

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. Registration does not imply a certain level of skill or training. 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 on CSPAM (or the “Firm”) and its services on the [CSPAM Form ADV Part 2A Brochure](#).

What investment services and advice can you provide me?

CSPAM offers investment advisory services through third party asset management. This means we primarily work for clients of other registered investment advisers (“Advisors”) – both affiliated and unaffiliated - through advisory programs (“Programs”) at various custodians. We indirectly interact with you, the retail client, by providing our services through your Advisor. Your Advisor will obtain financial and suitability profile information from you and engage us to help you meet your financial objectives and goals. These services are provided on a discretionary basis, which means we have the ability, to purchase, sell, or otherwise effect investment transactions without prior consent or consultation from you or your Advisor. Certain third-party Advisors have minimum asset size requirements in order to service accounts or operate with limited product menus – it’s important to ask your Advisor about their restrictions. We regularly monitor the investments in your account and perform at least quarterly reviews of account holdings for you. Your account is reviewed for consistency with the model portfolio’s investment strategy and objectives, compliance with your investment restrictions (if applicable), asset allocation, style drift, cash flows, investment selection, risk tolerance and performance relative to the appropriate benchmark. See more details on the above and other CSPAM services and activities below:

- In very limited circumstances, we provide investment advisory services directly to retail clients;
- We provide investment management services through service offerings of proprietary products, such as CSP Global and CSP Active Management;
- We are an Adviser to the Fairlead Tactical Sector ETF (“TACK”), a proprietary exchange-traded fund (“ETF”);
- We also serve as the Portfolio Manager for various wrap-fee programs, each sponsored by various registered investment advisers (“Sponsor(s)”);
- We also provide investment consulting services for individuals and institutions on a non-discretionary basis, for matters such as allocation of assets among different classes, portfolio diversification, etc. Non-discretionary means that you make the ultimate decision regarding the purchase or sale of investments.

For additional information, please review the [CSPAM Form ADV Part 2A Brochure](#).

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 mean?*

What fees will I pay?

CSPAM charges clients either an annual investment management fee based upon a percentage of the market value of the assets being managed by CSPAM or a flat fee for investment consulting services. The annual investment management fee rate charged will vary depending upon the market value of the assets under management and the specific type of service being provided. 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. Investment management and investment consulting services fees are typically flat/fixed, negotiable, and are usually payable at the beginning of each quarter in advance. CSPAM uses the value of each account on the last day of the previous quarter to calculate the quarterly fee. If you are enrolled in a wrap fee sponsored program where we serve as Portfolio Manager, your Sponsor provides a bundle of services for a single fee. This could be higher than if you purchased our investment advice and custody/brokerage services separately. Our wrap fee does not cover all costs – see the Other Fees and Costs section below. It’s important to note that asset-based fees associated with the wrap fee program will include most transaction costs and fees to a broker-dealer or bank that has custody of these assets, and therefore are higher than a typical asset-based advisory fee.

Other Fees and Costs

Certain Advisors charge investment management fees that are different from other Advisors that use the services of CSPAM. Variations in Advisor compensation are due to the level of services the Advisor provides to the client. Such arrangement, and the terms and conditions thereof, are determined between the client and their primary Advisor. If you are a direct retail client of CSPAM, and depending on the type of account and services provided, you will be subject to the following additional fees: Custodian Fees (e.g., Account Fees); Asset Movement Fees (e.g., fees for NSF, returned checks, wire transfers, securities transfers, etc.); Transactional (e.g., commission) and product-related fees (e.g., fees for mutual funds, variable annuities, index funds, ETF, etc.); fund management fees and other expenses; mark-ups and mark-downs; spreads paid to market makers; step out and trade away fees; redemption fees; IRA and other qualified retirement plan fees; and other fees and taxes on brokerage accounts and securities transactions. 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 [CSPAM Form ADV Part 2A Brochure](#) and/or the fee schedule on your Investment Advisory Agreement.

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 will 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 are some examples to help you understand what this means.

- In the case of flat fees or asset-based fees, the Advisor is 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).
- CSPAM is the Adviser of TACK, a proprietary product of the Firm. Additionally, CSPAM offers CSP Global and CSP Active Management as proprietary products. Therefore, affiliated Advisors have an incentive to recommend its purchase as the Firm makes additional money from its fees. Certain clients are paying an investment advisory fee to CSPAM and TACK for the same assets.
- In cases where Advisors 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 Advisors are more likely to recommend that entity/individual's product.
- Advisors often have agreements with third parties that help them make money. An example is when an Advisor has an agreement with a third party to receive compensation whenever they sell that third parties' product. Advisors can also make money when a third party shares their product's revenue with an Advisor, giving that Advisor an incentive to recommend or sell that product.

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 ("ERISA") 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.

For additional information, please review the [CSPAM Form ADV Part 2A Brochure](#).

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 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. See other examples below:

- Although CSPAM strives for a neutral compensation structure, we are compensated based on factors such as: the amount of client assets we service, the time and complexity required to meet your needs, and the type of products sold.
- CSPAM and your Advisor will enter into joint marketing activities with investment managers, sub-advisers, 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 CSPAM and the Advisor.
- CSPAM 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.

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

No, CSPAM does not have any disclosable or reportable matters. Yes, certain CSPAM Advisors have reportable disciplinary matters. Visit [Investor.gov/CRS](https://investor.gov/CRS) a free and simple search tool to research you and your financial professionals.

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 find additional information about your investment advisory services by contacting your Advisor 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)

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

- Clarified that certain 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 certain CSPAM Advisors have reportable disciplinary matters.