may also receive the written disclosure documents of the respective Independent Managers engaged to manage their assets.

The Firm evaluates a variety of information about Independent Managers, which may include the Independent Managers' public disclosure documents, materials supplied by the Independent Managers themselves, and other third-party analyses it believes are reputable. To the extent possible, the Firm seeks to assess the Independent Managers' investment strategies, past performance, and risk results in relation to its clients' individual portfolio allocations and risk exposure. The Firm also takes into consideration each Independent Manager's management style, returns, reputation, financial strength, reporting, pricing, and research capabilities, among other factors.

The Firm continues to provide services relative to the discretionary or non-discretionary selection of Independent Managers. On an ongoing basis, the Firm monitors the performance of those accounts being managed by the Independent Manager. The Firm seeks to ensure the Independent Managers' strategies and target allocations remain aligned with its client's investment objectives and overall best interests.

Wrap Fee Program

The Program described in this Brochure is provided to clients in a "wrap fee" arrangement. A wrap fee arrangement is one in which a single fee is charged based on the market value of assets in the client's account, rather than on the transactions in the account, with all transactional and other fees included.

The Program provides clients with the ability to trade in certain investment products without incurring separate brokerage commissions or transaction charges. A wrap fee program is considered any arrangement under which clients receive investment advisory services (which may include portfolio management or advice concerning the selection of other investment advisers) and the execution of client transactions for a specified fee or fees not based upon transactions in their accounts where the total costs will generally increase or decrease as a result of the frequency of transactions in the account and the type of securities purchased.

At the onset of the Program, clients complete an investor profile describing their individual investment objectives, liquidity and cash flow needs, time horizon, and risk tolerance, as well as any other factors pertinent to their specific financial situations. After an analysis of the relevant information, the Firm assists its clients in developing an appropriate strategy for managing their assets.

Fees for Participating in the Wrap Fee Program

The Program is offered on an asset-based fee basis, meaning participants pay a single annualized fee based upon assets under management (“Program Fee”) established as a percentage of the market value of assets in the account as of a particular date rather than on the transactions in the account as in a commission account where total costs will generally increase or decrease as a result of the frequency of transactions in the account and they type of securities purchased.

The Wrap Fee covers advisory services related to the program, portfolio management services provided by third parties, the execution of transactions, custody services, account servicing, reporting, and other services. The specific fee a client will pay is set forth in their Client Agreement.

In establishing the fee applicable to a client’s account, the Advisor will take into consideration the value of the assets, the types of assets, being deposited in the account participating in the relevant Program, other assets the client or the client’s household may have invested with the Firm, and the nature of the client relationship. In general, not all clients with the same amount of assets will be charged the same fee in the same Program.

This management fee generally ranges up to 2%, depending on the size and composition of a client’s portfolio and the type of services rendered. The annual fee is prorated and charged monthly in advance, based on the value of the assets being managed by the Firm on the last day of the previous billing period.

If assets are deposited into or withdrawn from an account after the inception of a billing period, the fee payable with respect to such assets is adjusted to reflect the interim change in portfolio value. For the initial period of an engagement, the fee is calculated on a pro-rata basis. In the event the advisory agreement is terminated, the fee for the final billing period is prorated through the effective date of the termination, and the outstanding or unearned portion of the fee is charged or refunded to the client, as appropriate.

Additionally, for asset management services the Firm provides with respect to certain client holdings (e.g., held-away assets, accommodation accounts, alternative investments, etc.), the Firm may negotiate a fee rate that differs from the range set forth above.

Additional Fee Information

As referenced above, a portion of the fees paid to the Firm are used to cover the securities brokerage commissions and transactional costs attributed to the management of its client’s portfolios.

The Firm has no internal arrangements in place whereby persons recommending the Program are entitled to receive additional compensation as a result of clients’ participation. A person recommending the Program will not earn more compensation than he or she would otherwise receive if a client elected another investment management program.

Services provided through the Program may cost clients more or less than purchasing these services separately. The number of transactions made in clients’ accounts, as well as the commissions charged for each transaction, determines the relative cost of the Program versus paying for execution on a per-transaction basis and paying a separate fee for advisory services. Therefore, the Firm has an incentive to place fewer trades for clients in the Program since the Firm incurs transaction expenses. Fees paid for

the Program may also be higher or lower than fees charged by other sponsors of comparable investment advisory programs.

The fees not included in the advisory fee for our wrap services are charges imposed directly by a mutual fund, index fund, or exchange-traded fund which shall be disclosed in the fund's prospectus (i.e., fund management fees and other fund expenses), mark-ups and mark-downs, spreads paid to market makers, fees for trades executed at a broker-dealer, wire transfer fees and other fees and taxes on brokerage accounts and securities transactions.

Payments to Independent Managers

The Firm pays a portion of the total fee received from the client to the Independent Manager, if applicable, for services provided to the client through the relevant Program. Although the amounts paid to third parties participating in the Program may be changed from time to time without notice to clients, such changes will not impact the amount of the fees paid by clients without prior notification to the client. The range of fees paid to these third parties varies based on factors such as the investment strategy or style of the relevant manager, and the size of the client's account. A portion of these fees are retained by the Firm, for money management or administrative services.

Direct Fee Debit

Clients generally provide the Firm with the authority to directly debit their accounts for payment of the investment advisory fees. The Financial Institutions that act as the qualified custodian for client accounts, from which the Firm retains the authority to directly deduct fees, have agreed to send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to the Firm.

Account Additions and Withdrawals

Clients may make additions to and withdrawals from their account at any time, subject to the Firm's right to terminate an account. Additions may be in cash or securities provided that the Firm reserves the right to liquidate any transferred securities or declines to accept particular securities into a client's account. Clients may withdraw account assets on notice to the Firm, subject to the usual and customary securities settlement procedures. However, the Firm generally designs its portfolios as long-term investments, and the withdrawal of assets may impair the achievement of a client's investment objectives. The Firm may consult with its clients about the options and implications of transferring securities. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, short-term redemption fees, fees assessed at the mutual fund level (e.g., contingent deferred sales charges), and/or tax ramifications.

ITEM 5 - ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS

SpirePoint offers services to individuals, pension and profit-sharing plans, trusts, estates, charitable organizations, corporations, and business entities.

Minimum Account Requirements

SpirePoint does not charge performance-based fees or other fees based on a share of capital gains on or

capital appreciation of the assets of a client.

Types of Clients

SpirePoint provides asset management, financial consulting, ERISA plan advisory and consulting, investment advisory consultation, and selection of third-party Independent Managers and/or Sub-Advisors. Our services are provided on a discretionary basis to a variety of clients, such as institutional investors, individuals, high-net-worth individuals, trusts and estates, qualified purchasers, and individual participants of retirement plans. In addition, we may also provide advisory services to entities such as pension and profit-sharing plans, businesses, and other investment advisors.

ITEM 6 - PORTFOLIO MANAGER SELECTION AND EVALUATION

Product Evaluation and Approval

SpirePoint's wrap fee and non-wrap fee accounts are managed on an individual basis according to the client's investment objectives, financial goals, risk tolerance, etc. We do not manage wrap-fee accounts in a different fashion than non-wrap-fee accounts. We also allow clients to impose reasonable restrictions on investing in certain securities or types of securities. The Firm does not provide any services for a performance-based fee (i.e., a fee based on a share of capital gains or capital appreciation of a client's assets).

As stated above, the Firm may select certain Independent Managers to manage a portion of its clients' assets in a separate written agreement with the designated Independent Manager which will include the payment of any promoter fees by the Firm to the Independent Manager for their services. In these situations, the Firm continues to conduct ongoing due diligence of such managers, but such recommendations rely to a great extent on the Independent Managers' ability to successfully implement their investment strategies. In addition, the Firm generally may not have the ability to supervise the Independent Managers on a day-to-day basis.

Methods of Analysis and Investment Strategies

The Firm may utilize several methods of analysis when structuring client portfolios including fundamental analysis and technical analysis.

Fundamental analysis involves the fundamental financial condition and competitive position of a company. The Firm may analyze the financial condition, capabilities of management, earnings, new products, and services, as well as the company's markets and position amongst its competitors in order to determine the recommendations made to clients. The primary risk in using fundamental analysis is that while the overall health and position of a company may be good, market conditions may negatively impact the security.

Technical analysis involves the analysis of past market data rather than specific company data in determining the recommendations made to clients. Technical analysis may involve the use of charts to identify market patterns and trends which may be based on investor sentiment rather than the fundamentals of the company. The primary risk in using technical analysis is that spotting historical trends may not help to predict such trends in the future. Even if the trend will eventually reoccur, there is no

guarantee that the Firm will be able to accurately predict such a reoccurrence.

To implement its recommendations, the Firm primarily allocates client assets among various individual equity and debt securities, fixed income, mutual funds, and exchange-traded funds (“ETFs”) in accordance with their stated investment objectives. On a more limited basis, the Firm may utilize mutual funds or other securities to meet a client’s investment needs.

Portfolio Management by Affiliates and Related Persons

Portfolio Management services provided by the Firm, a Related Person, certain Affiliates, and the models provided by the Firm present a conflict of interest because, under these circumstances, the entire client fee is retained by the Firm and its Affiliates. This means that, through these arrangements, the Firm and its Affiliates or Related Persons may receive higher total compensation than if the client selected a third-party or otherwise non-affiliated investment manager. However, the Firm mitigates this conflict through disclosure of the conflict in this Brochure, and because, providing investment advisory services to clients, the Firm and its Financial Advisors have a fiduciary duty to act solely in the best interest of clients.

Further information about the Firm’s Related Persons, the conflicts of interest noted above, and how the Firm addresses these conflicts of interest, is included in the Other Financial Industry Activities and

Affiliations and Code of Ethics sections under Item 9 - Additional Information below.

Performance-Based Fees

The Firm does not charge performance-based fees (i.e., fees based on a share of capital gains or capital appreciation of the client’s account assets).

Risk of Loss

Market Risks

Investing involves risk, including the potential loss of principal, and all investors should be guided accordingly. The profitability of a significant portion of the Firm’s recommendations and/or investment decisions may depend to a great extent upon correctly assessing the future course of price movements of stocks, bonds, and other asset classes. There can be no assurance that the Firm will be able to predict those price movements accurately or capitalize on any such assumptions.

Mutual Funds and Exchange Traded Funds (ETFs)

An investment in a mutual fund or exchange-traded funds (ETFs) involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund’s underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event, they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund’s stated daily per share net asset value (“NAV”), plus any shareholders fees (e.g., sales loads, purchase fees,

redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to the actual NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed-based ETFs and potentially more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 20,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

Proxy Voting Authority

Voting of Proxies

In regard to SEC Rule 206(4)-6 under the Advisers Act, SpirePoint may accept the authority to vote a client's securities (i.e., proxies) on their behalf. When the Firm accepts such responsibility, it will only cast proxy votes in a manner consistent with the best interest of its clients. We are responsible for (1) directing the manner in which proxies solicited by issuers of securities beneficially owned in their Account are voted and voting or causing such proxies to be so voted and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other similar type events pertaining to their Assets.

A client should contact us if they would like to receive a copy of our Proxy Voting Policy.

Class Action Lawsuits

The Firm will file proofs of claims relating to class action lawsuits affecting individual client accounts. Upon the client's request, the Advisor will provide any and all documentation submitted as such proof of claim.

Mutual Funds

The investment advisor that manages the assets of a registered investment company (i.e., mutual fund) generally votes proxies issued on securities held by the mutual fund.

ITEM 7 - CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGER

We are required to describe the information about you that we communicate to your portfolio manager(s), and how often or under what circumstances we provide updated information. SpirePoint's communications with your portfolio manager(s) on a regular basis as needed to ensure you are most current investment goals and objectives are understood by your portfolio manager(s). In most cases, we will communicate such information as part of our regular investment management duties. Nevertheless, we will also communicate information to your portfolio manager(s) when you request us to, when market or economic conditions make it prudent to do so, etc.

ITEM 8 - CLIENT CONTACT WITH PORTFOLIO MANAGER

Our clients may directly contact their portfolio manager(s) with questions or concerns or by calling the number on this Brochure for contact information.

ITEM 9. ADDITIONAL INFORMATION

Disciplinary Information

The Firm has not been involved in any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of its management.

Other Financial Industry Activities and Affiliations

This item requires investment advisers to disclose certain financial industry activities and affiliations.

Registered Representatives of a Broker-Dealer

Certain of the Firm's Supervised Persons are registered representatives of Purshe Kaplan Sterling Investments, Inc. ("PKS"), and may provide clients with securities brokerage services under a separate commission-based arrangement. This arrangement is described at length in Item 5. This arrangement allows the Firm's Supervised Persons to offer certain qualified clients trading services, which gives the Firm the ability to execute trades through PKS of client assets custodied as defined in Item 12. Although PKS is also a Registered Investment Adviser, the Supervised Persons are only registered as Registered Representatives at PKS.

Insurance Agents

Certain of the Firm's Supervised Persons are licensed insurance agents and may offer certain insurance products on a fully disclosed commissionable basis. A conflict of interest exists to the extent that the Firm recommends the purchase of insurance products where its Supervised Persons may be entitled to insurance commissions or other additional compensation. The Firm has procedures in place whereby it seeks to ensure that all recommendations are made in its clients' best interest regardless of any such affiliations.

Code of Ethics

The Firm has adopted a code of ethics in compliance with applicable securities laws ("Code of Ethics") that sets forth the standards of conduct expected of its Supervised Persons. The Firm's Code of Ethics contains written policies reasonably designed to prevent certain unlawful practices such as the use of material non-public information by the Firm or any of its Supervised Persons and the trading by the same of securities ahead of clients in order to take advantage of pending orders.

The Code of Ethics also requires certain of the Firm's personnel to report their personal securities holdings and transactions and obtain pre-approval of certain investments (*e.g.*, initial public offerings, limited offerings). However, the Firm's Supervised Persons are permitted to buy or sell securities that it also recommends to clients if done in a fair and equitable manner that is consistent with the Firm's policies

and procedures. This Code of Ethics has been established recognizing that some securities trade in sufficiently broad markets to permit transactions by certain personnel to be completed without any appreciable impact on the markets of such securities. Therefore, under limited circumstances, exceptions may be made to the policies stated below.

When the Firm is engaging in or considering a transaction in any security on behalf of a client, no Supervised Person will access this information may knowingly effect for themselves or their immediate family (i.e., spouse, minor children, and adults living in the same household) a transaction in that security unless:

- The transaction has been completed;
- The transaction for the Supervised Person is completed as part of a batch trade with clients; or
- A decision has been made not to engage in the transaction for the client.

These requirements are not applicable to (i) direct obligations of the Government of the United States;

(ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements, and other high-quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Clients and prospective clients may contact the Firm to request a copy of its Code of Ethics.

Account Reviews

The Firm monitors client portfolios on a continuous and ongoing basis while regular account reviews are conducted on at least an annual basis. Such reviews are conducted by the Firm's Investment Committee and/or investment adviser representatives and are intended to fulfill the Firm's fiduciary obligations to their advisory clients. All advisory clients are encouraged to discuss their needs, goals, and objectives with the Firm and to keep the Firm informed of any changes thereto. The Firm contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations and quarterly to discuss the impact resulting from any changes in the client's financial and/or investment objectives.

Account Statements and General Reports

Clients are provided with transaction confirmation notices and regular summary account statements directly from the Financial Institutions where their assets are custodied. From time to time or as otherwise requested, clients may also receive written or electronic reports from the Firm and/or an outside service provider, which contain certain account and/or market-related information, such as an inventory of account holdings or account performance. Clients should compare the account statements they receive from their custodian with any documents or reports they receive from the Firm or an outside service provider.

Client Referrals

The Firm may provide compensation to third-party solicitors for client referrals. In the event a client is introduced to the Firm by either an unaffiliated or an affiliated solicitor, the Firm may pay that solicitor a referral fee in accordance with applicable state securities laws. Unless otherwise disclosed, any such referral fee is paid solely from the Firm's investment management fee and does not result in any additional

charge to the client. If the client is introduced to the Firm by an unaffiliated solicitor, the solicitor is required to provide the client with the Firm's written brochure(s) and a copy of a solicitor's disclosure statement containing the terms and conditions of the solicitation arrangement. Any affiliated solicitor of the Firm is required to disclose the nature of his or her relationship to prospective clients at the time of the solicitation and will provide all prospective clients with a copy of the Firm's written brochure(s) at the time of the solicitation.

Brokerage Practices

SpirePoint generally requests accounts that are not managed by third-party Independent Managers and/or Sub-Advisor to be established with Goldman Sachs Custody Solutions ("GS"), member FINRA/SIPC or Charles Schwab Corporation, member FINRA/SIPC. The Firm engages custodians to clear transactions and custody assets. The custodians provide the Firm with services that assist us in managing and administering clients' accounts which include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of fees from its clients' accounts; and (v) assist with certain back-office functions, recordkeeping and client reporting.

As part of the arrangement described above, the custodians also make certain research and brokerage services available at no additional cost to our firm. These services include certain research and brokerage services, including research services obtained by the custodians directly from independent research companies, as selected by our Firm (within specific parameters). Research products and services provided by the custodians to our firm may include research reports on recommendations or other information about, particular companies or industries; economic surveys, data, and analyses; financial publications; portfolio evaluation services; financial database software services; computerized news and pricing services; quotation equipment for use in running software used in investment decision-making; and other products or services that provide lawful and appropriate assistance by the custodians to our firm in the performance of our investment decision-making responsibilities. The aforementioned research and brokerage services are used by our firm to manage accounts. Without this arrangement, our firm might be compelled to purchase the same or similar services at our own expense.

As a result of receiving the services discussed above, we have an incentive to continue to use or expand the use of the custodians' services. Our firm examined this conflict of interest when we chose to enter into the relationship with the custodians and we have determined that the relationship is in the best interest of our firm's clients and satisfies our client obligations, including our duty to seek best execution.

The custodians charge brokerage commissions and transaction fees for effecting certain securities transactions (i.e., transaction fees are charged for certain no-load mutual funds, and commissions are charged for individual equity and debt securities transactions).

The custodians generally do not charge clients separately for custody services but are compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through the custodians or that settle into accounts at the custodians. The custodians charge brokerage commissions and transaction fees for effecting certain securities transactions (i.e., transaction fees are charged for certain no-load mutual funds, and commissions are charged for individual equity and debt securities transactions). The custodians enable us to obtain many

no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges. The custodians' commission rates are generally discounted from customary retail commission rates. However, the commission and transaction fees charged by the custodians may be higher or lower than those charged by other custodians and broker-dealers.

We may aggregate (combine) trades for ourselves or our associated persons with client trades, providing that the following conditions are met:

1. Our policy for the aggregation of transactions shall be fully disclosed separately to our existing clients (if any) and the broker-dealer(s) through which such transactions will be placed;
2. We will not aggregate transactions unless we believe that aggregation is consistent with our duty to seek the best execution (which includes the duty to seek best price) for the client and is consistent with the terms of our investment advisory agreement with the client for which trades are being aggregated.
3. No advisory client will be favored over any other client; each client that participates in an aggregated order will participate at the average share price for all our transactions in a given security on a given business day, with transaction costs based on each client's participation in the transaction;
4. We will prepare a procedure specifying how to allocate the order among those clients;
5. If the aggregated order is filled in its entirety, it will be allocated among clients in accordance with the allocation statement; if the order is partially filled, it will be allocated pro-rata based on the allocation statement;
6. Our books and records will separately reflect, for each client account, the orders that are aggregated, and the securities held by, and bought for that account.
7. We will receive no additional compensation or remuneration of any kind as a result of the proposed aggregation; and,
8. Individual advice and treatment will be accorded to each advisory client.

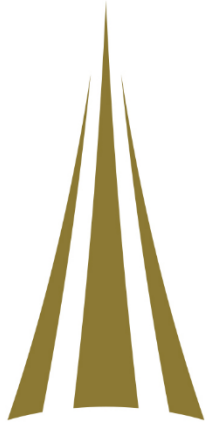
As a matter of policy and practice, we do not utilize research, research-related products, and other services obtained from broker-dealers, or third parties, on a soft dollar commission basis other than what is described above.

The Firm does not consider, in selecting or recommending broker/dealers, whether the Firm receives client referrals from the Financial Institutions or other third party.

Financial Information

The Firm is not required to disclose any financial information due to the following:

- The Firm does not require or solicit the prepayment of more than \$500 in fees six months or more in advance of services rendered;
- The Firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and
- The Firm has not been the subject of a bankruptcy petition at any time during the past ten years.



SPIREPOINT

PRIVATE CLIENT

Form ADV, Part 2B Brochure Supplement

Trent H. Leyda

January 1, 2024

Office Location:

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Vero Beach, FL 32963

(772) 316-1271

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This Brochure supplement provides information about Trent H. Leyda that supplements the SpirePoint Private Client, LLC's (hereby known as "SpirePoint" or the "Firm") Brochure. If you have any questions about the contents of this Brochure, please contact the Firm at the telephone number listed above. For compliance-specific requests, please call (971) 371-3450. Additional information about Mr. Leyda is available on the SEC's website at www.adviserinfo.sec.gov.

TRENT H. LEYDA

Born 1967

ITEM 2 - EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

Education:

1998 – State University of New York | B.S., International Economics

2003 – Pace University | M.B.A.

Business Background:

10/2023 – Present	SpirePoint Private Client, LLC Chief Executive Officer
01/2015 – 10/2023	Morgan Stanley Private Bank Financial Advisor
04/2009 – 10/2023	Morgan Stanley Financial Advisor
11/2004 – 04/2009	Raymond James & Associates Financial Advisor
09/1996 – 12/2004	Questar Capital Corporation Registered Representative
09/1996 – 05/2004	Artex Inc. Vice President
04/1994 – 08/1996	Atlantic Manager

ITEM 3 - DISCIPLINARY INFORMATION

SpirePoint is required to disclose information regarding any disciplinary information on Trent H. Leyda. Mr. Leyda has no disciplinary history to disclose.

ITEM 4 - OTHER BUSINESS ACTIVITIES

SpirePoint is required to disclose information regarding any investment-related business or occupation in which Trent H. Leyda is actively engaged. Mr. Leyda is not involved in any outside business activities.

Licensed Insurance Agent

Trent H. Leyda is a licensed insurance agent and in such capacity may recommend, on a fully disclosed commission basis, the purchase of certain insurance products. A conflict of interest exists to the extent that SpirePoint recommends the purchase of insurance products where Mr. Leyda receives insurance commissions or other additional compensation. The Firm seeks to ensure that all recommendations are made in the best interests of clients regardless of any additional compensation earned.

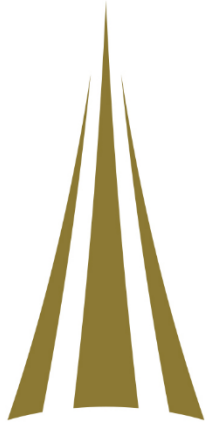
ITEM 5 - ADDITIONAL COMPENSATION

SpirePoint is required to disclose information regarding any additional compensation received by Trent H. Leyda. Outside of the items mentioned in Item 4 above, Mr. Leyda receives no additional compensation in connection with investment-related outside business activities.

ITEM 6 - SUPERVISION

Stacy Sizemore, Chief Compliance Officer, supervises Trent H. Leyda and the investments made in client accounts. Ms. Sizemore monitors the investments recommended to ensure they are suitable for the particular client and consistent with their investment needs, goals, objectives, risk tolerance, and any

restrictions previously requested by the client. Ms. Sizemore periodically reviews the activities of Mr. Leyda, which may include reviewing individual client accounts and correspondence (including electronic) sent and received by them on a regular basis. Please contact Ms. Sizemore at (971) 371-3450 if you have any questions about this brochure supplement.



SPIREPOINT

PRIVATE CLIENT

Form ADV, Part 2B Brochure Supplement

James A. Beindorf

January 1, 2024

Office Location:

3111 Cardinal Drive, Suite 2 West

Vero Beach, FL 32963

(772) 316-1271

www.spirepointpc.com

This Brochure supplement provides information about James A. Beindorf that supplements the SpirePoint Private Client, LLCs (hereby known as “SpirePoint” or the “Firm”) Brochure. If you have any questions about the contents of this Brochure, please contact the Firm at the telephone number listed above. For compliance-specific requests, please call (971) 371-3450. Additional information about Mr. Beindorf is available on the SEC’s website at www.adviserinfo.sec.gov.

JAMES A. BEINDORF

Born 1985

ITEM 2 - EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

Education:

2008 – Auburn University | B.S., Accounting

2009 – Millsaps College | Masters in Accounting

Business Background:

10/2023 – Present SpirePoint Private Client, LLC | Vice President

10/2023 – Present Purshe Kaplan Sterling Investments | Registered Representative

09/2020 – 10/2023 Morgan Stanley Private Bank, N.A. | Financial Advisor

03/2020 – 10/2023 Morgan Stanley | Financial Advisor

12/2014 – 06/2020 Offutt Barton Schlitt LLC | Accountant

02/2013 – 12/2014 Colton Williams | Accountant

09/2012 – 02/2013 Rehmann Financial | Accountant

06/2010 – 08/2012 Access Insurance | Accountant

09/2009 – 05/2010 Faucett, Taylor and Associates | Accountant

ITEM 3 - DISCIPLINARY INFORMATION

SpirePoint is required to disclose information regarding any disciplinary information on James A. Beindorf. James A. Beindorf has no disciplinary history to disclose.

ITEM 4 - OTHER BUSINESS ACTIVITIES

SpirePoint is required to disclose information regarding any investment-related business or occupation in which James A. Beindorf is actively engaged. Mr. Beindorf is not involved in any outside business activities.

Registered Representative of a Broker-Dealer

James A. Beindorf is a registered representative of Purshe Kaplan Sterling Investments, Inc. (“PKS”), an SEC-registered investment adviser and broker-dealer member of FINRA / SIPC. In this capacity, Mr. Beindorf may provide securities brokerage services and implement securities transactions under a commission-based arrangement. They may be entitled to a portion of the brokerage commissions paid to PKS and a share of any ongoing distribution or service (“trail”) fees from the sale of mutual funds.

A conflict of interest exists to the extent that James A. Beindorf recommends the purchase of securities where he receives commissions or other additional compensation as a result. This practice may give him an incentive to recommend investment products based on the compensation received rather than on the client’s needs. SpirePoint has procedures in place to ensure that all recommendations are made in the best interests of clients regardless of any additional compensation earned. For certain accounts covered by ERISA (and such others that the firm deems appropriate), the Firm provides investment advisory services on a fee offset basis, whereby the firm reduces its fee by an amount equal to the aggregate commissions and 12b-1 fees earned by Mr. Beindorf in their individual capacity as a registered representative of tru Securities.

Licensed Insurance Agent

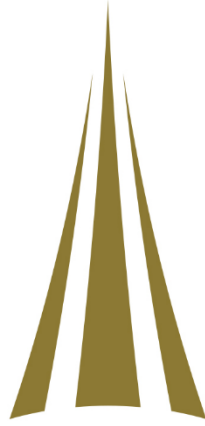
James A. Beindorf is a licensed insurance agent and in such capacity may recommend, on a fully disclosed commission basis, the purchase of certain insurance products. A conflict of interest exists to the extent that SpirePoint recommends the purchase of insurance products where Mr. Beindorf receives insurance commissions or other additional compensation. The Firm seeks to ensure that all recommendations are made in the best interests of clients regardless of any additional compensation earned.

ITEM 5 - ADDITIONAL COMPENSATION

SpirePoint is required to disclose information regarding any additional compensation received by James A. Beindorf. Outside of the items mentioned in Item 4 above, Mr. Beindorf receives no additional compensation in connection with investment-related outside business activities.

ITEM 6 - SUPERVISION

Stacy Sizemore, Chief Compliance Officer, supervises James A. Beindorf and the investments made in client accounts. Ms. Sizemore monitors the investments recommended to ensure they are suitable for the particular client and consistent with their investment needs, goals, objectives, risk tolerance, and any restrictions previously requested by the client. Ms. Sizemore periodically reviews the activities of Mr. Beindorf, which may include reviewing individual client accounts and correspondence (including electronic) sent and received by them on a regular basis. Please contact Ms. Sizemore at (971) 371-3450 if you have any questions about this brochure supplement.



SPIREPOINT

PRIVATE CLIENT

Form ADV, Part 2B Brochure Supplement

Hakyung Kay Campione, CFP®

January 1, 2024

Office Location:

3111 Cardinal Drive, Suite 2 West

Vero Beach, FL 32963

(772) 316-1271

www.spirepointpc.com

This Brochure supplement provides information about Hakyung Kay Campione that supplements the SpirePoint Private Client, LLC's (hereby known as "SpirePoint" or the "Firm") Brochure. If you have any questions about the contents of this Brochure, please contact the Firm at the telephone number listed above. For compliance-specific requests, please call (971) 371-3450. Additional information about Ms. Campione is available on the SEC's website at www.adviserinfo.sec.gov.

HAKYUNG KAY CAMPIONE, CFP®

Born 1971

ITEM 2 - EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

Education:

1993 – Northwestern University | B.A. in Economics

1998 – University of Chicago Booth School of Business | M.B.A.

Business Background:

10/2023 – Present SpirePoint Private Client, LLC | President

09/2007 – 10/2023 Morgan Stanley | Financial Advisor

06/2017 – 10/2023 Morgan Stanley Private Bank | Financial Advisor

10/2014 – 05/2017 Bank of America N.A. | Financial Advisor

08/2014 – 05/2017 Merrill Lynch, Pierce, Fenner & Smith Incorporated | Financial Advisor

05/2011 – 08/2014 Northern Trust Company | Portfolio Manager

10/2007 – 05/2011 U.S. Department of State – Jakarta Indonesia | Foreign Service Officer

09/2004 – 10/2007 U.S. Department of State – Nairobi Kenya | Foreign Service Officer

Professional Designations:*

*2014 | Certified Financial Planner® (CFP®); CFP® Board of Standards

ITEM 3 - DISCIPLINARY INFORMATION

SpirePoint is required to disclose information regarding any disciplinary information on Hakyung Kay Campione. Ms. Campione has no disciplinary history to disclose.

ITEM 4 - OTHER BUSINESS ACTIVITIES

SpirePoint is required to disclose information regarding any investment-related business or occupation in which Hakyung Kay Campione is actively engaged. Ms. Campione is not involved in any outside business activities.

Licensed Insurance Agent

Hakyung Kay Campione is a licensed insurance agent and in such capacity may recommend, on a fully disclosed commission basis, the purchase of certain insurance products. A conflict of interest exists to the extent that SpirePoint recommends the purchase of insurance products where Ms. Campione receives insurance commissions or other additional compensation. The Firm seeks to ensure that all recommendations are made in the best interests of clients regardless of any additional compensation earned.

ITEM 5 - ADDITIONAL COMPENSATION

SpirePoint is required to disclose information regarding any additional compensation received by Hakyung Kay Campione. Outside of the items mentioned in Item 4 above, Ms. Campione receives no additional compensation in connection with investment-related outside business activities.

ITEM 6 - SUPERVISION

Stacy Sizemore, Chief Compliance Officer, supervises Hakyung Kay Campione and the investments made in client accounts. Ms. Sizemore monitors the investments recommended to ensure they are suitable for the particular client and consistent with their investment needs, goals, objectives, risk tolerance, and any restrictions previously requested by the client. Ms. Sizemore periodically reviews the activities of Ms. Campione, which may include reviewing individual client accounts and correspondence (including electronic) sent and received by them on a regular basis. Please contact Ms. Sizemore at (971) 371-3450 if you have any questions about this brochure supplement.

***PROFESSIONAL DESIGNATIONS**

***** Certified Financial Planner® (CFP®); CFP® Board of Standards**

Hakyung Kay Campione is certified for financial planning services in the United States by the Certified Financial Planner Board of Standards, Inc. ("CFP Board"). Therefore, they may refer to themselves as a CERTIFIED FINANCIAL PLANNER™ professional or a CFP® professional and may use these and the CFP Board's other certification marks (the "CFP Board Certification Marks"). The CFP® certification is voluntary. No federal or state law or regulation requires financial planners to hold the CFP® certification.

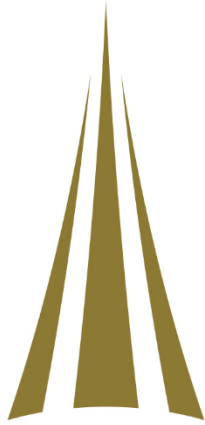
CFP® professionals have met the CFP Board's high standards for education, examination, experience, and ethics. To become a CFP® professional, an individual must fulfill the following requirements:

- Education – Earn a bachelor's degree or higher from an accredited college or university and complete CFP Board-approved coursework at a college or university through a CFP Board Registered Program. The coursework covers the financial planning subject areas the CFP Board has determined are necessary for the competent and professional delivery of financial planning services, as well as a comprehensive financial plan development capstone course. A candidate may satisfy some of the coursework requirements through other qualifying credentials. CFP Board implemented the bachelor's degree or higher requirement in 2007 and the financial planning development capstone course requirement in March 2012. Therefore, a CFP® professional who first became certified before those dates may not have earned a bachelor's or higher degree or completed a financial planning development capstone course.
- Examination – Pass the comprehensive CFP® Certification Examination. The examination is designed to assess an individual's ability to integrate and apply a broad base of financial planning knowledge in the context of real-life financial planning situations.
- Experience – Complete 6,000 hours of professional experience related to the personal financial planning process, or 4,000 hours of apprenticeship experience that meets additional requirements.
- Ethics – Satisfy the Fitness Standards for Candidates for CFP® Certification and Former CFP® Professionals Seeking Reinstatement and agree to be bound by the CFP Board's Code of Ethics and Standards of Conduct ("Code and Standards"), which sets forth the ethical and practice standards for CFP® professionals.
- Continuing Education - Individuals who become certified must complete the following ongoing education and ethics requirements to remain certified and maintain the right to continue to use the CFP Board Certification Marks:
 - Ethics – Commit to complying with the CFP Board's Code and Standards. This includes a commitment to the CFP Board, as part of the certification, to act as a fiduciary, and therefore, act in the best

interests of the client, at all times when providing financial advice and financial planning. CFP Board may sanction a CFP® professional who does not abide by this commitment, but the CFP Board does not guarantee a CFP® professional's services. A client who seeks a similar commitment should obtain a written engagement that includes a fiduciary obligation to the client.

- Coursework – Complete 30 hours of continuing education every two years to maintain competence, demonstrate specified levels of knowledge, skills, and abilities, and keep up with developments in financial planning. Two of the hours must address the Code and Standards.

You may find more information about the CFP® certification at www.CFP.net.



SPIREPOINT

PRIVATE CLIENT

Form ADV, Part 2B Brochure Supplement

Tara A. Carabello

January 1, 2024

Office Location:

3111 Cardinal Drive, Suite 2 West

Vero Beach, FL 32963

(772) 316-1271

www.spirepointpc.com

This Brochure supplement provides information about Tara A. Carabello that supplements the SpirePoint Private Client, LLC's (hereby known as "SpirePoint" or the "Firm") Brochure. If you have any questions about the contents of this Brochure, please contact the Firm at the telephone number listed above. For compliance-specific requests, please call (971) 371-3450. Additional information about Ms. Carabello is available on the SEC's website at www.adviserinfo.sec.gov.

TARA A. CARABELLO

Born 1973

ITEM 2 - EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

Education:

Kingsborough Community College | Brooklyn, NY

Brooklyn College | Brooklyn NY

Fashion Institute of Technology | New York, NY

Business Background:

10/2023 – Present SpirePoint Private Client, LLC | Associate

09/2023 – 10/2023 Morgan Stanley | Senior Registered Client Service Associate

03/2023 – 08/2023 Raymond James Financial Services Advisors, Inc | Senior Registered Client Service Associate

03/2023 – 08/2023 Crane Private Wealth Group, LLC | Senior Registered Client Service Associate

11/2011 – 08/2021 UBS Financial Services Inc. | Senior Registered Client Service Associate

07/2006 – 11/2011 Merrill Lynch, Pierce, Fenner & Smith Incorporated | Senior Registered Client Service Associate

06/2004 – 12/2004 Chase Investment Services Corp | Assistant Branch Manager

ITEM 3 - DISCIPLINARY INFORMATION

SpirePoint is required to disclose information regarding any disciplinary information on Tara A. Carabello. Ms. Carabello has no disciplinary history to disclose.

ITEM 4 - OTHER BUSINESS ACTIVITIES

SpirePoint is required to disclose information regarding any investment-related business or occupation in which Tara A. Carabello is actively engaged. Ms. Carabello is not involved in any outside investment-related business activities.

Licensed Insurance Agent

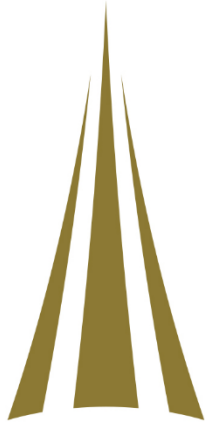
Tara A. Carabello is a licensed insurance agent and in such capacity may recommend, on a fully disclosed commission basis, the purchase of certain insurance products. A conflict of interest exists to the extent that SpirePoint recommends the purchase of insurance products where Ms. Carabello receives insurance commissions or other additional compensation. The Firm seeks to ensure that all recommendations are made in the best interests of clients regardless of any additional compensation earned.

ITEM 5 - ADDITIONAL COMPENSATION

SpirePoint is required to disclose information regarding any additional compensation received by Tara A. Carabello. Outside of the items mentioned in Item 4 above, Ms. Carabello receives no additional compensation in connection with investment-related outside business activities.

ITEM 6 - SUPERVISION

Stacy Sizemore, Chief Compliance Officer, supervises Tara A. Carabello and the investments made in client accounts. Ms. Sizemore monitors the investments recommended to ensure they are suitable for the particular client and consistent with their investment needs, goals, objectives, risk tolerance, and any restrictions previously requested by the client. Ms. Sizemore periodically reviews the activities of Ms. Carabello, which may include reviewing individual client accounts and correspondence (including electronic) sent and received by them on a regular basis. Please contact Ms. Sizemore at (971) 371-3450 if you have any questions about this brochure supplement.



SPIREPOINT

PRIVATE CLIENT

Form ADV, Part 2B Brochure Supplement

Susan A. Zimmerman

January 1, 2024

Office Location:

3111 Cardinal Drive, Suite 2 West

Vero Beach, FL 32963

(772) 316-1271

www.spirepointpc.com

This Brochure supplement provides information about Susan A. Zimmerman that supplements the SpirePoint Private Client, LLC's (hereby known as "SpirePoint" or the "Firm") Brochure. If you have any questions about the contents of this Brochure, please contact the Firm at the telephone number listed above. For compliance-specific requests, please call (971) 371-3450. Additional information about Ms. Zimmerman is available on the SEC's website at www.adviserinfo.sec.gov.

SUSAN A. ZIMMERMAN

Born 1981

ITEM 2 - EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

Education:

2006 – East Tennessee State University | B.S. in Biology

2017 – University of Tennessee Chattanooga | M.B.A.

Business Background:

10/2023 – Present SpirePoint Private Client, LLC | Senior Vice President

06/2009 – 10/2023 Morgan Stanley | Group Director

09/2007 – 10/2023 Morgan Stanley | Complex Business Service Officer

06/2007 – 08/2007 Ocean Ridge Biosciences | Molecular Biologist

ITEM 3 - DISCIPLINARY INFORMATION

SpirePoint is required to disclose information regarding any disciplinary information on Susan A. Zimmerman. Ms. Zimmerman has no disciplinary history to disclose.

ITEM 4 - OTHER BUSINESS ACTIVITIES

SpirePoint is required to disclose information regarding any investment-related business or occupation in which Susan A. Zimmerman is actively engaged. Ms. Zimmerman is not involved in any outside investment-related business activities.

Licensed Insurance Agent

Susan A. Zimmerman is a licensed insurance agent, and, in such capacity, may recommend, on a fully disclosed commission basis, the purchase of certain insurance products. A conflict of interest exists to the extent that SpirePoint recommends the purchase of insurance products where Ms. Zimmerman receives insurance commissions or other additional compensation. The Firm seeks to ensure that all recommendations are made in the best interests of clients regardless of any additional compensation earned.

ITEM 5 - ADDITIONAL COMPENSATION

SpirePoint is required to disclose information regarding any additional compensation received by Susan A. Zimmerman. Outside of the items mentioned in Item 4 above, Ms. Zimmerman receives no additional compensation in connection with investment-related outside business activities.

ITEM 6 - SUPERVISION

Stacy Sizemore, Chief Compliance Officer, supervises Susan A. Zimmerman and the investments made in client accounts. Ms. Sizemore monitors the investments recommended to ensure they are suitable for the particular client and consistent with their investment needs, goals, objectives, risk tolerance, and any restrictions previously requested by the client. Ms. Sizemore periodically reviews the activities of Ms.

Zimmerman, which may include reviewing individual client accounts and correspondence (including electronic) sent and received by them on a regular basis. Please contact Ms. Sizemore at (971) 371-3450 if you have any questions about this brochure supplement.

	WHAT DOES SPIREPOINT PRIVATE CLIENT, LLC, DO WITH YOUR FINANCIAL INFORMATION?
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Why?	Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.
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What?	<p>The types of personal information we collect, and share depend on the product or service you have with us. This information can include:</p> <ul style="list-style-type: none"> ▪ Social Security number and income ▪ Account balances and assets ▪ Transaction history ▪ Credit history and credit scores
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How?	All financial companies need to share customers’ personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers’ personal information; the reasons SpirePoint Private Client, LLC, chooses to share; and whether you can limit this sharing.
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Reasons we can share your personal information	Do we share?	Can you limit this sharing?
For our everyday business purposes – such as processing your transactions, maintaining your account(s), responding to court orders and legal investigations, or reporting to credit bureaus	Yes	No
For our marketing purposes – to offer our products and services to you	Yes	No
For joint marketing with other financial companies	No	Not Applicable
For our affiliates’ everyday business purposes – information about your transactions and experiences	Yes	No
For our affiliates’ everyday business purposes – information about your creditworthiness	No	Not Applicable
For our affiliates to market to you	No	Not Applicable
For nonaffiliates to market to you	No	Not Applicable

Questions?	Call us at (772) 316-1271 or visit our website at www.spirepointpc.com .
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Page 2

Who we are

Who is providing this notice?	SpirePoint Private Client, LLC
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What we do

How does SpirePoint Private Client, LLC, protect my personal information?	To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings.
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How does SpirePoint Private Client, LLC, collect my personal information?	<p>We collect your personal information, for example, when you:</p> <ul style="list-style-type: none"> ▪ Open an account ▪ Deposit money ▪ Seek advice about your investments ▪ Enter into an investment advisory contract ▪ Tell us about your investment or retirement portfolio or earnings <p>We also collect your personal information from other companies.</p>
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Definitions

Affiliates	<p>Companies are related by common ownership and control. They can be financial and nonfinancial companies.</p> <ul style="list-style-type: none"> ▪ <i>We may share information with our affiliates for our everyday business purposes, including information about your transactions and experiences.</i>
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Nonaffiliates	<p>Companies not related by common ownership and control. They can be financial or nonfinancial companies.</p> <ul style="list-style-type: none"> ▪ <i>We do not share with nonaffiliates so that they can market to you.</i>
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Joint marketing	<p>A formal agreement between nonaffiliated financial companies that together market financial products or services to you.</p> <ul style="list-style-type: none"> ▪ <i>We do not jointly market.</i>
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Other Important Information

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