Investment Adviser Form ADV Part 2A

Thrift Financial, Inc.

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This brochure provides information about the qualifications and business practices of Thrift Financial, Inc. If you have any questions about the contents of this brochure, please contact us at 215-234-3074 or gantonak@thriftfinancial.com.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or any state securities authority.

Additional information about Thrift Financial, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

The use of the term registered investment adviser does not imply a certain level of skill or training.

January 22, 2024

Item 2 – Material Changes

This Brochure will be amended anytime there is a material change.

Item 3 – Table of Contents

Item 4 – Advisory Business

Thrift Financial, Inc. ("the Adviser" or "Thrift") has been in business since 2021. The Adviser became registered as an investment adviser in 2021. George Antonak is the principal owner.

Thrift provides investment consulting services to both individuals and institutions. The institutional business is focused on endowments, foundations, trusts, estates and small, mid and large businesses. Institutional work targets providing better portfolio alignment with investment policies, investment selection and greater cost efficiency in delivering those results. Thrift works with individuals and families on building cost effective investment portfolios that align with their personal risk profile and unique financial goals.

Investment Management Services

The Adviser provides investment management services to its clients on a discretionary and non-discretionary basis. When the Adviser manages client assets on a discretionary basis, the Adviser executes securities transactions for clients without having to obtain specific client consent prior to each transaction. Discretionary authority is limited to investments within a client's managed accounts. However, clients may impose restrictions on investing in certain securities or types of securities.

When the Adviser manages client assets on a non-discretionary basis, the Adviser notifies the client and obtains permission prior to the sale or purchase of each security within the managed account. Clients may decide not to invest in certain securities or types of securities and may refuse to approve securities transactions.

The Adviser provides investment management services that include, among other things, advice regarding asset allocation and the selection of investments, portfolio design, investment plan implementation and ongoing investment monitoring. The Adviser relies on the stated objectives of the client and considers the client's risk profile and financial status prior to making any recommendations. The Adviser doesn't participate in wrap fee programs by providing portfolio management or any other services.

Assets Under Management

As of December 31, 2023, the Adviser manages $25,315,535 in discretionary and $1,374,497 in nondiscretionary client assets.

Consulting Services

The Adviser considers consulting services an integral part of the investment management process. Consulting services are provided as the initial step in the investment management process and as needed on an ongoing basis. The Adviser provides consulting services consistent with a client's financial and tax status, in addition to their risk tolerance and investment objectives. Financial planning and consulting services may typically include the following and are offered based on client needs:

- Financial statement preparation and analysis (including cash flow analysis /planning and budgeting)
- Insurance planning and risk management
- Employee benefits planning
- Investment planning
- Income tax planning
- Retirement planning
- Estate planning

The consulting process generally includes:

- Establishing and defining the client-planner relationship
- Gathering client data including goals
- Analyzing and evaluating the client's current financial status
- Developing and presenting recommendations and/or alternatives
- Implementing the recommendations
- Monitoring the recommendations

The Adviser starts the comprehensive consulting process by taking a financial inventory. This generally involves gathering enough data to perform an analysis of client liabilities, cash flow, net worth and tax assessments. The Adviser also evaluates client insurance coverage and needs. The Adviser's next step typically involves assisting clients with formalizing their goals and plotting their investment timeline as part of the consulting process.

Clients with family owned or closely held businesses, concentrated holdings in public and private securities, more than nominal limited partnerships holdings, multi-generational trusts, and other factors can create more complex planning and consulting needs. The services may include but are not limited to some or all of the following:

The Adviser will work to help clients develop more balanced US and international portfolio, across sector, industry, region, and capitalization. The Adviser will analyze the investment cost of historical returns and seek to improve the operating efficiency of the client's portfolio going forward. The organization will be working with clients on refining retirement and non-retirement investment policy statements and/or improving their investment portfolios alignment with the stated objectives for the retirement plan or institution. The Adviser will assist family owned and closely held businesses in establishing and managing retirement plan investments, investment management of operating funds and personal portfolio management of key personnel. Holdings in privately held business will require a review of the management structure, key personnel, financial statements, liquidity, and valuation.

Conflicts of Interest

A conflict of interest is created whenever the Adviser or an associated person of the Adviser recommends products or services to a client for which the Adviser or an associated person receives compensation.

Consulting clients are under no obligation to act upon any recommendations of the Adviser or to execute any transactions through the Adviser or an associated person if they decide to follow the recommendations.

Pension Consultant

On occasion the Adviser may act as a consultant to government, public and private, pension and profit-sharing plans. In this capacity, the Adviser provides general investment advice about the merits and risks of the investment alternatives available but will not have any actual authority to determine, which investments are available through any plan. The plan fiduciary is free to seek independent advice about the appropriateness of any investment for the plan.

Third Party Asset Manager Services

The Adviser maintains referral agreements with third-party asset managers (other independent investment advisers). The Adviser gathers information about a client's financial and tax status and investment objectives in order to determine the client's risk profile. Based on this analysis the Adviser assists the client in allocating assets among various third-party asset management programs.

All third-party asset managers to whom the Adviser refers a client are licensed as investment advisers by their resident states and any applicable jurisdictions or by the Securities and Exchange Commission.

We use a third-party platform (FeeX) to facilitate management of held away assets such as defined contribution plan participant accounts, with discretion. The platform allows us to avoid being considered to have custody of Client funds since we do not have direct access to Client log-in credentials to affect trades and allows Adviser personnel to review the current account allocations and rebalance the account as necessary. We are not affiliated with the platform in any way and receive no compensation from them for using their platform.

Item 5 – Fees and Compensation

Investment Management Fees

The Adviser is compensated for investment management services based on a client's assets under management. Clients can select a percentage-based or fixed fee schedule initially and may switch their fee schedule in each subsequent December.

Fees are paid quarterly in arrears and are negotiable when assets under management are above $20,000,000. When a percentage-based fee is selected. Fees are paid quarterly in arrears and are negotiable when assets under management are $5,000,000 and above. When a fixed fee is selected.

Fees are due on the first day of the calendar quarter and are based on the prior calendar quarter ending value. Fees are prorated for accounts opened during the quarter based upon the number of days the account was open during the billing period. The Adviser deducts fees directly from client accounts. If the client does not have a taxable account, those fees will be billed directly to the client.

The exception for this is directly-managed held-away accounts, such as 401(k)'s. As it is impossible to directly debit the fees from these accounts, those fees will be assigned to the client's taxable accounts on a pro-rata basis.

Schedule A

From	**To**	**Per Year**
Under	$5,000,000	0.50%
$5,000,000	$10,000,000	0.45%
$10,000,001	$20,000,000	0.40%
	Above $20,000,000	Negotiable

Schedule B

Asset Levels	**Quarterly Fee**
Assets Under $500,0000	$565
Asset $500,000 and Over but Under $1 million	$1125
Assets $1 Million and Over but Under $2 million	$2250
Assets $2 Million and Over but Under $3 million	$3375
Assets $3 Million and Over but Under $4 million	$4500
Assets $4 million and Over but under $5 million	$5625
Assets $5 million and Over	Negotiable

The account custodian may charge fees, which are in addition to and separate from advisory fees. Accounts may incur transaction costs, retirement plan administration fees, mutual fund annual expenses and other fees. Clients should note that fees for comparable services vary, and lower or higher fees may be charged by different providers for similar services.

Clients will have a period of five (5) business days from the date of signing an advisory agreement to unconditionally rescind the agreement without penalty and receive a full refund of all fees. Thereafter, either party may terminate the advisory agreement immediately (doesn't refer to the administrative processes of independent third parties) by written notice or by telephone. Since fees are payable only after services are provided, there are no unearned fees, and the client will not have a refund due upon early termination of the advisory agreement. However, the Adviser will prorate fees to the date of termination.

The Adviser considers the consulting services an integral part of the investment management process. Institutional and individual clients that already pay asset-based fees for investment management services are not charged fees for consulting regarding managed investments.

Consulting Fees

Institutional clients and select individual clients who require specialized investment consulting services concerning assets not currently under management will have the option of paying either an hourly fee or a fixed fee (which is based on the anticipated complexity of the plan or project and the range of services provided).

Clients are billed at the rate of $300 an hour or a fixed project fee that generally starts at $10,000.

Project based fees would be offered for sizable projects, involving work initially estimated to be greater than 40 hours, and calculated based on an estimate of the total number of hours times the hourly fee (the fixed fee is projected to be lower than total fee billed at the hourly rate).

Hourly fees are payable as services are performed, and the Adviser will regularly invoice clients for fees that are currently due and payable. The Adviser will provide an estimate of the amount of time a project will take and provided a fixed fee quote. A portion of the fixed fee is payable in arrears as the associated milestones are reached.

Clients will have a period of five (5) business days from the date of signing an agreement without penalty to unconditionally rescind the agreement and receive a full refund of all fees. Thereafter, either party may terminate the agreement with written notice or by telephone.

Since fees are payable only after services are provided, there are no unearned fees, and the client will not have a refund due upon early termination of the agreement. However, the Adviser will prorate fees to the date of termination, and any fees owed are due. If a client terminates its relationship with the Adviser before completion of a project, the Adviser will deliver the completed portions of any documents to the client.

If clients elect to implement recommendations made in a financial plan, their accounts will incur fees and charges, such as program or platform fees, transaction costs, retirement plan administration fees, and other mutual fund annual expenses that are charged by broker-dealers, plan administrators or mutual fund companies that sell securities or provide additional services to Adviser clients. These fees are in addition to and separate from the investment advisory fees.

Pension Consulting Fees

Pension consulting services will be billed at the same hourly rate and terms noted under consulting fees section.

Third Party Asset Manager Fees

The third-party asset manager will typically charge an asset-based or a fixed fee that is in addition to the Adviser's fee. The disclosure document provided by the Adviser will clearly state the fees payable and whether the total fees the client must pay to the third-party manager will increase based on the referral. The total client fees will not exceed 3% of assets under management when a third-party investment adviser is used.

Fees paid by clients to independent third-party managers are established and payable in accordance with the ADV Part 2A brochure or other equivalent disclosure document of each independent third-party manager to whom the Adviser refers its clients and may or may not be negotiable. The facts and circumstances of negotiability are contained in the disclosure documents of each third-party manager.

Clients who are referred to third-party investment managers will receive a Part 2A brochure providing details of services rendered and fees to be charged. Clients will receive copies of the Adviser's and third-party investment managers' Parts 2A at the time of the referral.

In addition, if the Adviser recommends a wrap fee program, the client will also receive a wrap fee brochure provided by the sponsor of the program. The Adviser will provide to each client all appropriate disclosure statements, including disclosure of solicitation fees paid to the Adviser and its advisory associates.

General Fee Information

The account custodian may charge fees, which are in addition to and separate from advisory fees. Accounts may incur transaction costs, retirement plan administration fees, mutual fund annual expenses and other fees. Clients should note that fees for comparable services vary, and lower or higher fees may be charged by different providers for similar services.

Receipt of Additional Compensation

Neither the Adviser nor any supervised person is associated with any broker dealer or accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

The Adviser does not charge or receive, directly or indirectly, any performance-based fees.

Item 7 – Types of Clients

The Adviser provides advisory services to:

- Individuals – Trusts, estates, 401(k) plans and IRAs of a household count as one individual.
- High net worth individuals – Individuals who are "qualified clients" under rule 205-3 of the Advisers Act of 1940 or are "qualified purchasers".

- Charitable or nonprofit organizations – This may include social welfare organizations, agricultural/horticultural organizations, labor organizations, business leagues or trade associations and entities that operate for purposes that are religious, artistic, literary, charitable, scientific, educational or in the interest of public safety.
- Business entities including sole proprietorships.

Account Minimums

The Adviser typically requires above $100,000 to establish a new advisory account; However, the Adviser may continue to service existing accounts that have values that are below the minimum. Investment management accounts are subject to a $300 minimum fee per quarter. Fee rates may increase or decrease slightly based on the valuation data from third-parties.

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

Method of Analysis

The Adviser's main sources of financial information are prospectuses, research materials prepared by others, corporate rating services, annual reports and company press releases. The Adviser may utilize official statements, continuing disclosures and other information available through the MSRB's Electronic Municipal Market Access system (EMMA) when analyzing municipal securities.

Fundamental Analysis

The Adviser uses fundamental analysis, which involves predicting the price movement of an asset based on measures that are related to the underlying business. This method is used to judge the performance of management. (Although it is important to note that things outside of management's control can impact performance.) Comparing the margins of the company and its relative performance to that of two or three of its peers will give an idea of whether the performance is potentially outside of management's control.

The Adviser may recommend one or a combination of assets and investment strategies as follows:

Mutual and Exchange Traded Funds

The Adviser may recommend index and actively managed, mutual and exchange traded funds when designing client portfolios. The Adviser considers index funds based on how closely the funds' characteristics mirror the indices they track.

The Adviser analyzes actively managed funds by comparing funds that target the same market sector and have the same investment style using prospectuses and other sources of information. The Adviser reviews the following prior to recommending funds to clients:

- Rank in Category over various periods
- Return Rating
- Risk Rating
- YTD Return (Outsize swings in comparisons to peers can be a sign of risky practices such as placing large bets on certain sectors of the market.)
- 1 Yr. Return
- 3 Yr. Return
- 5 Yr. Return (Typically over a five-year period, the economy experiences a complete cycle. However, the way in which a manager operates in various economic environments reflects the manager's ability to make adjustments or stay the course.)
- Sales Charges or "Loads" inclusive of front, back or level loads
- Total Expense Ratios
- Net Assets
- Portfolio Manager Tenure and Experience
- Investment Philosophy
- Investment Style and Tracking to Style
  Investment Holdings Turnover
- Median Market Capitalization, Sector and Regional Exposure

The Adviser also takes the manager or management team tenure under consideration to determine who was responsible for generating the performance numbers.

Public Equity

A corporation may issue stock to the general public after registration. Stock represents an ownership interest in a company. The Adviser uses valuation measures and financial information, evaluates the regulatory environment, analyzes products or services that are available or under development and the factors that can impact the price movement of a company's stock. The Adviser also makes comparisons to the company's peers and to the broader market.

Corporate Debt & Municipal Securities

The Adviser generally analyzes the current yield, yield to maturity, yield to call, call and default risks, and interest coverage. Debt is issued by federal, state and foreign governments and corporations to finance their operations.

Debt represents their promise to repay the borrowed amount with interest according to the terms and conditions of the debt instrument. Debt obligations offer limited participation in the upside potential of a business. In exchange holders receive interest and a position that is generally senior to equity in a bankruptcy.

Private Securities

Some securities are acquired in unregistered, private sales from the issuer or from an affiliate of the issuer typically through Regulation D or other private placement offerings or employee stock benefit plans as compensation for professional services, or in exchange for providing start-up capital. The Adviser reviews the applicable offering documents. The Adviser may analyze:

- Management structure
- Backgrounds of management personnel
- Management and director compensation
- Financial statements
- Regulatory environment
- Competitors
- Products and services differentiators
- Threats to a company's ability to execute its business plan.

In the case of pooled investments, the Adviser may also analyze:

- Allocation of profits, losses and taxes
- Custody of securities and cash
- Lock-up period or any limitations towards the redemption of interest
- Exemptions from registration and types of investors
- Investment strategy, objective and the use of leverage
- Conflicts and potential conflicts of interest
- Performance information Gross or net and how calculated
- Valuation particularly of illiquid securities and hard assets

Investment Strategies

The Adviser works with each client to design an appropriate investment strategy based on their financial and tax status, risk tolerance and investment objectives. The Adviser usually recommends investment strategies for the long-term but may occasionally recommend short-term investment and hedging strategies. The Adviser generally recommends a target asset mix with periodic rebalancing.

Strategic Asset Allocation

The client and the Adviser will establish a "base policy mix", which is the proportion of the client's portfolio to be allocated for each asset class (like stocks, bonds, funds, real estate, etc.) based on expected rates of return for each asset class. Strategic Asset Allocation is a buy-and-hold strategy that applies even if there is a shift in the values of the assets that causes a drift from the initially established asset mix.

Constant-Weighting Asset Allocation

The client and the Adviser will establish a "base policy mix", which is the proportion of the client's portfolio to be allocated for each asset class (like stocks, bonds, funds, real estate, etc.). However, assets are bought and sold based on performance and rising and falling prices even if this causes a temporary imbalance in the base policy mix. The portfolio is eventually readjusted to match the base policy mix after diverting assets to take advantage of investment opportunities. This strategy requires a continual rebalancing of the client's investment portfolio.

Generally, the Adviser readjusts the client's portfolio to match the original allocation when the asset mix has moved more than 25% from the original allocation, typically annually.

Tactical Asset Allocation Strategy

A Tactical Asset Allocation Strategy allows for clients to occasionally engage in short-term deviations from their original asset mix in order to capitalize on unusual or exceptional investment opportunities. This flexibility adds a component of market timing enabling clients to participate in economic conditions that are more favorable for one asset class than for others. The client returns to his or her original asset mix once desired short-term profits are achieved. The Adviser attempts to exploit these opportunities by overweighting or underweighting applicable asset classes while favorable market conditions exist then rebalancing to the original allocation.

Modern Portfolio Theory

The Adviser uses Modern Portfolio Theory as one of its core investment strategies. Modern Portfolio Theory ("MPT") involves a type of asset diversification that uses a mathematical formula for diversifying client investments and minimizing risk. MPT allows clients to attempt to maximize expected return on investments for a given amount of portfolio risk or minimize risk for a given level of expected return through carefully choosing the allocations of various assets in a client portfolio.

The idea is to select a portfolio of investments that collectively has a lower risk than any one individual asset. MPT describes how to select a portfolio with the highest possible expected return taking into consideration the amount of risk that a particular client is willing to bear. Expected returns are based on historical return data and the correlation among assets can converge and diverge for extended periods. This means that portfolios may not perform as anticipated.

Risk of Loss

Clients are advised that investing in securities involves the risk of loss of the entire principal amount invested including any gains. Clients should not invest unless they are able to bear this risk. Any of the above investment strategies may lead to a loss on investments. Even hedging strategies may fail if markets move against the hedged investments. In addition, investing carries opportunity risks. It is impossible to accurately predict the sectors of the market or asset classes that will have more favorable returns for a given period.

Item 8.A – Frequent Trading of Securities

The Adviser is not involved in the frequent trading of securities.

Item 8.B – Material Risks of Particular Securities

The Adviser doesn't recommend any type of security that involves significant or unusual risks except for the following which may present material risks to investors:

Small and Micro-cap equity securities (shares in companies that have a market capitalization of less than $500 million) – Small and micro-cap stocks are stocks in companies that tend to have smaller market capitalization. Share prices can be extremely volatile and are prone to great fluctuations. This is primarily because of their smaller capitalization which can allow stock prices to be more easily influenced by a small number of large trades. This potential volatility presents a material risk for investors who could quickly lose their investment during a brief market downturn.

Municipal securities – Municipal securities are backed by either the full faith and credit of the issuer or by revenue generated by a specific project (like a toll road or parking garage) for which the securities were issued. The latter type of securities could quickly lose value or even become virtually worthless if the expected project revenue does not meet expectations.

Partnership interests (real estate, oil and gas interests) – Investment partnerships are typically composed of a limited number of partners and at least one general partner. The liability of the limited partners is restricted to the amount of each partner's investment. The liability of the general partner is theoretically unlimited and extends beyond the amount invested to personal or corporate assets. Because of this increased exposure, the general partner manages the partnership, makes the investment decisions and receives management fees and a higher portion of the return on partnership investments.

Because of the nature of the limited partnership structure partnership investments should be considered long term and illiquid. There are typically no secondary markets in which these types of investments trade. Therefore, if the value of the underlying assets should decline, the value of partnership shares would also decline and unlike other types of securities, an investor may find it hard to quickly sell shares in an illiquid market.

High-Yield Corporate Debt Securities – High-Yield Corporate Debt Securities are bonds that are typically issued by corporations that have lower credit ratings. Because of these lower ratings, corporate issuers must offer higher rates of return to attract investors. The issuing corporations may not be as financially solvent as other issuers with higher credit ratings so bondholders assume a greater risk that an issuer may default on its repayment obligations causing investors to lose some or all of their investments. In addition, if the issuer suffers financial setbacks the bonds may suffer dramatic losses in value in the secondary markets causing investors to be unable to sell the bonds without sustaining substantial financial losses.

Real Estate Investment Trusts ("REITs") – An REIT is a tax designation for an entity investing in real estate that reduces or eliminates corporate income taxes. A REIT can be a corporation, business trust, or association managed by one or more trustees or directors who pool the resources of individual investors for passive investment in real estate. REITs are required to distribute 90% of their income to investors so they have the potential to be good for investors that seek a steady income from their investments. REITs typically receive special tax considerations and offer investors high yields. Individuals can invest by purchasing shares directly on an open exchange or by investing in a mutual fund that specializes in public real estate; REITs can be highly liquid.

REIT investing is not without risk. Real estate construction projects have a long timeline which can result overbuilding of types of properties owned by REITs. Higher interest rates may increase borrowing costs for construction, financing of the purchase of REIT owned properties and operating costs for existing REIT owned business properties. Any of these events may cause a substantial decline in the value of REIT investments. Clients should consult the Adviser if they have questions concerning the basic characteristics of these or other investment products or about the risks and potential rewards of investing.

Item 9 – Disciplinary Information

The Adviser does not have any disciplinary information to disclose.

Item 9.A – Criminal or Civil Actions

Neither the Adviser nor any management person has been found guilty of or has any criminal or civil actions pending in a domestic, foreign or military court.

Item 9.B – Administrative Proceedings

Neither the Adviser nor any management person has any administrative proceedings pending before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority.

Item 9.C – Self-Regulatory Organization ("SRO") Proceedings

Neither the Adviser nor any management person have been found by any SRO to have caused an investment-related business to lose its authorization to do business, or to have been involved in violating the SRO's rules, or were barred or suspended from membership or from associating with other members, or were expelled from membership, otherwise significantly limited from investment-related activities, or fined.

Item 10 – Other Financial Industry Activities and Affiliations

Item 10.A – Broker-Dealer Registration

Neither the Adviser nor its management persons is or owns a securities broker-dealer or has an application for registration pending. No associated person of the Adviser is a registered representative of a broker-dealer.

Item 10.B – Futures Commission Merchant/Commodities

Neither the Adviser nor any management person is a commodity broker/futures commission merchant, a commodity pool operator, commodity trading advisor or an associated person for the foregoing entities; nor do they have any registration applications pending.

Item 10.C – Relationships with Related Persons

Neither the Adviser nor any of its management persons have any material relationships with related persons that create a material conflict of interest with clients.

Item 10.D – Relationships with Other Advisers

Neither the Adviser nor any of its management persons have any other material relationships or conflicts of interest with any related financial industry participants other than those discussed above.

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

Item 11.A – Code of Ethics

The Adviser has adopted a Code of Ethics that sets forth standards of conduct expected of advisory personnel and to address conflicts that arise from personal trading by advisory personnel. Advisory personnel are obligated to adhere to the Code of Ethics, and applicable securities and other laws.

The Code covers a range of topics that may include: general ethical principles, reporting personal securities trading, exceptions to reporting securities trading, reportable securities, initial public offerings and private placements, reporting ethical violations, distribution of the Code, review and enforcement processes, amendments to Form ADV and supervisory procedures. The Adviser will provide a copy of the Code to any client or prospective client upon request.

Item 11.B – Participation or Interest in Client Transactions

Principal Trading

Neither the Adviser nor any affiliated broker-dealer affects securities transactions as principal with the Adviser's clients. Neither the Adviser nor any associated person acting as a principal, buys securities from (or sells securities to) clients, acts as general partner in a partnership in which Adviser solicits client investments, or acts as an investment adviser to an investment company that the Adviser recommends to clients.

Agency-Cross Action Transactions

Neither the Adviser nor any associated person recommends that clients buy from or sell securities to other clients.

Item 11.C – Personal Trading by Associated Persons

The Adviser recommends that clients invest in various types of assets. The Adviser and its associated persons may invest in the same types of assets.
Permitted investments for associated persons are all asset classes.

See Item 11.D for information concerning conflicts of interest

Item 11.D – Conflicts of Interest with Personal Trading by Associated Persons

Associated persons are permitted to buy or sell for their own accounts the same securities, which may be recommended to advisory clients. Associated persons seek to ensure that they do not personally benefit from the short-term market effects of their recommendations to clients and their personal transactions are regularly monitored.

Associated persons are aware of the rules regarding material non-public information and insider trading. Associated persons may also buy or sell a specific security for their own account based on personal investment considerations, which the Adviser does not deem appropriate to buy or sell for clients. Neither the Adviser nor related persons of the Adviser trade ahead of clients.

Item 12 – Brokerage Practices

Item 12.A – Factors in Selecting or Recommending Broker-Dealers

The Adviser makes custodial recommendations that are based on the Adviser's perception of the breadth of services offered, and quality of execution. However, the client may pay commissions or fees that are higher or lower than those that may be obtained from elsewhere for similar services. Clients are advised that they are under no obligation to act on the recommendations of the Adviser.

Item 12.A1 – Research and Other Soft Dollar Benefits

The Adviser does not receive soft dollars generated by clients' securities transactions. The term "soft dollars" refers to funds which are generated by client trades being used by the Adviser to purchase products or services (such as research and enhanced brokerage services) from or through the broker-dealers whom the Adviser engages to execute securities transactions.

Item 12.A2 – Brokerage for Client Referrals

The Adviser does not refer clients to particular broker-dealers in exchange for client referrals from those broker-dealers.

Item 12.A3 – Directed Brokerage

The Adviser does not recommend or require that clients direct their brokerage business to any particular broker-dealer.

Item 12.B – Trade Aggregation

In placing orders to purchase or sell securities in accounts, the Adviser may elect to aggregate orders. In so doing, the Adviser will not aggregate transactions unless aggregation is consistent with its duty to seek best execution and the terms of the Adviser's investment advisory agreement with each client for which trades are being aggregated. No advisory client will be favored over any other client; each client that participates in an aggregated order will participate at the average share price for all of the Adviser's transactions in that security on a given business day, with transaction costs shared pro-rata based on each client's participation in the transaction; adviser will prepare, before entering an aggregated order, a written statement specifying the participating client accounts and how it intends to allocate the securities purchased among those clients.

If the aggregated order is filled in its entirety, it will be allocated among clients in accordance with the written statement. If the order is partially filled, it will be allocated pro-rata based on the written statement. Notwithstanding the foregoing, the order may be allocated on a basis different from that specified in the written statement if all client accounts receive fair and equitable treatment and the reason for different allocation is explained in writing and approved in writing by the Adviser's compliance officer no later than one hour after the opening of the markets on the trading day following the day the order was executed. The Adviser's books and records will separately reflect, for each client account, the orders which are aggregated, the securities held by, and bought and sold for that account.

Funds and securities of clients whose orders are aggregated will be deposited with one or more banks or broker-dealers, and neither the client's cash nor their securities will be held collectively any longer than is necessary to settle the purchase or sale in question on a delivery versus payment basis.

Cash or securities held collectively for clients will be delivered to the custodian bank or broker-dealer as soon as practicable following the settlement. The Adviser will receive no additional compensation of any kind as a result of the proposed aggregation and individual investment advice and treatment will be accorded to each client.

Item 13 – Review of Accounts

Mr. Antonak, the president performs reviews of all investment advisory accounts no less than quarterly. He reviews accounts for consistency with the investment strategy and performance chosen by clients (among other things). Reviews may be triggered by changes in an account holder's personal, tax or financial status. Macroeconomic and company specific events may also trigger reviews. There is currently no limit on the number of accounts that can be reviewed by Mr. Antonak.

In addition, brokerage statements are generated no less than quarterly and the account custodian sends copies directly to clients. These reports list the account positions, activity in the account over the covered period and other related information. The custodian also sends confirmations following each brokerage account transaction unless confirmations have

been waived.
The Adviser doesn't provide standardized reports to managed account clients. The Adviser will provide updated consulting guidance as needed.

Item 14 – Client Referrals and Other Compensation

The Adviser does not have an arrangement under which it or its associated persons compensate others for client referrals. The Adviser doesn't receive any economic benefit for providing advisory services to clients from a person who is not a client. This includes sales awards or prizes. On occasion, the Adviser may refer clients to other professionals for services that the Adviser is unable to perform. In turn the Adviser may receive token gifts or meals valued at under $100 per year.

Although there is no direct monetary benefit derived from these arrangements, they are mutually beneficial and provide an indirect benefit. The Adviser will never base its referrals solely on any formal or informal arrangement.

The Adviser engages third-party managers to provide client referrals. If a client is referred to us by a third-party manager, this practice is disclosed to the client in writing by the third-party manager and the Adviser pays the third-party manager out of its own funds, specifically, the Adviser generally pays the third-party manager a portion of the advisory fees earned for managing the capital of the client or investor that was referred. The use of third-party managers is strictly regulated under applicable federal and state law.

Item 15 – Custody

The Adviser doesn't accept custody of client funds or securities. Client assets are held by qualified custodians. When client fees are deducted via a qualified custodian, the Adviser is deemed to have limited custody. The Adviser has custody of the funds and securities solely as a consequence of its authority to make withdrawals from client accounts to pay its advisory fee. The Adviser intends to use the following safeguards when advisory fees are withdrawn directly from *clients'* accounts:

- The Adviser will obtain written authorization from the client to deduct advisory fees from an account held by the qualified custodian.
- The Adviser will send the qualified custodian written notice of the amount of the fee to be deducted from the client's account.
- The Adviser will send the client a written invoice itemizing the fee, including any formulae used to calculate the fee, the time period covered by the fee and the amount of assets under management on which the fee was based.

Item 16 – Investment Discretion

The Adviser will have discretion over the selection and amount of securities to be bought or sold without obtaining specific client consent. The Adviser will not have discretion over the selection of the broker to be used or the commission rates to be paid.

Prior to assuming discretionary authority, the Adviser and client will sign an advisory agreement that authorizes discretionary management. Additionally, a client will be required to sign a custodial agreement and a letter of authorization that grants discretionary management authority to the Adviser.

Item 17 – Voting Client Securities

The Adviser votes proxies on behalf of clients. The Adviser's policy is to evaluate the compensation, perks, stock options granted, stock granted and stock ownership of the Board of Directors and management to determine if they are aligned with stakeholders' interests. The Adviser also attempts to determine if there are any inherent conflict of interest between the Board, Auditors, and management's interests and those of the stakeholders. A positive sign is if the majority of Directors and all members of the Audit, Nominating, and Compensation committees are independent of management.

The Adviser discloses any conflicts of interest to each client to whom the conflict applies and obtains their feedback and consent in order to vote. If consent is not granted, the Adviser abstains from voting and notifies the client in writing. Clients may contact the Adviser at 215-234-3074 or gantonak@thriftfinancial.com:

- To obtain a copy of the Adviser's proxy voting policies and procedures.
- Direct votes for a particular solicitation by notifying the Adviser within 15 days after its distribution to permit timely voting.
- A client may request information about any vote cast on their behalf, and any documentation that was material to making a decision.

Item 18 – Financial Information

There is no financial condition that is reasonably likely to impair the Adviser's ability to meet its contractual commitments to its clients. The Adviser has not been the subject of a bankruptcy petition at any time during the past ten years.

The Adviser anticipates that the consulting services will be completed within six months or sooner of the date of the agreement. The Adviser considers fees for these services to be earned as services are provided. Under no circumstances will the Adviser earn fees in excess of $1,200 more than six months in advance of services being rendered. The Adviser doesn't require prepayment of advisory fees so no audited balance sheet is being provided.

Item 19 – Requirements for State Registered Advisers

Item 19.A – Management Biographical Information

Refer to Item 2 and the Part 2B Supplement for management person information.

All material conflicts of interest are disclosed regarding the investment adviser, its representatives or any of its employees, which could be reasonably expected to impair the rendering of unbiased and objective advice.

Item 19.B – Outside Business Activities

Neither the Adviser nor any management person is involved in any outside business activities and affiliations.

Item 19.C – Performance Based Fees

Neither the Adviser nor any supervised person of the Adviser is compensated for advisory services with performance-based fees.

Item 19.D – Arbitration Claims, Litigation and Other Proceedings

Neither the Adviser nor any management person has been found liable as a result of any arbitration claim, or civil, self-regulatory organization, or administrative proceeding.

Item 19.E – Relationships with Issuers of Securities

Neither the Adviser nor any management person has any relationship or arrangement with any issuer of securities.