

**Introduction**

Cary Street Partners is the trade name used by Cary Street Partners LLC (“CSP”) – registered broker-dealer with the Securities and Exchange Commission (“SEC”) and Member FINRA/SIPC; Cary Street Partners Investment Advisory LLC (“CSPIA”) and Cary Street Partners Asset Management LLC (“CSPAM”), registered investment advisers with the SEC. Fees assessed for investment advisory services differ from brokerage fees. It is important for the retail investor to understand the differences.

Free and simple tools are available to research firms and financial professionals at [Investor.gov/CRS](https://investor.gov/CRS), which also provides educational materials about broker-dealers, investment advisers, and investing. You can find more information about CSPIA and its services in the CSPIA Form ADV Part 2A [Firm Brochure](#) and [Wrap Brochure](#).

**What investment services and advice can you provide me?**

CSP provides brokerage services to retail investors. CSPIA provides investment advisory services to retail investors. All services begin with a consultation between you and your CSP General Securities Representative and/or CSPIA Investment Adviser Representative (“Financial Advisor,” “FA,” or “financial professional”).

CSP only offers non-discretionary services. CSPIA offers both discretionary and non-discretionary services, which are defined as:

- Discretionary means that you give CSPIA the ability to purchase, sell, or otherwise effect investment transactions without prior consent or consultation from you. We have no material limitations and do not require account minimums.
- Non-discretionary means that you make the ultimate decision to purchase, sell, or otherwise effect investment transactions. In other words, we must obtain your instruction, consent, and/or approval before executing activity in your account.

**Brokerage Services**

Through your custodian, CSP will provide brokerage services to you that include the buying and selling of securities. Based on your selection and eligibility, your account will be either a cash or margin account. Your FA can make recommendations regarding your account based on relevant factors including, but not limited to:

- Services and products provided in the account;
- Projected cost of the account;
- Alternative account types available;
- Services the retail customer requests; and
- The retail customer’s investment profile.

Regarding IRAs, in addition to the factors above, you should consider:

- Fees and expenses;
- Level of services available;
- Ability to take penalty-free withdrawals;
- Application of required minimum distributions;
- Protections from creditors and legal judgments;
- Holdings of employer stock; and
- Any special features of the existing account such as account type, costs, and investment profile.

CSP, in general, does not offer account monitoring services as part of brokerage services. However, your FA could voluntarily, and without any agreement with you, review the holdings in your account for the purposes of determining whether to provide a recommendation. This voluntary review is not considered to be “account monitoring,” and would not create an implied agreement to monitor the account.

Your FA will consider reasonably available alternatives, if any, in determining whether there is a reasonable basis for making the recommendation. An evaluation of reasonably available alternatives does not require an evaluation of every possible alternative (including those offered outside the firm) nor require CSP to recommend one “best” product.

**Investment Advisory Services**

CSPIA provides individualized non-discretionary and discretionary advisory services to various categories of institutional and individual clients that wish to receive financial planning or invest in separately managed accounts (“SMA”), mutual funds, closed end funds, exchange-traded funds (“ETF”), annuities, fixed income, structured notes, equities, private equity funds or other alternative investment vehicles. CSPIA offers advice with respect to proprietary and 3<sup>rd</sup>-party investment opportunities.

One example of an ETF that is available to CSPIA clients is the Fairlead Tactical Sector ETF (“TACK”). CSPAM, a CSPIA affiliate, is the Adviser of this ETF. For more information on potential conflicts of interest, see the conflicts of interest section below. You can find more information about CSPAM and its services in the CSPAM Form ADV Part 2A [Firm Brochure](#) and [Form CRS](#).

CSPIA offers various wrap fee programs. A wrap fee program generally involves an investment account where you are charged a single, bundled, or “wrap” fee for investment advice, brokerage services, administrative expenses, and other fees and

expenses. Given that wrap free programs include most transactional costs and fees of a broker-dealer or bank that has custody of the assets, wrap fees are higher than the typical asset-based advisory fee.

In addition to the Investment Advisory Services mentioned above, CSPIA can provide the following additional services:

- Recommending investment managers, and, where requested, broker-dealers and custodians;
- Monitoring of accounts on a periodic basis where CSPIA has discretion. In practice, this occurs on a transaction, monthly, quarterly, or annual basis, as required. Note that you define which accounts are self-directed (*i.e.*, not subject to CSPIA's services or discretion) when completing your Investment Advisory Agreement.
- Conducting investment manager searches when requested by you or when considered appropriate by our firm;
- Providing on-going due diligence and/or research on investment managers, asset classes and economic market trends;
- Advising you of suggested rebalancing of the asset allocation on a timely basis; and monitoring the performance of investment managers to assist you in determining whether the investment managers are complying with the stated investment objectives; and
- Financial planning, including estate planning, business planning, cash flow management and tax planning.

These advisory services are provided to individuals, pension or profit-sharing plans, trusts, estates, non-profit organizations, corporations, governmental entities, educational institutions, banks, and thrift institutions.

Additional Information regarding the types of Investment Advisory Services is available in the Investment Advisory Agreement and the CSPIA Form ADV Part 2A [Firm Brochure](#) and [Wrap Brochure](#).

#### **Conversation Starters - Ask your Financial Professional:**

- *Given my financial situation, should I choose a brokerage services? Why or why not?*
- *Given my financial situation, should I choose and investment advisory service? Why or why not?*
- *Should I choose both types of services? 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 mean?*

#### **What fees will I pay?**

##### **Brokerage Services Fees**

You will incur transaction-based charges for trades in your retail brokerage account. Your custodian will assess clearance charges on a per trade basis. The amount of the charge varies by product type (*i.e.*, equities, options, mutual funds, fixed income, etc.). Additionally, your FA will charge a commission on each transaction. A commission is the additional charge from a FA for recommending or selling an investment. The commissions are taken from the money invested and are a percentage of the total amount of the transaction or a flat rate. Because commissions are higher with increased trading frequency, there is a conflict of interest where your FA has an incentive to recommend frequent trading in your account. While FAs are prohibited from unnecessary, excessive trading, CSP attempts to mitigate this practice through monitoring brokerage accounts for excessive trading and commissions. Additional information regarding brokerage fees is found in your Client Agreement or by contacting your FA.

##### **Investment Advisory Fees**

CSPIA will be paid a fee for its services as described in the Fee Schedule of the Investment Advisory Agreement. The Fee Schedule can be amended at any time by mutual agreement of the Client and CSPIA. The annual fees for CSPIA's asset management services are negotiable and are generally assessed quarterly in advance or in arrears based on the market value of the Account as of the last day of the calendar quarter.

In addition to the above, FAs also offer the following arrangements:

- Tiered Fee Schedule: varying fee amounts based on services offered and upon a percentage (%) of the fair market value of assets placed under our management.
- Percentage of Assets under Management: fixed percentage (%) of the fair market value of assets placed under our management.
- Wrap fee: charged a single, fee for investment advice, brokerage services, administrative expenses, and other fees and expenses.
- Fixed or Flat fee: a flat dollar amount is assessed to the retail investor.
- Hourly fee: a mutually agreed upon rate between you and your FA, charged per hour (or increment of hour) of service.
- Commissions: despite having an investment agreement with us, you will incur transaction, or commission-based fees depending on the product and the executing broker-dealer.
- Other fees: see more information below.

Tiered and percentage of assets under management are considered "asset-based" fees. The more assets there are in your advisory account, the more you will pay in fees. Therefore, we have an incentive to encourage you to increase the assets in your account. Wrap free programs are higher than the typical asset-based advisory fee, so we are incentivized to recommend wrap programs. This is because wrap fees include transactional costs and fees of a broker-dealer or bank that has custody of the assets.

### Other Fees and Costs (applicable to both brokerage and investment advisory services)

Depending on the type of account and services provided, you will be subject to additional fees such as custodian fees (*i.e.*, account fees), minimum and implementation fees (*typically for retirement planning services*), asset movement fees (*e.g.*, returned checks, wire transfers, securities transfers, etc.), interest connected to margin products (*e.g.*, non-purpose loan and margin debt balance), taxes, third-party adviser fees, one-time fees, and fees related to mutual funds, variable annuities and other transactional and product-level fees (*e.g.*, fund management fees, mark-ups, mark-downs, spreads mortality and expense charges, administrative charges, investment management fees, 12b-1, trade away, prime broker, and step-out fees, etc.).

### Additional Information (applicable to both brokerage and investment advisory services)

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. For more detailed information about your fees and costs please see the [Regulation Best Interest Comprehensive Disclosure \(broker-dealer accounts only\)](#), CSPIA Form ADV Part 2A [Firm Brochure](#) and [Wrap Brochure](#) (investment advisory accounts only).

#### 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 providing recommendations as my broker-dealer? 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?**

#### Standard of Conduct

**When we provide you with a recommendation as your broker-dealer or 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 services and investment advice we provide you. Here are some examples to help you understand what this means.**

#### Examples of Ways We Make Money and Conflicts of Interest

- CSP & CSPIA and your FA will have an incentive to recommend borrowing money on a client account and pledging the assets as collateral. Both CSP & CSPIA are under common ownership and control, and CSP sets the interest rates on which your margin account or Non-Purpose Loan (“NPL”) will be charged. A portion of the interest charged on the outstanding balance of your margin loan or NPL will be paid to CSP and solely with respect to an NPL, to your FA. Additionally, for margin loans, the purchase of securities in the account will result in increased asset-based fees, which provides an incentive for your FA to recommend the use of margin.
- Excessive trading occurs when an FA engages in trading in excess of the investor’s goals to generate commissions. If the recommended investment strategy has, as its sole purpose, the enrichment of the brokerage firm and/or FA by generating excessive commissions, fees, or costs, it will constitute a conflict of interest.
- In the case of flat fees or asset-based fees, the Advisor will not be incentivized to trade in the account if their fees are not generated by the frequency of transactions in the account (*i.e.*, reverse churning).
- FAs charge asset-based fees and therefore make more money when there is an increase in the assets in the account. Therefore, FAs have an incentive to recommend increasing assets in account(s) they manage.
- In cases where FAs are attending or participating in conferences/workshops sponsored and paid for by an entity/individual that has a business relationship with the Firm or its clients, those FAs are more likely to recommend an entity or individual’s product.
- CSPIA’s affiliate, CSPAM, is the Adviser of TACK. This is a proprietary product of the Firm, and therefore FAs have an incentive to recommend its purchase as the Firm makes additional money from its fees. CSPIA clients investing in TACK will generally be subject to both TACK’s management fees, paid to CSPAM, and CSPIA’s investment advisory fee. Certain clients are not subject to both fees. This creates an incentive to recommend investments in TACK over other ETFs and other non-proprietary investment opportunities. Clients can independently invest in TACK.
- CSPIA has entered revenue sharing arrangements in which CSPIA and FAs earn additional compensation for the recommendation of certain investments and loans, for example. This creates a conflict of interest as it provides an incentive for CSPIA and FAs to recommend certain products and services for which additional compensation is earned.
- FAs often have agreements with third parties that help them make money. An example is when a FA has an agreement with a third party to receive compensation whenever they sell that third parties’ product. FAs can also make money when a third party shares their product’s revenue with an FA, giving that FA an incentive to recommend or sell that product.

Cash Sweep Vehicles, uninvested cash balances – for which no interest is otherwise earned or paid – in your account are automatically swept into interest-bearing deposit accounts (“Bank Deposit Sweep”) or, if available, other sweep arrangements made available to you (collectively “Cash Sweep Vehicles”), until these balances are invested by you or otherwise needed to satisfy obligations arising in connection with your account. CSP/CSPIA, in some cases, receive fees and benefits for services provided in connection with Cash Sweep Vehicles, and the client generally participates in Cash Sweep Vehicles that are

available and arranged through the custodian. These Cash Sweep Vehicles offer interest rates that are set by the custodian, and not by CSPIA, and CSPIA has no ability to negotiate or impact the rate that is offered to clients. The interest rates earned are sometimes below market interest rates that a client could earn in or outside of the Cash Sweep Vehicle. A conflict of interest exists in that the Cash Sweep Vehicles provide revenue sharing to CSPIA and FAs and thus are more profitable to CSPIA than if clients had invested uninvested cash balances in other Money Market Funds or Bank Deposit Sweep accounts. A portion of these fees are paid to your FA.

For additional information about potential conflicts of interest, and a summary of CSPIA revenue sharing arrangements, please see the [Regulation Best Interest Comprehensive Disclosure \(broker-dealer accounts only\)](#) and the CSPIA Form ADV Part 2A [Firm Brochure](#) and [Wrap Brochure](#).

#### Statement on ERISA Covered Accounts or Assets:

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

Under this special rule's provisions, we must:

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

#### 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 FAs make money from the fees charged for their services (whether that be quarterly, annually, or for a flat fee). The amount of the fee, when not flat, fluctuates based on the performance of the strategy and the amount of assets under management.

Although CSPIA strives for a neutral compensation structure, our FAs are compensated based on factors such as: the amount of client assets they service, the time and complexity required to meet your needs, and the type of product, or product sales commissions. A portion of Cash Sweep Vehicles are paid to your FA. A portion of the interest charged on the outstanding balances of margin loans or NPL will be paid to CSP, and solely with respect to an NPL, to your FA. CSP/CSPIA and your FA will enter into solicitation agreements under which it receives cash compensation for referring clients to other investment managers, including one or more of its affiliates. These agreements are fully disclosed to the client. CSP/CSPIA and your FA will enter into joint marketing activities with investment managers, mutual fund sponsors, and vendors. These entities sometimes pay a portion, or all, of the cost of the activities, which payment at times takes the form of reimbursement to CSP/CSPIA and the FA. CSPIA will enter into arrangements with other investment advisers to provide certain services to clients of the investment adviser in exchange for a portion of the investment advisory fee.

Additional information regarding fees can be obtained from the CSPIA Form ADV Part 2A [Firm Brochure](#) and [Wrap Brochure](#) or from your Investment Advisory Agreement.

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

No, CSPIA does not have any disclosable or reportable matters. Yes, certain CSP and CSPIA FAs have reportable disciplinary matters.

Visit <https://www.investor.gov/CRS> for a free and simple search tool to research us and our FAs.

#### Conversation Starters - Ask Your Financial Professional:

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

#### Where can I find additional information?

You can always contact your FA directly or their office location for additional information. You can also call the Firm's main telephone number, 804.340.8100 to obtain a copy of this relationship summary, or visit our website at <https://carystreetpartners.com/form-crs-brochure/>.

#### Conversation Starters - Ask Your Financial Professional:

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

**EXHIBIT – Material Changes** (as of October 2024)

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The following material changes were made to our Form CRS in October 2024:

- Clarified that CSPIA clients investing in TACK will generally be subject to both TACK's management fees, which are paid to CSPAM, and CSPIA's investment advisory fee. Certain clients are not subject to both fees. The receipt of the additional compensation by CSPAM provides an incentive for CSPIA to recommend TACK over other ETFs and other non-proprietary investment opportunities.
- Clarified that CSPIA has entered revenue sharing arrangements in which CSPIA and FAs earn additional compensation for the recommendation of certain investments and loans, for example. This creates a conflict of interest as it provides an incentive for CSPIA and FAs to recommend certain products and services for which additional compensation is earned.
- Enhanced Cash Sweep Vehicle disclosures as well as related conflicts of interest related to revenue sharing arrangements.
- Clarified that certain CSPIA FAs have reportable disciplinary matters.