



WRIGHT ASSOCIATES

I N V E S T M E N T A D V I S O R S

KATHLEEN S WRIGHT ASSOCIATES INC
D/B/A WRIGHT ASSOCIATES

61 McMurray Road

Suite 204

Pittsburgh, PA 15241-1633

Phone: 412.854.2100

Fax: 412.854.2550

www.kswrightassociates.com

COMBINED FORM ADV PART 2A AND 2B

06/18/2019

This brochure provides information about the qualifications and business practices of Wright Associates. If you have any questions about the contents of this brochure, please contact us by phone at 412-854-2100 or by email at kathe@kswrightassociates.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about Wright Associates is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Wright Associates is 121300. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Item 2 immediately follows our cover page and is solely used to describe material changes to our Form ADV Part 2A, The Brochure, and Part 2B, The Brochure Supplement. The material changes that are being discussed are only the material changes that have occurred since our last annual update of our Brochure and Brochure Supplement. The last update to our Brochure and Brochure Supplement was on 10/09/2018. When material changes occur, we identify and discuss those changes.

This amending brochure for our annual update contains Four material changes.

The first material change is in regards item 12 – brokerage practices. We have made several updates to our selection process and our reasoning behind using Charles Schwab & Co as our custodian and broker-dealer for client transactions.

The second material change is in regards to item 14 – Client Referrals and Other Compensation. Language regarding our relationship with Charles Schwab & Co has been updated and benefits and/or dollar discounts on products and services they provide has been detailed.

The third material change relates to item 4, item 5, item 7, item 12, item 14 and item 15. Beginning in January 2019, we will now widely offer a digital asset management solution. This software is provided by Charles Schwab & Co and we create the portfolios and provide limited access to our professional services. It is a lower cost option for clients and prospects.

The fourth material change relates to item 4, item 5 and item 7. Beginning in January 2019 we will now offer specific financial planning services to various client types with varying fee schedules.

May 2019 UPDATE FILING. Created a Miscellaneous Section. Added language to Items 5 and 7. New language for Item 12. Added language to Item 14. New language for Item 15.

IMPORTANT NOTE: Regulatory requirements mandate that we inform clients annually when we revise and submit our Form ADV Part 2 (“The Brochure”) to the SEC. This filing coincides with the annual renewal of our license to operate as an investment adviser. Wright Associates will either mail a physical copy to clients or notify them when an electronic version is available on our website. Clients elect which version to receive at the onset of a relationship with Wright Associates, but are given the option to change the method of delivery at least annually or on demand.

Item 3 **Table of Contents**

Item 4 - Advisory Business 3

Item 5 - Fees and Compensation 9

Item 6 - Performance-Based Fees and Side-By-Side Management 14

Item 7 - Types of Clients..... 15

Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss..... 16

Item 9 - Disciplinary Information 19

Item 10 - Other Financial Industry Activities and Affiliations 20

Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading..... 21

Item 12 - Brokerage Practices 23

Item 13 - Review of Accounts 28

Item 14 - Client Referrals and Other Compensation 29

Item 15 - Custody 30

Item 16 - Investment Discretion 31

Item 17 - Voting Client Securities..... 32

Item 18 - Financial Information 33

Item 19 - Additional Information 34

Brochure Supplement for Kathleen S. Wright 35

Brochure Supplement for A. Gregory Lintner 41

Brochure Supplement for Adam K. Wright 47

Item 4 - Advisory Business

- A. Wright Associates operates an independent, fee-only investment advisory firm. Our investment management fees are charged as a percent of assets under management (true of all fees as of this filing). As of this update, however, we are making new fee schedules available to clients and prospects who are below our stated minimum account balance to include hourly fees and project fees. We give continuous advice to clients and make investments primarily through mutual funds, exchange traded funds and individual stocks based on each client's individual needs. We seek to add value through strategic asset allocation, careful mutual fund manager selection and other portfolio management techniques as well as through financial planning and wealth management. The business was started in its present form in 2002, although the experience of the principal owner is significantly longer. The principal owner of the firm is Kathleen S. Wright, CFA.
- B. Wright Associates offers holistic private wealth management and investment advisory services to high net worth individuals, corporations, ERISA plans and other institutional clients. We primarily focus on investment analysis and portfolio construction. Additionally, we offer financial planning services integrated into our investment advisory services but also on a standalone basis.

Our financial planning services generally revolve around helping clients save and invest their money. For clients, we build a plan that incorporates pertinent aspects of their personal financial situation such as defining goals and objectives, providing an analysis of current financial positioning, planning for retirement, asset planning, insurance planning, and general tax and estate planning. The plan helps clients stay on track to reach their goals. Our financial planning work is a one-on-one activity in which we devote time specifically to the needs of the individual client with whom we are working. Clients may select how much or how little financial planning service they want. Clients that use Wright Associates for financial planning sign a financial planning engagement letter that defines the scope of the relationship, services to be rendered, responsibilities for client and adviser, fees and term.

Investment management is designed to help clients interact with the capital markets. It primarily deals with portfolio construction, asset allocation, rebalancing, performance reporting and security selection. Clients using Wright Associates for investment management sign an investment management agreement that defines roles responsibilities, fees and term. More detail on how we analyze investments is noted below.

Wright Associates creates portfolios consisting primarily of mutual funds, exchange traded funds and individual stocks. Under certain circumstances, Wright Associates may also include various other investments in client portfolios, including, but not limited to, any combination of the following: individual equities, corporate debt securities, ETFs, commercial paper, certificates of deposit, municipal securities, United States government securities, and other alternative

investments. Wright Associates receives no compensation in the form of commissions or back-end fees upon the buy or sale of securities for clients.

Wright Associates also offers an automated investment program which we call Digital Asset Management. Clients are invested in a specific model portfolio consisting solely of exchange traded funds and a cash allocation. Portfolios are selected based on a risk-tolerance questionnaire as well as interactions and interviews with representatives of Wright Associates. The accounts are held in a brokerage account opened by the client at Charles Schwab & Co. We use their "Institutional Intelligent Portfolios[®]" platform. We do not pay fees for use of the platform as long as we maintain \$100 million in client assets in accounts at Charles Schwab & Co. We, and not Schwab, are the client's investment advisor and primary point of contact with respect to the portfolio and the program. We have contracted with Charles Schwab & Co to provide us with the platform, which consists of technology and related trading and account management services for the platform. The platform enables us to automate certain parts of the investment management process. This is especially useful for smaller accounts. We charge a fee for our services in the program as noted below.

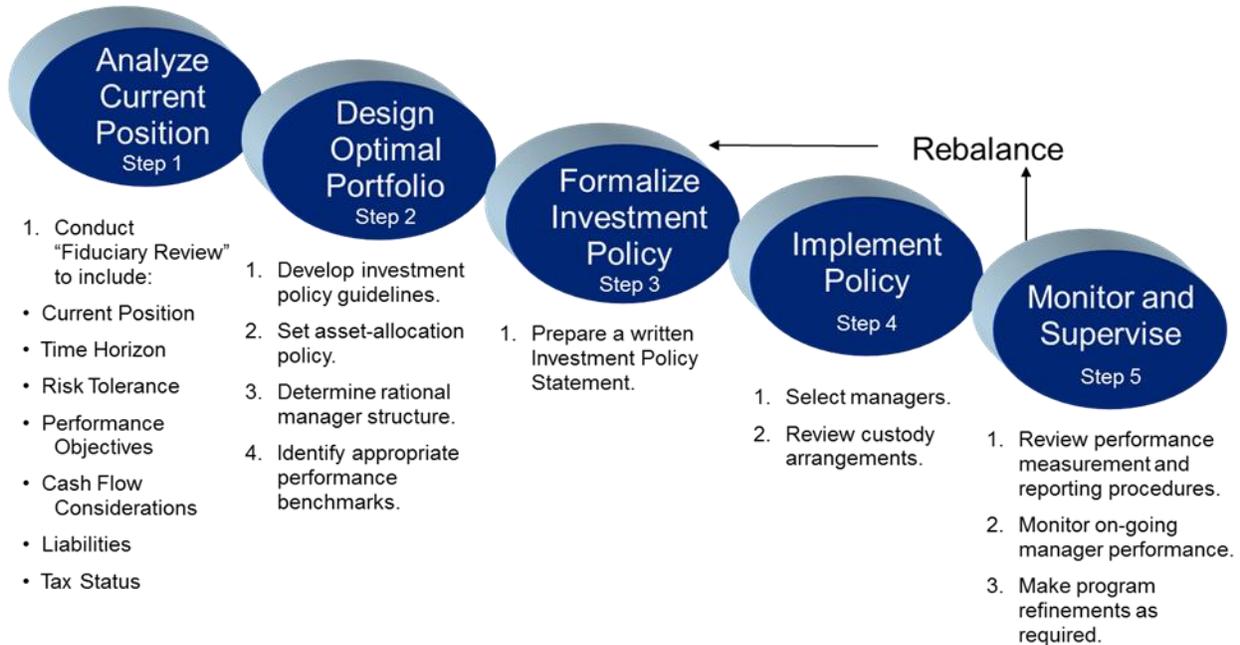
Wright Associates may use money market mutual funds to "sweep" unused cash balances until they can be appropriately invested.

Clients maintain ownership of all securities purchased in their accounts.

- C. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, Wright Associates develops a client's personal investment policy and creates and manages a portfolio based on that policy. An investment policy typically includes items such as client background, objectives, return requirements, risk tolerances, time horizons, liquidity needs, taxes and other unique circumstances. An investment policy is unique to each individual client, institution, or household. Wright Associates manages all advisory accounts for high net worth individuals, corporations, and other institutional clients on a discretionary basis; therefore, clients may only impose reasonable restrictions on investing activities. However, we will take certain strong opinions under consideration and may incorporate them in a client's asset allocation. All ERISA plans that we manage are on a discretionary basis as a 3(38) fiduciary. Account construction is guided primarily by the underlying financial plan and more specifically by client age, withdrawal requirements, health, total net worth, inclination toward charitable contributions, and other factors. Important factors are discussed at the initiation of a relationship and are adjusted on an as-needed basis or an annual basis whichever comes first. Wright Associates attempts, at a minimum, to meet with clients to discuss and review their investment goals once per year.

For the Digital Asset Management program, clients may instruct Wright Associates to exclude up to three Funds from their portfolio.

A Schematic of our decision process is as follows



Wright Associates will allocate the client’s assets among various investments taking into consideration the overall management style selected by the client. The mutual funds and other securities will be selected on the basis of any or all of the following criteria: the fund’s performance history; the asset class in which the fund invests; the track record of the fund’s manager; the funds’ investment objectives; the fund’s management style and philosophy; and the fund’s management fee structure. Wright Associates predominantly uses actively managed mutual funds for the purposes of portfolio construction. Additionally, we augment active positions with index funds (“passive”), exchange traded funds and individual stocks. However, when clients use our Digital Asset Management program, Wright Associates predominantly uses passive index exchange traded funds for the purposes of portfolio construction. Generally, index exchange traded funds are selected based on their perceived ability to match the returns of a market sector over time at the lowest cost.

We form a reasonable basis for investments through a process developed from a combination of experience and education. We attempt to make each judgment on the value and worth of a security as objective as possible. Our process for analyzing investments generally follows a, broad, three-step process. The first step is a review of the structure of the money management firm and an alignment of interest. We are looking for mutual fund managers that invest their own money the same way they manage their fund or clients’ money (“eat their own cooking”). It is also important to understand whether or not the firm structure is organized in a fashion that, in our opinion, will provide the best platform for executing their investment process. Second, we review the five P’s: philosophy, process, people, portfolio and price. We want to find objective evidence that leads us to believe the right people are enacting a philosophy we

believe in and with the proper process in place to build a portfolio we can understand. Understanding a portfolio means we can match the firm's process to the thesis behind why the securities are in the portfolio. The third and last step is a review of past performance. The overall goal of our process is to identify a set of mutual fund managers that are expected to be complimentary in a portfolio and are expected to meet client needs, objectives and constraints. We are also attempting to identify mutual fund managers that will add value over and above all fees paid by clients. We buy and sell based on our own objective and independent review of a mutual fund in hopes of achieving proper portfolio diversification for our clients.

Portfolio weighting between funds and asset classes will be determined by each client's individual needs and circumstances. Unless there are specific constraints or investment mandates, we strive to broadly and globally diversify portfolios across different asset classes and geographies. The types of asset classes we will invest in and their weights are detailed in individual client's investment policy statement. Diversification also includes different styles of active and passive management as well, such as growth and value. These same aspects of diversification are incorporated into our Digital Asset Management program.

Our digital asset management services incorporate many of the same ideals as our traditional discretionary services. A key difference, however, is the use of ETFs to capture broad market performance at low costs. When we analyze an ETF, we are assessing its ability to track an index as efficiently as possible.

- D. Wright Associates does not participate in wrap fee programs. See Item 5 for details on our fees and compensation.
- E. As of December 31, 2018, Wright Associates managed client assets in the amount of \$158,379,646 on a discretionary basis. We have 90 client relationships as of December 31, 2018.

Miscellaneous

Limitations of Financial Planning and Non-Investment Consulting/Implementation Services. To the extent specifically requested and engaged to provide such services, Wright will generally provide planning and consulting services regarding non-investment related matters, such as tax and estate planning, insurance, etc. **Please Note:** Wright does not serve as a law firm, CPA firm, or insurance agency, and no portion of our services should be construed as same. Accordingly, Wright does not prepare legal documents or sell insurance products. To the extent requested by a client, we may recommend the services of other professionals for non-investment implementation purpose (i.e. attorneys, accountants, insurance, etc.), including Wright for tax preparation services-see below. The client is under no obligation to engage the services of any such recommended professional, including Wright for tax preparation services. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from Wright and/or its representatives. **Please Also Note:** If the client engages any professional (i.e. attorney, accountant, insurance agent, etc.), recommended or otherwise, and a dispute arises thereafter relative to such engagement, the client

agrees to seek recourse exclusively from the engaged professional. At all times, the engaged licensed professional[s] (i.e. attorney, accountant, insurance agent, etc.), and not Wright, shall be responsible for the quality and competency of the services provided.

Please Note: Retirement Rollovers-Potential for Conflict of Interest: A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer's plan, if permitted, (ii) roll over the assets to the new employer's plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account ("IRA"), or (iv) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences). If Wright recommends that a client roll over their retirement plan assets into an account to be managed by Wright, such a recommendation creates a conflict of interest if Wright will earn new (or increase its current) compensation as a result of the rollover. When acting in such capacity, Wright serves as a fiduciary under the Employee Retirement Income Security Act (ERISA), or the Internal Revenue Code, or both. **No client is under any obligation to roll over retirement plan assets to an account managed by Wright. Wright's Chief Compliance Officer, Kathleen Wright, remains available to address any questions that a client or prospective client may have regarding the potential for conflict of interest presented by such rollover recommendation.**

Custodian Charges-Additional Fees: As discussed below at Item 12 below, when requested to recommend a broker-dealer/custodian for client accounts, Wright generally recommends that Schwab serve as the broker-dealer/custodian for client investment management assets. Broker-dealers such as Schwab charge transaction fees for effecting securities transactions. In addition to Wright's investment advisory fee referenced in Item 5 below, the client will also incur transaction fees to purchase securities for the client's account (i.e., mutual funds exchange traded funds, individual equity and fixed income securities, etc.) **ANY QUESTIONS:** Wright's Chief Compliance Officer, Kathleen Wright, remains available to address any questions that a client or prospective client may have regarding the above.

Please Note-Use of Mutual and Exchange Traded Funds: Most mutual funds and exchange traded funds are available directly to the public. Thus, a prospective client can obtain many of the funds that may be utilized by Wright independent of engaging Wright as an investment advisor. However, if a prospective client determines to do so, he/she will not receive Wright's initial and ongoing investment advisory services. **Please Note-Use of DFA Mutual Funds:** Wright utilizes mutual funds issued by Dimensional Fund Advisors ("DFA"). DFA funds are generally only available through registered investment advisers approved by DFA. Thus, if the client was to terminate Wright's services, and transition to another adviser who has not been approved by DFA to utilize DFA funds, restrictions regarding additional purchases of, or reallocation among other DFA funds, will generally apply. **Please Also Note:** In addition to Wright's investment advisory fee described below, and transaction and/or custodial fees discussed below, clients will also incur, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g. management fees and other fund expenses). **ANY QUESTIONS:** Wright's Chief Compliance Officer, Kathleen Wright, remains available to address any questions that a client or prospective client may have regarding the above.

Portfolio Activity. Wright has a fiduciary duty to provide services consistent with the client's best interest. As part of its investment advisory services, Wright will review client portfolios on an ongoing basis to determine if any changes are necessary based upon various factors, including, but not limited to, investment performance, fund manager tenure, style drift, account additions/withdrawals, and/or a

change in the client's investment objective. Based upon these factors, there may be extended periods of time when Wright determines that changes to a client's portfolio are neither necessary nor prudent. Of course, as indicated below, there can be no assurance that investment decisions made by Wright will be profitable or equal any specific performance level(s).

Client Obligations. In performing our services, Wright shall not be required to verify any information received from the client or from the client's other professionals, and is expressly authorized to rely thereon. Moreover, it remains each client's responsibility to promptly notify Wright if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising our previous recommendations and/or services.

Please Note: Investment Risk. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by Wright) will be profitable or equal any specific performance level(s).

Item 5 - Fees and Compensation

- A. **Fees and Compensation.** We are compensated for our wealth management services strictly on a fee-only arrangement. We do not collect commissions as a form of compensation. We only receive compensation from our clients and from no other source.

Clients have the option to select either a comprehensive fee or an ala carte service offering.

COMPREHENSIVE PRICING OPTION: We define comprehensive service to include all aspects of our advisory services (Item 4), both financial planning and investment management. Our comprehensive service is charged as a percentage of assets under management, according to the schedule below:

Assets Under Management	Annual Fee (%)
First \$1,000,000	1.00%
Next \$4,000,000	0.75%
Next \$5,000,000	0.50%
Amounts greater than \$10,000,000	Negotiable

The minimum asset level for comprehensive service is \$600,000. Comprehensive services are contracted under an investment management agreement that is signed by all clients and Wright Associates. Wright Associates recommends a comprehensive fee for clients who require both financial planning and investment management but enjoy a straightforward arrangement and don't want to select from the menu below.

ALA CARTE PRICING OPTIONS: Ala Carte service offering fees have three main components. Clients select the level of up-front planning, level of on-going planning support as well as a method for implementation. Wright Associates helps clients gauge which level of service best suits their needs. Wright Associates recommends an ala carte fee for clients who wish to control costs or wish to engage professional services but on a limited basis. More generally, ala carte pricing enables Wright Associates to provide professional services at reasonable fees for clients early in the capital accumulation process. The options, with general selection guidelines, are as follows:

- 1) **One-Time. Up-Front Financial Plan Creation.** With the help of Wright Associates clients select the option that best suits their needs.
 - a. A "Simple" plan requires 10-15 hours of effort and costs \$3,750. Generally, includes: budgeting/cash flow analysis, debt management, investment plan, long-term retirement planning. It is mostly for clients age 25-40 with no children with assets between \$5,000 and \$100,000.
 - b. A "Standard" plan requires 15-20 hours of effort and costs \$5,250. Generally, includes everything from the SIMPLE plan and education

planning, risk management planning and tax planning. It is for clients ages 40-60, with kids and assets over \$100,000 but below \$500,000.

- c. A "Premium" plan requires 20-30 hours of effort and costs \$7,500. Generally, includes everything from the SIMPLE and STANDARD plans as well as detailed retirement planning, estate planning such as multigenerational planning and special situation planning. It is for clients ages 55+, with kids, assets greater than \$1,000,000, and unique or special circumstances.

Fees for financial plan creation cost \$1,000 at the initial acceptance of our services with the remainder due when the final plan with recommendations is delivered. Clients will sign a financial planning engagement letter when accepting our services.

- 2) **Recurring. On-Going Financial Planning Support.** Financial plans require continuous reviews to accommodate changing phases of life and circumstances. Meetings for financial planning support may cover a wide range of topics but are generally performed to review progress toward goals, answer questions, present solutions and hold clients accountable for progress toward their goals. Meetings are specific to the client and are conducted one-on-one.

Billable rate for Kathleen S. Wright = \$400 per hour.

Billable rate for A. Gregory Lintner = \$400 per hour.

Billable rate for Adam K. Wright = \$300 per hour.

These rates are incorporated into the financial planning engagement letter. Please refer to the biographies at the end of this document.

- 3) **Recurring. Investment Management Services.** This covers the professional management of portfolios by means of portfolio construction, rebalancing and monitoring, security selection, analysis and review. The investment policy statement for these services will be incorporated into the financial plan. We offer two types of investment management services. Details on the difference are noted in Item 4.

- a. Digital Asset Management.

Assets Under Management	Annual Fee (%)
First \$2,000,000	0.40%
Next \$3,000,000	0.30%
Over \$5,000,000	0.25%

- b. Discretionary Management.

Assets Under Management	Annual Fee (%)
First \$5,000,000	0.75%
Over \$5,000,000	0.50%

On a case by case basis, fee arrangements are negotiable, based on both the nature and total dollar value of the relationship with a client. Such determinations are made by Wright Associates at its sole discretion. Existing clients, as of the first quarter of 2019, should expect no changes to their billing schedules or relationship with Wright Associates. If existing clients wish to change methods of analysis and service level, they may, by contacting Wright Associates and engaging under different contract.

Wright, in its sole discretion, may charge a lesser investment advisory fee, charge a flat fee, or waive its minimum asset level based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, competition, negotiations with client, etc.). **Please Note:** As result of the above, similarly situated clients could pay different fees. In addition, similar advisory services may be available from other investment advisers for similar or lower fees. **ANY QUESTIONS:** Wright's Chief Compliance Officer, Kathleen Wright, remains available to address any questions that a client or prospective client may have regarding advisory fees.

- B. For investment management services or comprehensive services, clients are invoiced in advance at the beginning of each calendar quarter based upon the value (market value or fair value in the absence of market value) of the client's account at the end of the previous quarter. For example, if a client portfolio has a market value of \$1,000,000 as of 09/30/2017 the fee that will be assessed is \$2,500 (= .01/4 * 1,000,000). This fee covers advisory services for the period 09/30/2017 through 12/31/2017.

Clients have the option to have their accounts automatically debited for the fee amount from their assets or pay separately via cash, check or money order. Clients may select either method. However, the majority of clients choose to have fees deducted from their assets under management when they sign the custodial account application. We can change the method of payment at any time with at least a 30-day notification in writing.

For ala carte financial planning offerings, clients are billed as services are rendered. Hourly rates are rounded to 15-minute intervals. As noted previously initial financial plan creation requires an immediate payment of \$1,000 upon acceptance of the proposal and the remainder is due when the final financial plan is delivered.

- C. All fees paid to Wright Associates for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus which clients will receive from the independent custodian with each initial purchase of the fund. These fees will generally include a management fee, other fund expenses, and a possible redemption fee. Fees on mutual funds can range of 0.04% for an S&P 500 index fund to 1.40% for an actively managed international small-cap fund. The wide difference in mutual fund fees is mostly based on the level of effort required to execute a strategy.

Some mutual funds also impose sales charges. We have never purchased a fund with a sales charge for a client. We do not recommend “load” funds. When available we will invest in the institutional class shares which is the lowest cost share class.

Clients also pay transaction fees when mutual funds, or any securities, are bought or sold. Transaction fees range from \$25 to \$49.95 per trade. We tend to elect to pay transaction fees rather than invest in “no transaction” fee funds. We make this election since we tend to invest and hold making a one-time fee of \$25 or \$49.95 de minimus over the long-term as opposed to paying an extra per basis point amount on an on-going basis. We believe our method saves clients’ money over long holding periods.

A client or prospective client of Wright Associates should review both the fees charged by the funds and the fees charged by Wright Associates to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

As described in Item 4 Advisory Business, clients do not pay fees to Schwab Performance Technologies (“SPT”) or brokerage commissions or other fees to Charles Schwab & Co (“CS&Co.”) as part of our Digital Asset Management program. Schwab does receive other revenues, including (i) the profit earned by Charles Schwab Bank, a Schwab affiliate, on the allocation to the Schwab Intelligent Portfolios Sweep Program described in the Schwab Intelligent Portfolios Sweep Program Disclosure Statement; (ii) investment advisory and/or administrative service fees (or unitary fees) received by Charles Schwab Investment Management, Inc., a Schwab affiliate, from Schwab ETFs™ Schwab Funds® and Laudus Funds® that we select to buy and hold in the client’s brokerage account; (iii) fees received by Schwab from third-party ETFs that participate in the Schwab ETF OneSource™ program and mutual funds in the Schwab Mutual Fund Marketplace® (including certain Schwab Funds and Laudus Funds) in the client’s brokerage account for services Schwab provides; and (iv) remuneration Schwab may receive from the market centers where it routes ETF trade orders for execution. Brokerage arrangements are further described below in Item 12 Brokerage Practices.

- D. Clients must pay fees in advance each quarter. If a client terminates the relationship before the end of the billing period and after fees have been taken the client may seek a refund. The client may seek the pro-rata amount of the fee from the time of termination to the end of the period. For instance, if a \$2,500 fee was assessed on 09/30/2017 to cover the period of 09/30/2017 through 12/31/2017 and Wright Associates received notice of termination of advisory services on 11/30/2017 the client may seek a refund for the period of 11/30/2017 through 12/31/2017. This refund would be one third of the quarterly fee, or \$833.33.

As stated above, clients pay fees quarterly in advance. However, a client agreement may be terminated by either party for any reason upon receipt of written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. The client has the right to terminate an agreement without penalty within five business days after entering into the Management Agreement with Wright Associates.

- E. Wright Associates does not, nor do any of its supervised persons, accept any compensation for the sale of securities or other investment products.

Wright Associates does not, nor do any of its supervised persons, accept any form of soft-dollar compensation. In other words, we do not use or recommend specific investment products due to the fact the selling firms provides research free of charge or at a discount.

Finally, it is important to note that Wright Associates does not, nor do any of its supervised persons, accept 12(b)-1 fees. We do not charge commissions or mark-ups. We do not accept performance based-fees. Our compensation is derived entirely through our fee schedules listed above.

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

Side-by-side management exists when an advisor manages similar client portfolios that have different structures, fee arrangements or other characteristics. If some of these accounts are charged a performance-based fee and some are not, then a conflict of interest may arise from the simultaneous management of those accounts. For instance, there is the possibility that the advisor may favor the performance-based fee accounts because good returns in those accounts may result in relatively higher compensation for the advisor.

To eliminate potential conflicts of interest, Wright Associates does not charge performance-based fees.

Wright Associates does not invest in securities or funds that would charge our clients a performance-based fee.

Item 7 - Types of Clients

Wright Associates generally provides investment advice to high net-worth individuals, small business owners, pensions, and other institutional clients. A minimum account size of \$600,000 of assets under management is required for Wright Associates' comprehensive portfolio management and investment advisory service. Under certain circumstances, the minimum account size requirement may be negotiable. At Wright Associates' discretion, we may aggregate related accounts to meet this minimum requirement. Per Item 4, we manage all comprehensive fee client accounts on a discretionary basis.

The primary purpose of offering a Digital Asset Management program with ala carte financial planning fees is to enable lower minimums for high potential clients. Clients do not need a minimum to contract Wright Associates for financial planning services. Clients are eligible to enroll in our Digital Asset Management Program with a minimum of \$5,000. Additional features, such as tax-loss harvesting is available when assets under management are greater than or equal to \$50,000. The program supports most individual account types. Some exclusions apply. As noted previously, clients are expected to select one level of financial planning and one level of investment management when selecting ala carte service offerings.

Wright Associates is also an investment adviser and fiduciary on several ERISA plans. Depending on the type of relationship requirement with the plan sponsor we will either operate as a 3(21) or a 3(38) fiduciary. As of 12/31/2018, Wright Associates only operates in the capacity of a discretionary 3(38) fiduciary. Historically, and currently, we have not placed any asset or fee minimums on ERISA plans we manage.

Wright, in its sole discretion, may charge a lesser investment advisory fee, charge a flat fee, or waive its minimum asset level based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, competition, negotiations with client, etc.). **Please Note:** As result of the above, similarly situated clients could pay different fees. In addition, similar advisory services may be available from other investment advisers for similar or lower fees. **ANY QUESTIONS:** Wright's Chief Compliance Officer, Kathleen Wright, remains available to address any questions that a client or prospective client may have regarding advisory fees.

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

- A. The methods of analysis Wright Associates uses to formulate investment advice rely on both qualitative and quantitative factors. As described in Item 4.C, Wright Associates will allocate the client's assets among various investments taking into consideration the overall management style selected by the client. The mutual funds and other securities will be selected on the basis of any or all of the following criteria: the fund's performance history; the asset class in which the fund invests; the track record of the fund's manager; the funds' investment objectives; the fund's management style and philosophy; and the fund's management fee structure. Wright Associates predominantly uses actively managed mutual funds for the purposes of portfolio construction.

We form reasonable basis for investments through a process developed through the combination of experience and education. We attempt to make sure each judgment on the value and worth of a security is objective. Our process for analyzing investments generally follows a, broad, three-step process. The first step is a review of the structure of the money management firm, looking for an alignment of interest. We are looking for mutual fund managers that "eat their own cooking". It is also important to understand whether or not the firm structure is arrayed in a fashion that, in our opinion, will provide the best platform for executing their investment process. It is through our proprietary research that we have uncovered what we believe are common characteristics of successful money managers. Second, we review the five P's: philosophy, process, people, portfolio and price. We want to find objective evidence that leads us to believe the right people are enacting a philosophy we believe in and with the proper process in place to build a portfolio we can understand. Understanding a portfolio means we can match the firm's process to the thesis behind why the securities are in the portfolio. It takes substantial effort, but a key tenet to our method of analysis is looking through a mutual fund's portfolio and performing individual security analysis to help us gain confidence in a money manager. We seek to understand what we own and why we own it. We are always aware of the price we are paying, in a mutual fund this is the expense ratio, but we are also aware that price is what you pay and value is what you get. Nevertheless, our proprietary analysis attempts to balance the price we and our clients pay with the expected long-term results. The third and last step is a review of past performance. It is important to note that analyzing performance is our last step and that we do not choose managers based solely on past performance. The overall goal of our process is to identify a set of mutual fund managers that are expected to be complimentary in a portfolio. We buy and sell based on our own objective and independent review of a mutual fund in hopes of achieving proper portfolio diversification for our clients.

When a mutual fund meets or exceeds our aforementioned analysis hurdles we will purchase it for clients for whom it is appropriate. We will sell a mutual when one of the following events occur. First, we were wrong in our original analysis and misjudged an important variable. Second, there is a material change at the mutual fund which changes our outlook such as a

change in management. Third, a better opportunity arises and we believe we can increase the reward to risk ratio of portfolio by trading one mutual fund for another.

Portfolio weighting between funds and asset classes will be determined by each client's individual needs and circumstances. Unless there are specific constraints or investment mandates, we strive to broadly and globally diversify portfolios across many different asset classes. The types of asset classes we will invest in and their weight are detailed in individual client's investment policy statements. Diversification also includes different styles of active management as well, such as growth and value.

The primary objective of the investment strategy of all client portfolios is the long-term growth of principal. In some instances, providing current income in retirement or other cash flow needs such as college tuition is also a consideration. Portfolios created for our clients are diversified among domestic and international mutual funds, across all capitalization ranges, between equities and fixed income securities. Some mutual fund strategies may employ currency hedging. Real estate securities may be purchased.

Before investing in the types of securities recommended by Wright Associates, clients should understand that mutual funds, annuities, and other securities are not insured by the FDIC, NCUSIF, or any other federal government agency and are not deposits or obligations of, guaranteed by, or insured by, the depository institution where offered or any of its affiliates. Mutual funds and annuities involve investment risk and may lose value. Clients of Wright Associates should be prepared to bear investment risk in managed portfolios which manifests itself as day-to-day volatility of security prices.

- B. We make all investment decisions with a thorough understanding of risk. We do not choose managers based solely on past performance. Instead, we identify managers whose philosophies are complimentary to each other and who are shareholder-oriented. Nevertheless, there are always risks in the capital markets, such as:
- The market goes down. Prices can decline, even severely, over short-term or long-term periods, for any asset class.
 - Fund shares decline in value in response to certain events, such as changes in markets or economies.
 - Debt securities can be affected by changing interest rates, changing yield curves, credit rating or defaults, and liquidity events.
 - A particular fund can be more concentrated in a smaller number of companies than other funds. This could result in better or worse, performance than other funds. It can also result in above-average volatility in the short-term.
 - A particular fund may be invested in securities of foreign issuers which may have a different set of influences (legal, regulatory, accounting, economic) than U. S. based companies.
 - Some securities may be denominated in currencies other than the U.S. dollar which may be affected by currency exchange rates.

- If an investor chooses to liquidate the portfolio during a period when stock prices are down, there can be a permanent loss of capital.
 - Excessive trading in mutual funds, or any security, may cause high transaction costs for clients. We do not recommend frequent trading.
 - There are risks that we probably don't know about yet.
- C. As previously mentioned Wright Associates predominantly recommends mutual funds for investments by our clients. Mutual fund investing involves certain risks as well. Certain, but not exhaustive, risks for the mutual funds Wright Associates invests client assets in are:
- **Risks associated with equities.** Common stocks can experience sudden and unpredictable drops in pricing for long periods of time. This is also known as market risk, and anyone invested in the markets is subject to it.
 - **Risks associated with non-U.S. securities.** Non-US investments can be more volatile and less liquid than comparable U.S. securities. Adverse political, social and economic developments outside of our control can cause foreign securities to lose value. Foreign securities are subject to exchange rate risks.
 - **Risks associated with value investing.** A value security is one that is believed to be priced below its true worth in the market. The risk is that the market never realizes a securities true value and do not increase in price.
 - **Risks associates with growth investing.** Growth investing is based on the belief that security prices follow earnings per share growth. The risk is a security doesn't experience the growth expected and the market price drops.
 - **Liquidity risk.** Mutual funds may, from time to time, invest in less liquid securities. If investors rush to sell shares the fund may be forced to sell positions at a loss, hurting remaining shareholders.
 - **Management risk.** Most fund selected by Wright Associates are actively managed. A large piece of our analysis rests on the belief that the mutual fund managers are the right people for the job. We may be wrong in our analysis and management may prove to be less than competent and hurt shareholder returns.
 - **Large investor risk.** Sometimes ownership of mutual funds is concentrated by a few large investors. If any of these investors choose to redeem their shares all at once it could impact performance of a mutual fund. It can also accelerate the realization of gains and cause remaining shareholders to pay higher taxes.

Due to the many risks associated with investing, a client of Wright Associates could lose money by investing in the mutual funds recommended by the firm. Wright Associates does not and cannot guarantee any level of performance or outcome.

Part of our responsibility as investment advisors is to help clients differentiate between permanent loss of capital and normal capital market volatility. This is a critical component to long-term performance realization.

Item 9 - Disciplinary Information

- A. There are **no** disciplinary events, material or otherwise, that have ever been issued against Wright Associates by any court or agency. There are **no** criminal or civil actions to which Wright Associates has been party. Wright Associates nor any of its supervised persons have ever been:
- convicted of, or pled guilty or nolo contendere (“no contest”) to such as (a) any felony; (b) any misdemeanor that involved investments or an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion; or (c) any conspiracy to commit any of these offenses.
 - named subject of a pending criminal proceeding that involves an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses.
 - found to have been involved in a violation of an investment-related statute or regulation
 - the subject of any order, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, our firm or any management person from our firm from engaging in any investment-related activity, or from violating any investment-related statute, rule, or order.
- B. There have never been any administrative proceedings before the SEC, and any other federal regulatory agency, any state regulatory agency or any foreign financial regulatory authority regarding the investment-related business of Wright Associates.
- C. There have never been any self-regulatory organization (SRO) proceeding against our firm.

We invest our client’s assets in the same manner and with the same diligence as is done with our own investments. We practice our trade with scrupulous honesty and integrity.

Item 10 - Other Financial Industry Activities and Affiliations

Wright Associates is an SEC registered, independent, standalone investment advisor.

- A. We are not registering as a broker-dealer nor are any of our management persons registering as a representative of a broker-dealer.
- B. We have no pending or existing registrations for a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.
- C. We have no monetary relationships or arrangements that create a conflict of interest with broker-dealers, investment companies, other investment advisers, commodity trading advisors, banks or thrift institutions, accounting firms, law firms, insurance companies, pension consultants, real estate brokers, or sponsors of limited partnerships.
- D. We do not recommend or select other investment advisers for our clients.

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

- A. Wright Associates has a Code of Ethics in place and clients may obtain a copy by calling Wright Associates at 412.854.2100. An electronic copy may also be found in the footer of our webpage at www.kswrightassociates.com. We also deliver a physical or electronic copy to clients annually. How the document is received is based on elections clients make at the onset of a relationship and can be changed at any time.

In addition to the rigorous educational requirements of obtaining the CFA Charter, the CFA Institute imposes a strict set of standard and procedures as well as a code of ethics. We believe that the purpose and the adoption of a Code of Ethics is to remind all personnel of Wright Associates that there are rules in place that are reasonably designed to deter wrongdoing. We also believe it is necessary for clients and prospects to understand that Wright Associates places great emphasis on embodying a sensible set of ethical guideline with which to follow. We have adopted the CFA Institutes Code of Ethics, and it is reprinted below.

- Act with integrity, competence, diligence and respect and in an ethical manner with the public, clients, prospective clients, employers, employees, colleagues in the investment profession, and other participants in the global capital markets.
- Place the integrity of the investment profession and the interests of clients above their own personal interests.
- Use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities.
- Practice and encourage others to practice in a professional and ethical manner that will reflect credit on themselves and the profession.
- Promote the integrity and viability of the global capital markets for the ultimate benefit of society.
- Maintain and improve their professional competence and strive to maintain and improve the competence of other investment professionals.

Operating our business with a high ethical standard is extremely important to Wright Associates. We attempt to always put the clients best interest above the firm's interest or the interests of employees of Wright Associates. We believe that having high moral standards and operating ethically builds trust with our clients and helps support well-functioning capital markets.

- B. Wright Associates or related persons have never had a material financial interest with the securities being bought or sold for clients. We define a material financial interest as having the ability to significantly influence the outcome of a security. By having a material financial interest and recommending those securities to clients would create a conflict of interest. The conflict of interest arises due to the fact that Wright Associates or its related persons would be more interested in selling or recommending those securities than other, more suitable, ones. To repeat, Wright Associates or related persons have never had a material financial interest with the securities being bought or sold for clients. However, should Wright Associates or a related person ever have a material financial interest in a security being recommended to a client then

Wright Associates or related person would disclose the conflict clearly and in plain English on any and all advertising documents provided to the client.

- C. Wright Associates or individuals associated with Wright Associates may buy or sell securities identical to, or different from those recommended to clients for their personal accounts. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client. The conflict that arises is that Wright Associates may be incentivized to only purchase securities for clients in which Wright Associates or related persons has an interest in order to increase the rate of the return of the investment. However, Wright Associates believes that by owning the same securities it also creates a material alignment of interest such that the financial interests of Wright Associates and its supervised persons are invested alongside client assets. Nevertheless, we address the potential conflict of interest arising from both clients and individual associated with Wright Associates by requiring approved or recommended securities to only be sold from the accounts of individuals associated with Wright Associates for sensible reasons such as tax-loss harvesting or to not do so would cause a financial hardship. Additional information on how this conflict is managed is noted in Item 11.D.
- D. Wright Associates or individuals associated with Wright Associates may buy or sell securities identical to, or different from those recommended to clients for their personal accounts. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client.

It is the express policy of Wright Associates that no person employed by Wright Associates may purchase or sell any security immediately prior to a transaction(s) being implemented for an advisory account, and therefore, preventing such employees from benefiting from transactions placed on behalf of advisory accounts.

As these situations represent a conflict of interest, Wright Associates has established the following restrictions in order to ensure its fiduciary responsibilities:

- Associated persons of Wright Associates shall not buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in sole or in part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry. No person of Wright Associates shall prefer his or her own interest to that of the advisory client; and
- Wright Associates maintains a list of all securities holdings for itself, and anyone associated with this advisory practice with access to advisory recommendations. These holdings are reviewed on a regular basis by the Principals of Wright Associates; and
- Wright Associates emphasizes the unrestricted right of the client to decline to implement any advice rendered, except in situations where Wright Associates is granted discretionary authority of the client's account; and
- Wright Associates requires that all individuals must act in accordance with all applicable federal and state regulations governing registered investment advisory practices; and
- Any individual not in observance of the above may be subject to termination.

Item 12 - Brokerage Practices

- A. **Brokerage Practices.** In the event that the client requests that Wright recommend a broker-dealer/custodian for execution and/or custodial services, Wright generally recommends that investment advisory accounts be maintained at Schwab. Prior to engaging Wright to provide investment management services, the client will be required to enter into a formal Investment Advisory Agreement with Wright setting forth the terms and conditions under which Wright shall advise on the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian.

Factors that Wright considers in recommending Schwab (or any other broker-dealer/custodian to clients) include historical relationship with Wright, financial strength, reputation, execution capabilities, pricing, research, and service. Although the transaction fees paid by Wright's clients shall comply with Wright's duty to obtain best execution, a client may pay a transaction fee that is higher than another qualified broker-dealer might charge to effect the same transaction where Wright determines, in good faith, that the transaction fee is reasonable. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, transaction rates, and responsiveness. Accordingly, although Wright will seek competitive rates, it may not necessarily obtain the lowest possible rates for client account transactions. The transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, Wright's investment advisory fee.

We believe it is always in the client's best interests to have an independent custodian. Independent custodians safeguard all disbursements into and out of client accounts, provide separate account balance statements, and collect all cash flows such as interest, dividends, and capital gains from investments, among other tasks. Charles Schwab & Co acts as a fiduciary for all client accounts as does Wright Associates.

For our clients' accounts that Schwab maintains, Schwab generally does not charge clients separately for custody services but is compensated by charging clients commissions or other fees on the trades that it executes or that settle in your Schwab account. We determine the reasonableness of the compensation (e.g. commissions from client trades) earned by Charles Schwab & Company Inc by comparing the costs to other custodians and broker-dealers. More importantly, we analyze the total cost it adds to a client's relationship with Wright Associates over a long-term period. As discussed in Item 5, Fees and Compensation, the typical transaction fee earned by Schwab from a client trade on a mutual fund is \$25 to \$49.95 per trade. While Schwab may earn upward of \$500, assuming a portfolio holds ten mutual funds, at the outset of a relationship with Wright Associates, we do minimal trading on an ongoing basis. So, after an account is established, ongoing fees for brokerage are de minimus. The overall commissions paid to Schwab by a client tends to be small in relation to the overall portfolio. For instance, if

we invest a portfolio of \$1,000,000 of cash into ten mutual funds and we only make three trades at the max amount (\$49.95) per year for ten years the total cost to the client over the ten years is approximately \$1,500.

1. In addition, Wright Associates participates in the Schwab Advisor Services (formally Schwab Institutional) services program offered to independent investment advisers by Charles Schwab & Company, Inc., an NASD registered broker-dealer. As part of the Schwab Adviser Services program, Wright Associates receives benefits that it would not receive if it did not offer investment advice in connection with the Schwab Adviser Services program. **Schwab Adviser Services provides Wright Associates access to their institutional brokerage services (e.g. trading, custody, reporting, and related services), many of which are not typically available to Schwab retail customers.**

While there is no direct linkage between the investment advice given and participation in the Schwab Adviser Services program, economic benefits are received which would not be received if Wright Associates did not give investment advice to clients in connection with the Schwab Adviser Services program. The benefits Wright Associates receives from the Schwab Adviser Services Program include:

- receipt of duplicate client confirmations and bundled duplicate statements;
- access to a trading desk serving Schwab Adviser Services participants exclusively;
- access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts;
- access to after hours trading to convert mutual shares classes without recognition of taxes;
- ability to have investment advisory fees deducted directly from client account;
- access, for a fee, to an electronic communication network for client order entry and account information;
- receipt of compliance publications;
- and access to mutual funds which generally require significantly higher minimum initial investments or are generally available only to institutional investors;
- Access to institutional mutual funds that have lower fee structures.

The services that we receive from Schwab that directly benefit clients include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab Adviser Services include some which we might not otherwise have access to or that would require a significantly higher minimum investment by our clients.

The benefits received through participation in the Schwab Adviser Services program may or may not depend upon the amount of transactions directed to, or amount of assets in custody at Schwab.

We do not use client brokerage commissions to obtain research.

We do not invest client assets with specific firms in order to obtain research.

Non-Soft Dollar Research and Benefits: Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, Wright can receive from Schwab (or another broker-dealer/custodian, investment manager, platform sponsor, mutual fund sponsor, or vendor) without cost (and/or at a discount) support services and/or products, certain of which assist Wright to better monitor and service client accounts maintained at such institutions. Included within the support services that can be obtained by Wright can be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support-including client events, computer hardware and/or software and/or other products used by Wright in furtherance of its investment advisory business operations.

Wright's clients do not pay more for investment transactions effected and/or assets maintained at Schwab as a result of this arrangement. There is no corresponding commitment made by Wright to Schwab, or any other any entity, to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as result of the above arrangement.

ANY QUESTIONS: Wright's Chief Compliance Officer, Kathleen Wright, remains available to address any questions that a client or prospective client may have regarding the above arrangements and the corresponding conflict of interest presented by such arrangements.

Schwab does make proprietary research and third-party research available through its Schwab Adviser Services Program for individual stocks. Since Wright Associates predominantly invests in mutual funds, we do not use this research. We also do not consider this provided research in our selection of a custodian/broker-dealer.

Schwab also provides symposiums and other continuing education events that Wright Associates attends from time to time. Schwab makes these events open to investment advisers that custody client assets at Schwab.

Disclosures specific to the use of Charles Schwab & Co's Institutional Intelligent Portfolios program:

Client accounts enrolled in our Digital Asset Management "Program" are maintained at, and receive the brokerage services of, CS&Co., a broker-dealer registered with the Securities and Exchange Commission and a member of FINRA and SIPC. While clients are

required to use CS&Co. as custodian/broker to enroll in the Program, the client decides whether to do so and opens its account with CS&Co. by entering into a brokerage account agreement directly with CS&Co. We do not open the account for the client. If the client does not wish to place his or her assets with CS&Co., then we cannot manage the client's account through the Program. *Other options are available for an automated investment program from Wright Associates but are costlier and more time consuming to maintain.*

CS&Co. may aggregate purchase and sale orders for Funds across accounts enrolled in the Program, including both accounts for our clients and accounts for clients of other independent investment advisory firms using the Platform. Schwab Advisor Services™ is Schwab's business serving independent investment advisory firms like us. Through Schwab Advisor Services, CS&Co. provides us and our clients, both those enrolled in the Program and our clients not enrolled in the Program, with access to its institutional brokerage services— trading, custody, reporting, and related services—many of which are not typically available to CS&Co. retail customers. CS&Co. also makes available various support services. Some of those services help us manage or administer our clients' accounts, while others help us manage and grow our business. CS&Co.'s support services described below are generally available on an unsolicited basis (we don't have to request them) and at no charge to us. The availability to us of CS&Co.'s products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

With respect to the Program, as described above under Item 4 Advisory Business, we do not pay Charles Schwab & Co fees for the Platform so long as we maintain \$100 Million in client assets in accounts at CS&Co. that are not enrolled in the Program. In light of our arrangements with Schwab, we may have an incentive to recommend that our clients maintain their accounts with CS&Co. based on our interest in receiving Schwab's services that benefit our business rather than based on the client's interest in receiving the best value in custody services and the most favorable execution of transactions. This is a conflict of interest. We believe, however, that our selection of CS&Co. as custodian and broker is in the best interests of our clients. It is primarily supported by the scope, quality, and price of CS&Co.'s services and not Schwab's services that benefit only us.

2. We do not pay for client referrals. Therefore, we do not select a broker-dealer based on whether or not they make client referrals.
3. We do not recommend, request or require clients to direct Wright Associates to execute transactions through a specific broker-dealer. We do not permit clients to do direct brokerage. Directed brokerage may cause the client to pay more in brokerage and we therefore do not use directed brokerage.

Directed Brokerage. Wright recommends that its clients utilize the brokerage and custodial services provided by Schwab. The Firm generally does not accept directed brokerage

arrangements (when a client requires that account transactions be affected through a specific broker-dealer). In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and Firm will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by Wright. As a result, a client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. **Please Note:** In the event that the client directs Wright to effect securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through Wright. Higher transaction costs adversely impact account performance. **Please Also Note:** Transactions for directed accounts will generally be executed following the execution of portfolio transactions for non-directed accounts.

Order Aggregation. Transactions for each client account generally will be affected independently, unless Firm decides to purchase or sell the same securities for several clients at approximately the same time. Firm may (but is not obligated to) combine or "bunch" such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among Firm's client's differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. Firm shall not receive any additional compensation or remuneration as a result of such aggregation.

Item 13 - Review of Accounts

- A. Wright Associates continuously monitors the underlying securities held by clients as part of our portfolio management services. Holdings in accounts are reviewed at least quarterly by the Principals, Portfolio Managers, and Analysts of Wright Associates. Reviews are conducted to determine if the current investment holdings are consistent with a client's investment objectives and constraints. A holistic, formal, review of underlying securities is completed in the fourth quarter.

Specific client investment policy statements and schedules of investments are reviewed and updated on a continual basis. We conduct a formal and detailed review of each client's portfolio, policy statement and situation at the end of each calendar year. We conduct this review to ensure portfolios and investments are properly allocated given an individual's strategic asset allocation and risk tolerances. If we have not physically met with clients during the year we will attempt to meet with them at this time.

- B. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or in the market, political or economic environment. A material change usually requires Wright Associates to update a client's investment policy statement if it is in regard to return objectives, risk tolerances, time horizons, liquidity needs or other unique circumstances. Changes such as these often times require a change in the strategic asset allocation as well.
- C. Wright Associates reports to clients quarterly. We send a consolidated holdings statement and performance report in addition to holdings statement and performance report for each individual account. We reconcile the portfolio and compute performance within 5 business days of quarter end, print the reports, and have them mailed along with a newsletter by the end of the 10th business day from quarter end. In addition to the quarterly statements Wright Associates sends to client, the custodian will mail account statements. The custodian will mail reports monthly if a transaction occurred in the account (i.e. buy, sell, income, dividends, withdrawal, etc). If no transaction occurred within a given month then the custodian will mail reports quarterly.

Upon client's request, Wright Associates can mail reports at any time with holdings data as of the last business day. Performance reports are available at month end. Additionally, clients may elect to subscribe to online access via Schwab Alliance where they can access and review their accounts daily. Clients can call Schwab Alliance at 1.800.515.2157 to set up account access.

When using the Digital Asset Management program, clients have access to review their accounts in real-time. Through the Institutional Intelligent Portfolios Client Portal, clients may view performance, holdings, transactions and portfolio summaries on demand.

Item 14 - Client Referrals and Other Compensation

- A. As indicated at Item 12 above, Wright can receive from Schwab without cost (and/or at a discount), support services and/or products. Wright's clients do not pay more for investment transactions effected and/or assets maintained at Schwab (or any other institution) as result of this arrangement. There is no corresponding commitment made by Wright to Schwab, or to any other entity, to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

ANY QUESTIONS: Wright's Chief Compliance Officer, Kathleen Wright, remains available to address any questions that a client or prospective client may have regarding the above arrangement and the corresponding conflict of interest presented by such arrangement.

Wright does not maintain solicitor arrangements. Wright does not compensate third parties for client introductions.

Wright Associates does not employ or provide an economic benefit to any sales force to solicit business for Wright Associates. Wright Associates currently has no written agreements in place for a third party, other than a client, to provide an economic benefit to Wright Associates for providing investment advice or other advisory services.

- B. Wright Associates or any related persons does not directly or indirectly compensate any person who is not a supervised person for client referrals.

Item 15 - Custody

Wright shall have the ability to deduct its advisory fee from the client's custodial account. Clients are provided with written transaction confirmation notices, and a written summary account statement directly from the custodian (i.e., Schwab, etc.) at least quarterly. **Please Note:** To the extent that Wright provides clients with periodic account statements or reports, the client is urged to compare any statement or report provided by Wright with the account statements received from the account custodian. **Please Also Note:** The account custodian does not verify the accuracy of Wright's advisory fee calculation.

In the event that clients establish (none currently have) asset transfer authorizations that permit the qualified custodian to rely upon instructions from Wright to transfer client funds or securities to third parties, Wright shall reference these arrangements at Item 9 of Part 1 of Form ADV. However, in accordance with the guidance provided in the SEC's February 21, 2017 Investment Adviser Association No-Action Letter, the affected accounts shall not be subject to an annual surprise CPA examination.

ANY QUESTIONS: Wright's Chief Compliance Officer, Kathleen Wright, remains available to address any questions that a client or prospective client may have regarding custody-related issues.

Item 16 - Investment Discretion

Wright Associates accepts discretionary authority to manage securities accounts on behalf of clients. Wright Associates requests that it be provided with written authority to determine which securities and the amounts of securities are to be bought and sold. This discretionary authority is agreed upon in the Investment Management Agreement. Any limitations on this discretionary authority shall be included in this written authority statement. Clients may change/amend these limitations as required. Typically, clients place no limitations on the discretionary authority of Wright Associates, except for those clients that have restricted holdings specified by their employer. Such amendments shall be submitted in writing. Further trading authority is granted when the client initials such authority on the custodial account application.

Item 17 - Voting Client Securities

- A. Wright Associates has the authority to vote proxy statements. Wright Associates has proxy voting policies and procedures in place pursuant to SEC Rule 206(4)-6. In voting proxies, Wright Associates evaluates on a case-by-case basis all proposals submitted by firms where our clients have an investment. In this regard, our voting responsibility is to protect and enhance the value of assets under management for the exclusive benefit of the clients' portfolio beneficiaries. The procedure involves Routine and Non-Routine issues. Routine issues may involve the election of directors, name changes and appointment of auditors. Non-Routine issues will focus on the impact of the vote on the specific investment. All material conflicts of interest on proxy matters when identified will be disclosed to the client and resolved to the benefit of the client. When a conflict is disclosed, Wright Associates will request that the client review the proxy issue and instruct in writing its voting direction and consent. If the client is unable to direct or is uninformed on an issue, Wright Associates will suggest that an independent third party be retained at the client's expense to determine how the proxy should be voted. Wright Associates will ensure that all votes are submitted in a timely manner unless Wright Associates otherwise determines that voting a proxy is not in a client's best interest.

Clients may assist in directing the proxy voting of a security they own in a particular direction by informing Wright Associates of their point of view. If a client is the only one to own a particular security, then we will vote in the direction they wish. If the security is widely held and we only have one solicitations to vote a specific way, then our proxy voting policy will supersede an individual client wishes. In order for a client to let Wright Associates of their opinion on a certain proxy vote they can either call us at 412.854.2100 or email us at info@kswrightassociates.com.

We address conflicts of interest between Wright Associates and our clients with respect to voting their securities by having adequate policies and procedures in place.

Clients may obtain a copy of Wright Associates' complete proxy voting policies and procedures by calling Wright Associates at (412) 854-2100. Clients may request, in writing, information on how proxies for his/her shares were voted. If any client requests a copy of Wright Associates' complete proxy policies and procedures or how Wright Associates voted proxies for his/her accounts, Wright Associates will promptly provide such information to the requesting client. The Principal of Wright Associates (currently Kathleen S. Wright) will oversee and supervise Wright Associates' proxy voting policies and procedures. A. Gregory Lintner is the supervised person at Wright Associates responsible for voting all proxies. The Principals will monitor the process and ensure that staff responsible for voting client proxies are keeping appropriate records and voting proxies in accordance with Rule 204-2 of the 1A Act, as amended.

Item 18 - Financial Information

- A. Wright Associates does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. We bill quarterly (three months) in advance.
- B. There is no financial condition that would reasonably impair our ability to meet contractual commitments to clients. We operate our business without any financial leverage. Client accounts are held under a fiduciary arrangement with an independent, non-related custodian, over which we take discretion. Clients are requested to pay fees quarterly in advance. In the event, a client was to terminate our relationship mid-quarter, all pre-paid prorated fees would be returned.
- C. We have never been the subject of a bankruptcy petition.

Item 19 - Additional Information

Some of the characteristics of our firm include:

1. Small Firm as measured by assets under management, but with operational and technological backup.
2. Independent, but with a sophisticated network of information sources.
3. Objective, with no conflicts of interest.
4. Highest integrity in our firm and with our investment partners.
5. Investment oriented, with a focus on asset allocation and diversification; not marketing-oriented.
6. Strong proponent of education and continuing education development.
7. Concentrate on high net worth individuals.

Our business operates successfully by utilizing the strengths of the Principals, such as one-to-one contact, superior service, investment intelligence, hard-wired personality, and independence of thought.

ANY QUESTIONS: Wright's Chief Compliance Officer, Kathleen Wright, remains available to address any questions regarding this Part 2A.

Brochure Supplement for Kathleen S. Wright

Kathleen S. Wright

CRD#: 2215515

Kathleen S Wright Associates Inc

d/b/a Wright Associates

61 McMurray Road

Suite 204

Pittsburgh, PA 15241-1633

Phone: 412.854.2100

Fax: 412.854.2550

kathe@kswrightassociates.com

06/18/2019

This brochure supplement provides information about Kathleen S. Wright that supplements the Kathleen S. Wright Associates, Inc. brochure. You should have received a copy of that brochure by mail or email depending on your unique selection. Please contact Kathleen S. Wright if you did not receive the Kathleen S. Wright Associates Inc brochure or if you have any questions about the contents of this supplement.

Additional information about Kathleen S. Wright is available on the SEC's website at www.adviserinfo.sec.gov.

Part 2B of Form ADV: Brochure Supplement, Kathleen S. Wright
Item 2 Educational Background and Business Experience

Kathleen S. Wright

Year of Birth: 1951

Formal Education After High School

- Allegheny College, Graduated Cum Laude, Phi Beta Kappa with a B.S. in Mathematics, 1973
- Carnegie Mellon University, Graduated with an M.S. in Industrial Administration, 1976

Business Background for Preceding Five Years

- Kathleen S. Wright Associates, Inc. President and Director, 01/2000 – Present

Professional Designations

- Chartered Financial Analyst (“CFA”), Charter # 19958, awarded in 1994

This designation is issued by the CFA Institute and is granted to individuals who meet the following prerequisites: agree to follow the CFA Institute Code of Ethics and Standards of Professional Conduct, Pass the CFA Program exams for Levels 1, 2, 3, have four years of qualified work experience in investment decision making, apply for membership in a CFA member society. CFA Candidates are required to follow a self-study program covering each of the following three disciplines: Level 1: Ethics & Professional Standards; Level 2: Investment Tools & Asset Classes; and Level 3: Portfolio Management & Wealth Planning. Once the designation is issued, no further Continuing Education is required.

According to NASAA, passing the Series 65 is normally a pre-requisite to getting licensed as an Investment Adviser representative; however, the CFA Charter, granted by the CFA Institute, is an allowable substitute.

Part 2B of Form ADV: Brochure Supplement, Kathleen S. Wright
Item 3 Disciplinary Information

Kathleen S. Wright has **not** been involved in any legal or disciplinary events. There are **no** disciplinary or legal events material to a client's or prospective client's evaluation of Kathleen S. Wright.

Client's and prospective client's can also refer to the Financial Industry Regulatory Authority's (FINRA) BrokerCheck system or the IAPD to confirm Kathleen S. Wright has had no or has not been involved in any legal or disciplinary events. The BrokerCheck link is www.finra.org/brokercheck ; the IAPD link is www.adviserinfo.sec.gov .

Part 2B of Form ADV: Brochure Supplement, Kathleen S. Wright
Item 4 Other Business Activities

- A. Kathleen S. Wright is not actively engaged in any other investment-related businesses or occupations. She has no applications pending to be a broker-dealer, futures commission merchant, commodity pool operator, or commodity trading adviser.

Kathleen S. Wright receives no compensation, bonuses or commissions from the sale of securities.

- B. Kathleen S. Wright is not actively engaged in any other business or occupation not discussed in 4.A.

Part 2B of Form ADV: Brochure Supplement, Kathleen S. Wright
Item 5 Additional Compensation

There are no one, that is not a client, providing any economic benefit to Kathleen S. Wright for providing advisory services.

Part 2B of Form ADV: Brochure Supplement, Kathleen S. Wright
Item 6 Supervision

Kathleen S. Wright is the principal and sole owner of Kathleen S Wright Associates Inc. She is responsible for supervising all employees of Wright Associate. Kathleen is governed by our Standard of Professional Conduct and Code of Ethics as well as regulatory bodies such as the SEC.

Kathleen is also the Chief Compliance Officer. She can be contacted at 412.854.2100 should there be any inquiries into the supervisory policies and procedures of Wright Associates.

A. Gregory Lintner

CRD#: 1637226

Kathleen S Wright Associates Inc

d/b/a Wright Associates

61 McMurray Road

Suite 204

Pittsburgh, PA 15241-1633

Phone: 412.854.2100

Fax: 412.854.2550

greg@kswrightassociates.com

06/18/2019

This brochure supplement provides information about A. Gregory Lintner that supplements the Kathleen S. Wright Associates, Inc. brochure. You should have received a copy of that brochure by mail or email depending on your unique selection. Please contact Kathleen S. Wright if you did not receive the Kathleen S. Wright Associates, Inc. brochure or if you have any questions about the contents of this supplement.

Additional information about A. Gregory Lintner is available on the SEC's website at www.adviserinfo.sec.gov.

Part 2B of Form ADV: Brochure Supplement, A. Gregory Lintner
Item 2 Educational Background and Business Experience

A. Gregory Lintner

Year of Birth: 1946

Formal Education After High School

- Franciscan University, Graduated with a B.S. in Business Administration, 1969
- Carnegie Mellon University, Graduated with an M.P.M. with a concentration in Finance, 1987

Business Background for Preceding Five Years

- Kathleen S. Wright Associates, Inc., 01/2000 – Present

Professional Designations

- Chartered Financial Analyst (“CFA”), Charter # 8701, awarded in 1985

This designation is issued by the CFA Institute and is granted to individuals who meet the following prerequisites: agree to follow the CFA Institute Code of Ethics and Standards of Professional Conduct, Pass the CFA Program exams for Levels 1, 2, 3, have four years of qualified work experience in investment decision making, apply for membership in a CFA Institute member society. CFA Candidates are required to follow a self-study program covering each of the following three disciplines: Level 1: Ethics & Professional Standards; Level 2: Investment Tools & Asset Classes; and Level 3: Portfolio Management & Wealth Planning. Once the designation is issued, no further Continuing Education is required.

According to NASAA, passing the Series 65 is normally a pre-requisite to getting licensed as an Investment Adviser representative; however, the CFA Charter, granted by the CFA Institute, is an allowable substitute.

Part 2B of Form ADV: Brochure Supplement, A. Gregory Lintner
Item 3 Disciplinary Information

A. Gregory Lintner has **not** been involved in any legal or disciplinary events. There are **no** disciplinary or legal events material to a client's or prospective client's evaluation of A. Gregory Lintner.

Client's and prospective client's can also refer to the Financial Industry Regulatory Authority's (FINRA) BrokerCheck system or the IAPD to confirm A. Gregory Lintner has had no or has not been involved in any legal or disciplinary events. The BrokerCheck link is www.finra.org/brokercheck ; the IAPD link is www.adviserinfo.sec.gov .

Part 2B of Form ADV: Brochure Supplement, A. Gregory Lintner
Item 4 Other Business Activities

- A. A. Gregory Lintner is not actively engaged in any other investment-related businesses or occupations. He has no applications pending to be a broker-dealer, futures commission merchant, commodity pool operator, or commodity trading adviser.

A. Gregory Lintner receives no compensation, bonuses or commissions from the sale of securities.
- B. A. Gregory Lintner is not actively engaged in any other business or occupation not discussed in 4.A.

Part 2B of Form ADV: Brochure Supplement, A. Gregory Lintner
Item 5 Additional Compensation

There is no one, that is not a client, providing any economic benefit to A. Gregory Lintner for providing advisory services.

Part 2B of Form ADV: Brochure Supplement, A. Gregory Lintner
Item 6 Supervision

Kathleen S. Wright is responsible for supervising the advisory activities of A. Gregory Lintner. Kathleen S. Wright is the President and Director of Wright Associates and can be reached at 412.854.2100.

In the supervision of our associated persons, advice provided is based on the restrictions set by Wright Associates Standard of Professional Conduct and Code of Ethics, and by internal decisions and discussions as to the types of investments that may be included in client portfolios. We conduct periodic reviews of client holdings and document suitability information to provide reasonable assurance that the advice provided remains aligned with each client's stated investment objectives and constraints.

Adam K. Wright

CRD#: 6107643

Kathleen S Wright Associates Inc

d/b/a Wright Associates

61 McMurray Road

Suite 204

Pittsburgh, PA 15241-1633

Phone: 412.854.2100

Fax: 412.854.2550

adam@kswrightassociates.com

06/18/2019

This brochure supplement provides information about Adam K. Wright that supplements the Kathleen S. Wright Associates, Inc. brochure. You should have received a copy of that brochure by mail or email depending on your unique selection. Please contact Kathleen S. Wright if you did not receive the Kathleen S. Wright Associates, Inc. brochure or if you have any questions about the contents of this supplement.

Additional information about Adam K. Wright is available on the SEC's website at www.adviserinfo.sec.gov.

Part 2B of Form ADV: Brochure Supplement, Adam K. Wright
Item 2 Educational Background and Business Experience

Adam K. Wright

Year of Birth: 1984

Formal Education After High School

- The Pennsylvania State University, Graduated with a B.S. in Supply Chain and Information Systems, 2008
- The University of Pittsburgh, Graduated with honors, Beta Gamma Sigma with a Masters of Business Administration, 2014

Business Background for Preceding Five Years

- Georgia-Pacific LLC, Sourcing Analyst, 01/2010 – 08/2011
- Kathleen S. Wright Associates, Inc., Analyst, 09/2011 - Present

Professional Designations

- Chartered Financial Analyst (“CFA”), Charter # 179417, awarded in 2016

This designation is issued by the CFA Institute and is granted to individuals who meet the following prerequisites: agree to follow the CFA Institute Code of Ethics and Standards of Professional Conduct, Pass the CFA Program exams for Levels 1, 2, 3, have four years of qualified work experience in investment decision making, apply for membership in a CFA Institute member society. CFA Candidates are required to follow a self-study program covering each of the following three disciplines: Level 1: Ethics & Professional Standards; Level 2: Investment Tools & Asset Classes; and Level 3: Portfolio Management & Wealth Planning. Once the designation is issued, no further Continuing Education is required.

According to NASAA, passing the Series 65 is normally a pre-requisite to getting licensed as an Investment Adviser representative; however, the CFA Charter, granted by the CFA Institute, is an allowable substitute.

Part 2B of Form ADV: Brochure Supplement, Adam K. Wright
Item 3 Disciplinary Information

Adam K. Wright has **not** been involved in any legal or disciplinary events. There are **no** disciplinary or legal events material to a client's or prospective client's evaluation of Adam K. Wright.

Client's and prospective client's can also refer to the Financial Industry Regulatory Authority's (FINRA) BrokerCheck system or the IAPD to confirm Adam K. Wright has had no or has not been involved in any legal or disciplinary events. The BrokerCheck link is www.finra.org/brokercheck ; the IAPD link is www.adviserinfo.sec.gov .

Part 2B of Form ADV: Brochure Supplement, Adam K. Wright
Item 4 Other Business Activities

- A. Adam K. Wright is not actively engaged in any other investment-related businesses or occupations. He has no applications pending to be a broker-dealer, futures commission merchant, commodity pool operator, or commodity trading adviser.

Adam K. Wright receives no compensation, bonuses or commissions from the sale of securities.

- B. Adam K. Wright is not actively engaged in any other business or occupation not discussed in 4.A.

Part 2B of Form ADV: Brochure Supplement, Adam K. Wright
Item 5 Additional Compensation

There is no one, that is not a client, providing any economic benefit to Adam K. Wright for providing advisory services.

Part 2B of Form ADV: Brochure Supplement, Adam K. Wright
Item 6 Supervision

Kathleen S. Wright is responsible for supervising the advisory activities of Adam K. Wright. Kathleen S. Wright is the President and Director of Wright Associates and can be reached at 412.854.2100.

In the supervision of our associated persons, advice provided is based on the restrictions set by Wright Associates Standard of Professional Conduct and Code of Ethics, and by internal decisions and discussions as to the types of investments that may be included in client portfolios. We conduct periodic reviews of client holdings and document suitability information to provide reasonable assurance that the advice provided remains aligned with each client's stated investment objectives and constraints.