

**ITEM 1 - Cover Page**

**ATLAS PRIVATE WEALTH MANAGEMENT, LLC**

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**March 23, 2020**

Atlas Private Wealth Management, LLC is an SEC-registered investment adviser. Registration of an investment adviser does not imply a certain level of skill or training. The oral and written communications an adviser provides you can assist you in determining whether to hire or retain the adviser.

This brochure provides information about the qualifications and business practices of Atlas Private Wealth Management, LLC. If you have any questions about the contents of this brochure, please contact us at (800) 432-7447 or at [cco@atlaspwm.com](mailto:cco@atlaspwm.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 Atlas Private Wealth Management, LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## ITEM 2 - Material Changes

The United States Securities and Exchange Commission requires Atlas Private Wealth Management, LLC (“Atlas,” “we,” or the “Firm”) to summarize all material changes since the last annual update of its Form ADV brochure (“Brochure”) and to offer to provide the entire Brochure free of charge. Since the last annual update of our Brochure, on March 29, 2019, we note the following material change:

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On April 1, 2019, Bullard, McLeod & Associates, an independent investment advisory firm located in Albany, NY that provides investment advisory and financial planning services to high net worth individuals, families, trusts, estates, and pension plans, and financial counseling services to employees of schools, became part of Atlas. We have made revisions throughout the Brochure in light of this change.

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This summary does not identify every revision to the Brochure; clients are encouraged to review the Brochure in its entirety. A complete brochure may be obtained by contacting [cco@atlaspwm.com](mailto:cco@atlaspwm.com) or (800) 432-7447. You may request such brochure at any point during the year, and it will be provided to you without charge. Additional information about Atlas Private Wealth Management, LLC is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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## **Item 4 - Advisory Business**

### **ATLAS PRIVATE WEALTH MANAGEMENT, LLC**

Atlas Private Wealth Management, LLC (“Atlas”), previously known as Dion Money Management Inc., was founded in 1995.

Atlas provides wealth management services, as well as investment management, personal financial planning, and retirement planning services. Additionally, Atlas provides financial counseling services to employees of independent schools, offers 3(21) fiduciary and non-fiduciary services to participant-directed employee retirement benefit plans, and provides tax planning/preparation and business consulting services.

We offer investment management services primarily with respect to mutual fund model portfolios, which generally invest in mutual funds and exchange-traded funds (“ETFs”) (or other investments such as equity or debt securities when appropriate), and individually managed accounts, which generally invest in a broader range of securities.

Previously, Atlas offered a mutual fund asset allocation service, Investment RE-Allocation Service (“REAL”), for smaller, tax-deferred accounts (e.g., IRAs and 403(b)s) and accounts holding annuities. Atlas no longer offers this service option to new accounts, but continues to manage legacy accounts that were established prior to discontinuation of Atlas’ offering the REAL service.

### **FOCUS FINANCIAL PARTNERS, LLC**

Atlas is part of the Focus Financial Partners, LLC (“Focus LLC”) partnership. Specifically, Atlas is a wholly-owned subsidiary of Focus Operating, LLC (“Focus Operating”), which is a wholly-owned subsidiary of Focus LLC. Focus Financial Partners Inc. (“Focus Inc.”) is the sole managing member of Focus LLC and is a public company traded on the NASDAQ Global Select Market. Focus Inc. owns approximately two-thirds of the economic interests in Focus LLC.

Focus Inc. has no single 25% or greater shareholder. Focus Inc. is the managing member of Focus LLC and has 100% of its governance rights. Accordingly, all governance is through the voting rights and Board at Focus Inc. As of the end of 2019, investment vehicles affiliated with Stone Point Capital, LLC (“Stone Point”) had a greater than 25% voting interest in Focus Inc., and Stone Point had the right to designate two of seven directors on the Focus Inc. Board. As of the end of 2019, investment vehicles affiliated with Kohlberg Kravis Roberts & Co. L.P. (“KKR”) had a less than 25% voting interest in Focus Inc., and KKR had the right to designate one of seven directors on the Focus Inc. Board.

Focus LLC also owns other registered investment advisers, broker-dealers, pension consultants, insurance firms, business managers, and other firms (the “Focus Partners”), most of which provide wealth management, benefit consulting, and investment consulting services to individuals, families, employers, and institutions. Some Focus Partners also manage or advise limited partnerships, private funds, or investment companies as disclosed on their respective Forms ADV.

## **INVESTMENT ADVISORY SERVICES**

Atlas provides investment advisory and management services based on the individual needs of the client as well as the client's financial profile. Atlas meets with the client to review the client's financial situation, which may include a review of assets and liabilities, cash flow, taxes, anticipated short-term events, risk management, and estate structures. Through these personal discussions, Atlas documents the client's investment goals and objectives, develops the client's personal profile, and manages the portfolio based on that profile. Atlas manages advisory accounts on a discretionary, fee-only basis.

A client may impose reasonable restrictions on securities held in their accounts. If a client informs Atlas that they do not want to purchase or sell specific securities, Atlas will generally restrict trading in the client's account so that the restricted securities are not purchased or sold. See Item 16 – *Investment Discretion* for additional information.

## **EMPLOYEE BENEFIT PLAN 3(21) FIDUCIARY SERVICES**

Atlas also offers fiduciary and non-discretionary advisory services (“3(21) Fiduciary Services”) to certain participant-directed employee retirement benefit plans. Atlas acts as a 3(21) fiduciary as defined in the Employee Retirement Income Security Act (“ERISA”). As such, Atlas assists the plan sponsor in selecting, reviewing, and evaluating the performance of an investment manager, and meets with the plan sponsor periodically to discuss that investment manager's performance and retention. Atlas will also meet with the plan sponsor periodically to review and discuss investment reports. Additionally, Atlas also provides non-fiduciary services to the plan sponsor, including educating the plan sponsor on its fiduciary responsibilities; assisting the plan sponsor in monitoring, selecting, and supervising service vendors (and coordinating the transition process should the plan sponsor determine to replace a vendor); and assisting in the group enrollment meetings for the purpose of increasing both plan participation by the plan sponsor's employees and investment and financial understanding by the plan sponsor's employees. Atlas will also assist in the education of plan participants and provide guidance about general investment principles and the investment alternatives under the plan.

Plan sponsors who engage us for services to participant-directed retirement plans will enter into an investment advisory and management agreement among the plan sponsor, Atlas, and Buckingham Strategic Partners, LLC (“BSP”), an Atlas affiliate. Under this arrangement, BSP will provide services as the 3(38) investment manager, including discretionary investment management services. BSP will exercise discretionary authority to select in accordance with the plan's goals and objectives those plan investments to be made available to plan participants.

As an investment adviser to participant-directed retirement plans, Atlas is a fiduciary under the Employee Retirement Income Security Act of 1974, as amended (“ERISA”) with respect to investment management services and investment advice provided to ERISA plan clients, including ERISA plan participants. Atlas is also a fiduciary under the Internal Revenue Code (the “IRC”) with respect to investment management services and investment advice provided to ERISA plans, ERISA plan participants, IRAs, and IRA owners (collectively, “Retirement Account Clients”). As such, Atlas is subject to specific duties and obligations under ERISA and the IRC that include,

among other things, prohibited transaction rules which are intended to prohibit fiduciaries from acting on conflicts of interest. When a fiduciary gives advice in which it has a conflict of interest, the fiduciary must either avoid or eliminate the conflict or rely upon a prohibited transaction exemption (a “PTE”).

## **FINANCIAL PLANNING SERVICES**

Atlas also offers a broad range of personalized and comprehensive financial planning services under separate letters of engagement. These services provide a comprehensive review of areas relevant to and specifically requested by the client and mutually agreed upon. Such financial planning matters include, but are not limited to, budget and cash planning, retirement planning and projections (accumulation and distribution planning), Roth IRA conversion analysis, education planning/funding analysis, investment analysis re: taxable and tax-advantaged accounts, estate and gift planning, employee benefit/stock option analysis and planning, and any other such financial planning concerns defined at the commencement of the engagement. Additionally, for those financial planning clients who have engaged Atlas for tax preparation services, Atlas will also provide income tax planning services under that separate arrangement.

Atlas also offers financial counsel for independent schools, whereby the schools engage Atlas to provide financial counseling to those of its employees who elect to participate. Depending on the employee, financial counseling sessions may not involve a review of a financial plan or a discussion of investments. A review will typically consist of a written report presented to the participating employee within a short period of time after the consultation session has concluded. Those participants who are interested in more substantial reviews may enter into individual financial planning agreements with Atlas at any time.

The client is under no obligation to act upon any of Atlas’ financial planning recommendations. Should the client determine to adopt any or all of Atlas’ recommendations, the client will be responsible for their implementation.

Atlas does not serve as an attorney, accountant, or insurance agency, and no portion of Atlas’ services should be construed as legal or accounting services. Accordingly, Atlas neither prepares trust or estate planning documents, nor sells insurance products. To the extent requested by a client, Atlas may recommend the services of other professionals for certain non-investment implementation purposes (i.e., attorneys, accountants, or insurance agents, etc.). Clients are under no obligation to engage the services of any recommended professional. If the client engages any recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional. At all times, the engaged professional(s) (i.e., attorney, accountant, or insurance agent, etc.), and not Atlas, shall be responsible for the quality and competence of those services provided.

## **AMOUNT OF CLIENT ASSETS MANAGED**

As of December 31, 2019, Atlas managed \$1,040,641,800 of client assets on a discretionary basis. Of these assets, \$38,297,297 are REAL account assets. While REAL accounts are managed on a

discretionary basis, they are not categorized as “regulatory assets under management” as they are reviewed and adjusted on a periodic basis.

## **Item 5 - Fees and Compensation**

### **MANAGED PORTFOLIO SERVICES**

Our fees for managed portfolio services are based on a percentage of client’s assets under discretionary management with Atlas, and are set forth in our investment management agreement with the client. Our annual fee for advisory services, which may be as much as 1.75%, is subject to negotiation, may be discounted, and will vary from client to client based on a number of factors. The annual fee for those legacy accounts utilizing the REAL Service is 0.6%. Advisory fees are waived for those Atlas associates and family members opting to use Atlas for investment management services.

Fees are billed in advance at the beginning of each calendar quarter based upon the value (market value or fair market value in the absence of market value) of the client's account (including any cash and cash equivalents) at the end of the previous quarter. The client, at his or her discretion, may choose to pay management fees at the beginning of each quarter either through direct debit of the fees from his or her investment account or through direct billing. Either the client or Atlas may terminate an investment management agreement at any time with written notice. Any pre-paid, unearned fees will be pro-rated to the date of termination in accordance with the investment management agreement, and will be based upon the part thereof that the service was used during the quarter. Any such pre-paid, unearned fees will be refunded promptly.

### **FINANCIAL PLANNING SERVICES**

Financial planning services are offered at a flat rate determined and agreed to by the client and Atlas given the scope of the engagement. Upon execution of a Letter of Engagement, the client may be required to pay a deposit (in such amount not to exceed \$1,200) prior to commencement of services, with any such remainder of the fee due upon presentation of the plan. The client, at his or her discretion, may choose to pay the financial planning fee through direct debit of his or her investment account or through direct billing. Generally, the fees assessed for financial planning will be influenced and determined by the complexity and scope of specific services for which the client engages Atlas, and are generally in the range of \$800-\$3000. Fees are subject to negotiation, may be discounted, and may also be more or less than the stated limits of this general range. Under certain legacy investment management agreements, general financial planning and related consulting services regarding non-investment matters to the extent requested are inclusive of the investment management fee agreed upon under those agreements.

Fees for financial counseling sessions for independent schools are based on the number of their employees taking advantage of the service. The fee for services rendered is \$225 per person (or family), plus expenses. Schools will be billed for these fees after the services have been rendered, and are due within 30 days of Atlas’ billing.

A client may terminate the planner-client relationship at any time. In that event, any unused portion of the financial planning fee will be refunded promptly to the client following receipt of written notice of termination.

### **EMPLOYEE BENEFIT PLAN 3(21) FIDUCIARY SERVICES**

To engage Atlas for 3(21) Fiduciary Services, the plan sponsor will enter into an agreement with both Atlas and BSP (a “Fiduciary Services Agreement”). In consideration for the services rendered under this agreement, the plan will be charged an annual fee as a percentage of included assets (as such term is defined in the agreement) in accordance with the following schedule:

<b>Included Assets</b>	<b>BSP’s Annual Fee</b>	<b>Atlas’ Annual Fee</b>	<b>Total Fee</b>
On the first \$1 million	0.20%	0.70%	0.90%
On the next \$4 million	0.15%	0.45%	0.60%
On the next \$5 million	0.08%	0.25%	0.33%
On amounts over \$10 million	0.05%	0.15%	0.20%

Fees will be billed in advance on a quarterly basis. At the election of the plan sponsor, an invoice will be sent to the plan sponsor for remittance of the fees due, or to the plan custodian or recordkeeper, as applicable, for automatic deduction from the plan. Any of the plan sponsor, Atlas, or BSP may terminate the Fiduciary Services Agreement upon thirty (30) days advance written notice to the other parties. In the event of such termination prior to the end of a fee period, Atlas and BSP will be entitled to a fee pro-rated for the number of days in the fee period prior to the effective date of termination. Any unearned fees of Atlas or BSP, as the case may be, will be returned by Atlas or BSP, as the case may be, to the plan sponsor.

### **GENERAL INFORMATION ON FEES, SERVICES, AND COMPENSATION**

Negotiability of Fees: Client fees are set forth in the investment management agreement for each client. Fees are subject to negotiation, may be discounted, and will vary from client to client based on a number of factors. Fees are discussed with each client and mutually agreed upon before execution of the investment management agreement. For those clients who are also associates of Atlas and their family members, investment management fees are waived.

Fee Calculation: Fees are not charged on the basis of a share of capital gains upon or capital appreciation of the funds of an advisory client. Fees are calculated depending upon the nature of services employed by the client and pursuant to the terms of the client’s executed investment management agreement.

Termination of Advisory Relationships: An investment management agreement may be terminated at any time for any reason by either party upon receipt of proper written notice. Upon termination of any agreement, any prepaid, unearned fees will be refunded promptly. In the event of withdrawal of funds or the termination of any account, those fees, commissions, or other expenses associated with rebalancing or redeeming account holdings may be assessed to the client’s account.

A Fiduciary Services Agreement may be terminated upon thirty (30) days advance written notice to all parties to such agreement. Any pre-paid, unearned fees will be returned promptly.

Other: From time to time, small portions of positions will be sold to bring the cash account balance to the level required for the automatic deduction of fees. It is understood that the payment of these fees will reduce the total investment return.

Additional fees and expenses:

In addition to our fees, clients are responsible for the fees and expenses associated with the investment of their assets, such as brokerage commissions, transaction fees, and other expenses and charges imposed by broker-dealers and custodians who service client accounts. Clients are additionally responsible for the fees and expenses of externally managed investments, such as third-party investment advisors, and of mutual funds and exchange traded funds. Such fees, expenses, commissions and charges are exclusive of and in addition to our fee.

A client could invest in mutual funds or ETFs directly, without the services of Atlas. In that case, the client would not receive the benefit of initial and ongoing investment management services provided by Atlas which are designed, among other things, to determine which mutual funds or ETFs are appropriate to the client's financial condition and objectives. In addition, as a professional adviser, Atlas has access to share classes of certain mutual funds which are lower cost than mutual funds that are generally available to retail clients. Client should review all fees charged by the funds, the client's custodian, and clearing broker as well as the fees charged by Atlas to understand fully the total amount of fees to be paid by the client and to best evaluate the advisory services being provided.

Other Compensation:

Atlas may receive compensation in the form of services and products through relationships with certain service providers. See Item 12 – *Brokerage Practices* for additional information.

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

Atlas does not charge performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client). In addition, Atlas does not provide side-by-side management.

## **Item 7 - Types of Clients**

Atlas provides investment advisory services for a variety of clients including individuals, high net worth individuals, corporate pension and profit-sharing plans, corporations and small-business entities, charitable institutions, foundations, and trusts. We require new clients to have a minimum of \$100,000 to invest with us, though retain the discretion to waive the minimum under appropriate circumstances.

There is no minimum amount of assets required for engagement of Atlas' financial planning or employee benefit plan 3(21) fiduciary services.

Atlas, in its sole discretion, may reduce or waive its account minimums based upon certain criteria (including, but not limited to, such considerations as anticipated future additional assets, anticipated future earning capacity, dollar amounts to be managed, related accounts, and/or account composition).

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

Atlas typically invests client assets in accordance with investment models which hold mutual funds and ETFs. Some client accounts, particularly legacy accounts of Bullard, McLeod & Associates, are individually managed, in which case they more often hold equity securities of individual companies, mutual funds, and ETFs.

Atlas has an Investment Committee, which meets regularly to discuss existing and prospective investments. Investments are evaluated independently, as well as in the context of clients' existing holdings and sector exposures. Atlas utilizes Morningstar and other online analysis platforms when evaluating investments.

Atlas' Investment Committee conducts fundamental analysis on securities that it selects for client portfolios. This analysis varies depending upon the particular security under evaluation. For mutual funds and ETFs, the analysis generally includes a review of the fund's management team, historical risk and return characteristics, exposure to sectors and individual issuers, fee structure, performance, and other relevant factors.

### **RISK OF LOSS**

All investments are subject to the risk of loss which clients should be prepared to bear. All investments present the risk of loss of principal – the risk that the value of the securities (e.g., stocks, mutual funds, and ETFs), when sold or otherwise disposed of, may be less than the price paid for the securities. Even when the value of the securities when sold is greater than the value when purchased, there is the risk that the appreciation will be less than inflation. In other words, the purchasing power of the proceeds may be less than the purchasing power of the original investment.

Investments such as those primarily used by Atlas for client portfolios (including, but not limited to, stocks, mutual funds, and EFTs) are not deposits in a bank and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency.

### **PRINCIPAL INVESTMENT RISKS OF MUTUAL FUNDS AND ETFs**

Mutual funds are professionally managed, collective investment companies that pool money from many investors and invest in various asset classes, including equities, fixed-income instruments (e.g., bonds), cash, and other assets. ETFs are investment funds traded on stock exchanges, much like stocks and other equities. An ETF may hold stocks, bonds, and/or other assets. Many ETFs track an index, such as the S&P 500.

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

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed based ETFs and potentially more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their *pro rata* NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 50,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

In addition to the risks discussed above, clients should consider the following risks:

- Financial Market Volatility. Financial markets are volatile and can decline significantly in response to adverse issuer, political, regulatory, market, or economic developments. Different sectors of the market can react differently to these developments.
- Foreign Exposure. Mutual funds and ETFs which are invested in foreign markets can be more volatile than the U.S. market due to increased risks of adverse issuer, political, regulatory, market, or economic developments and can perform differently from the U.S. market.
- Concentration Risk. A fund may be exposed to a particular sector, region, product, or industry that experiences volatility.
- Manager Risk. A fund manager's investment process, techniques, and analysis may not produce the desired results.
- Leverage. A fund or company in which a fund holds shares may utilize borrowed capital to augment the potential for return thereby concomitantly increasing exposure to debt.
- Layering of Expenses and Fees. Mutual funds and ETFs are subject to fees and expenses that are paid by an investor which are in addition to our advisory fees.
- Liquidity. Although typically associated with micro-cap and small-cap stocks or securities, liquidity risks can arise during times of market financial crisis. The risk arises when there is a lack of marketability for a fund's underlying security that cannot be bought or sold quickly enough to prevent or mitigate a loss.

More information regarding the specific risks associated with investment in a particular mutual fund is available in that mutual fund's prospectus.

## **CYBERSECURITY RISK**

The computer systems, networks, and devices used by Atlas and service providers to us and our clients to carry out routine business operations employ a variety of protections designed to prevent damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons, and security breaches. Despite the various protections utilized, systems, networks, or devices potentially can be breached. A client could be negatively impacted as a result of a cybersecurity breach.

Cybersecurity breaches can include unauthorized access to systems, networks, or devices; infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow, or otherwise disrupt operations, business processes, or website access or functionality. Cybersecurity breaches may cause disruptions and impact business operations, potentially resulting in financial losses to a client; impediments to trading; the inability by us and other service providers to transact business; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs; as well as the inadvertent release of confidential information.

Similar adverse consequences could result from cybersecurity breaches affecting issuers of securities in which a client invests; governmental and other regulatory authorities; exchange and other financial market operators, banks, brokers, dealers, and other financial institutions; and other parties. In addition, substantial costs may be incurred by these entities in order to prevent any cybersecurity breaches in the future.

## **Item 9 - Disciplinary Information**

Registered investment advisers are required to disclose material facts regarding any legal or disciplinary events that would be material to an evaluation of the integrity of the firm or its management. On July 24, 2015, Dion Money Management LLC (now known as Atlas Private Wealth Management, LLC) ("Dion") submitted an offer of settlement (the "Offer") to the U.S. Securities and Exchange Commission (the "SEC") in connection with an administrative proceeding pursuant to Sections 203(e) and 203(k) of the Investment Advisers Act of 1940 (the "Advisers Act"). The Offer was presented to the SEC, and the SEC determined to accept it. Solely for the purpose of proceedings brought by or on behalf of the SEC, or to which the SEC is a party, Dion agreed to consent to an order imposing remedial sanctions and a cease-and-desist order (the "Order") without admitting or denying the matters set forth therein (other than those relating to the jurisdiction of the SEC over it and the subject matter of the action). The Order resolved the SEC's allegations that Dion failed to disclose to clients the terms of certain compensation arrangements whereby Dion received payments from third parties that were calculated based on client assets invested in particular mutual funds. In filings with the SEC, Dion disclosed the existence of the arrangements and the possibility that the arrangements could pose conflicts of interest for the adviser in the provision of investment advice to clients; however, Dion did not describe the interplay between the different arrangements, either in its filings or otherwise to

clients. The SEC alleged that Dion thus understated the maximum payment rate under the multiple arrangements, and did not disclose the possibility of receiving payments from multiple parties based on the same client assets. By failing to disclose its conflicts of interest completely and accurately, the SEC alleged that Dion violated Section 206(2) of the Advisers Act. The SEC also alleged that Dion violated Section 207 of the Advisers Act by virtue of certain omissions of material facts from its SEC filings concerning the compensation arrangements. The Order requires Dion to cease and desist from committing or causing violations of the securities laws identified above; pay a \$50,000 civil monetary penalty; amend its Form ADV to make additional disclosures regarding the compensation arrangements described above; and notify its advisory clients of the Order. Dion paid the penalty on August 3, 2015, and the notices were mailed on August 13, 2015, and August 20, 2015.

## **Item 10 - Other Financial Industry Activities and Affiliations**

### **FINANCIAL INDUSTRY AFFILIATIONS**

Atlas is part of the Focus Financial Partners, LLC (“Focus LLC”) partnership. As such, Atlas is a wholly-owned subsidiary of Focus Operating, LLC (“Focus Operating”), which is a wholly-owned subsidiary of Focus LLC. Focus LLC also owns other registered investment advisers, broker-dealers, pension consultants, insurance firms, and other financial services firms (the “Focus Partners”), most of which provide wealth management, benefits consulting, and investment consulting services to individuals, families, employers, and institutions. Some Focus Partners also manage or advise limited partnerships, private funds, or investment companies as disclosed on their respective Forms ADV. Additional information about Focus LLC and Focus LLC affiliates can be found on each respective investment adviser’s Form ADV which is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

As noted above in response to Item 4, certain investment vehicles managed by Stone Point collectively are principal owners of Focus LLC and Focus Inc., and certain investment vehicles managed by KKR collectively are minority owners of Focus LLC and Focus Inc. Because Atlas is an indirect, wholly-owned subsidiary of Focus LLC and Focus Inc., the Stone Point and KKR investment vehicles are indirect owners of Atlas. None of Stone Point, KKR, or any of their affiliates participates in the management or investment recommendations of Atlas’ business.

Buckingham Strategic Partners, LLC is an investment adviser registered with the SEC and an affiliate of Atlas. Both BSP and Atlas are wholly-owned subsidiaries of Focus Operating, which is a wholly-owned subsidiary of Focus LLC. This relationship poses a potential conflict of interest in that under its obligations to its 3(21) Fiduciary Services clients, Atlas has a fiduciary duty to recommend appropriate and qualified 3(38) investment managers in the clients’ best interests. Atlas believes that BSP effectively provides these services. This assessment will be evaluated routinely by Atlas management, and will be used in assisting plan sponsors in their review and evaluation of the compensation and performance of BSP.

As stated earlier in this Brochure, Atlas is a wholly-owned subsidiary of Focus. Focus is also one of several minority investors in SmartAsset, which seeks to match prospective advisory clients with investment advisers in exchange for a non-success-based fee paid by the investment adviser.

Focus has one director on SmartAsset's board as well as a board observer. Atlas' payment of a fee to SmartAsset benefits SmartAsset's investors, including Focus, Atlas' parent company.

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

Atlas has adopted a Code of Ethics in accordance with SEC Rule 204A-1 for all associates of the firm describing its standard of business conduct and how it fulfills its fiduciary duty to its clients. The Code of Ethics includes provisions relative to matters including, but not limited to, confidentiality of client information, prohibitions against insider trading and spreading unverified information, restrictions on the acceptance of significant gifts, reporting of certain gifts and business entertainment items, and personal securities trading procedures. All associates must acknowledge the terms of the Code of Ethics upon initial employment and on an annual basis thereafter, as well as whenever the Code of Ethics has been amended.

To address any potential conflicts of interest involving personal trades, Atlas has adopted compliance policies and procedures. Atlas' Code of Ethics, Personal Securities Trading Policy, and Insider Trading Policy require its associates to:

- Act with integrity, competence, diligence, 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, the interest of clients, and the interests of Atlas above one's own personal interests
- Adhere to the fundamental standard that one should not take inappropriate advantage of one's position
- Address any actual or potential conflicts of interest
- Conduct all personal securities transactions in a manner consistent with the extant policies and procedures
- Use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment selections, 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 upon oneself and the profession
- Promote the integrity of, and uphold the rules governing, capital markets
- Maintain and improve professional competence and strive to maintain and improve the competence of other investment professionals
- Comply with applicable provisions of the Federal securities laws

Atlas' policies and procedures also require associates to:

- Pre-clear certain personal securities transactions
- Report personal securities transactions on a quarterly basis
- Provide Atlas with a detailed summary of certain holdings (both upon commencement of employment and annually thereafter) over which such associates have a direct or indirect beneficial interest

A copy of Atlas' Code of Ethics will be provided to any client or prospective client upon request by calling (800) 432-7447.

Atlas, and individuals associated with Atlas, may buy or sell securities for their personal accounts that are identical to those selected by Atlas for client accounts. Additionally, any related person(s) may have an interest or position in a certain security or securities which may also be selected for client accounts.

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

- A director, officer, or associate of Atlas shall not buy or sell securities for their personal portfolio(s) where their decision is directly or indirectly derived, in whole or in part, by reason of his or her employment, unless the information is also available to the investing public on reasonable inquiry
- No associate of Atlas shall prefer his or her own interest to that of an advisory client
- All associates must act in accordance with all applicable Federal and state regulations governing registered investment advisory practices

Atlas has established the following procedures to address any conflicts of interest:

- All officers, directors, and associates are required to read and sign a copy of Atlas' policy statement concerning personal securities trading
- All associates, their families (including spouses, minor children, and adults living in the same household), and trusts of which they are trustees, have a beneficial interest, or have control of the assets, must provide Atlas with quarterly securities transaction reports no later than 30 days after the end of each calendar quarter
- Atlas will review all personal securities transactions to ensure compliance with company policies
- Any individual not in observance of Atlas' policy on personal securities transactions may be subject to sanctions as appropriate to the severity of the infractions
- Continued violations of this policy will result in termination

Atlas anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which Atlas has management authority to effect, and will select for its investment advisory clients, the purchase or sale of securities in which Atlas, its affiliates and/or clients, directly or indirectly, have a position of interest. Atlas' associates and persons associated with Atlas are required to follow Atlas' Code of Ethics. Subject to satisfying this policy and applicable laws, all officers, directors, and associates of Atlas may trade for their own accounts in securities that are selected for Atlas' clients. The Code of Ethics is designed to assure that the personal securities transactions, activities, and interests of the associates of Atlas will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing associates to invest for their own accounts. Under the Code of Ethics, certain classes of securities have been designated as exempt securities, based upon a determination that transactions in these securities would not materially interfere with the best interests of Atlas' clients. In addition, the Code of Ethics requires pre-clearance of certain

transactions. Nonetheless, because the Code of Ethics in some circumstances would permit associates to invest in the same securities as clients, there is a possibility that associates might benefit from market activity by a client in a security held by an associate. Associate trading is monitored under the Atlas Code of Ethics to reasonably prevent conflicts of interest between Atlas and its clients.

Certain affiliated accounts may trade in the same securities or similar securities (for example, such as warrants or options) with client accounts on an aggregated basis when consistent with Atlas' obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. Atlas will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially-filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the order.

It is Atlas' policy that the firm will not effect any principal or agency cross securities transactions for client accounts. Atlas will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

## **Item 12 - Brokerage Practices**

### **BROKERAGE RECOMMENDATIONS**

Atlas recommends Fidelity Investments ("Fidelity") and Charles Schwab & Company ("Schwab") to clients in need of brokerage and custodial services. Through their respective institutional customer programs, these custodians offer various services, including custody of securities, trade execution, and clearance and settlement of transactions. Atlas' clients are charged directly by these firms for these services. In return, Atlas and its clients receive benefits that they would not otherwise receive. Both Fidelity and Schwab are independent, unaffiliated SEC-registered broker-dealers.

In evaluating custodians for recommendation, Atlas seeks those who will hold client assets and execute transactions that are advantageous when compared with other available custodians and their services. Atlas considers a wide range of factors, including, among others, the combination of transaction execution services along with asset custody services; the ability to execute, clear, and settle trades; the capability to facilitate transfers and payments to and from accounts; the breadth of investment products available; the availability of investment research and tools to assist Atlas in making investment decisions; the quality of services; the competitiveness of the price of

those services; the reputation, financial strength, and stability of the provider; their prior service to Atlas and its clients; and the availability of other products and services that benefit Atlas and its clients. Although Atlas is subject to a duty to obtain best execution with regard to the brokerage transactions Atlas directs on behalf of clients, a client may pay a transaction fee that is higher than another qualified broker-dealer might charge to effect the same transaction where Atlas 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, commission rates, and responsiveness. Accordingly, although Atlas seeks competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. The brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, Atlas' investment advisory fee.

While Atlas recommends the use of these custodians, it is at the client's discretion to opt to do so. Should a client direct Atlas to use a different broker or dealer, Atlas will not have the ability to obtain volume discounts, best execution may not be achieved, and clients may pay more for commissions than the commissions charged by the broker-dealer custodians Atlas recommends. In addition, while we work to execute client orders as quickly as possible, the technology available to us through other broker-dealers could cause delays in order execution as compared to the time required to execute trades for accounts held at Fidelity or Schwab.

In those instances where the client instructs Atlas to purchase or sell certain securities, and an opportunity for aggregation exists, Atlas will generally aggregate transactions when it believes that aggregation is in the client's best interests and is feasible. Aggregated orders will be allocated among clients in a manner that is fair and equitable, with transaction costs shared among participating clients.

#### **ADDITIONAL BENEFITS FROM AGREEMENTS WITH SERVICE PROVIDERS**

Both Fidelity and Schwab (together, the "Custodians") provide Atlas with certain benefits and services based upon the amount of client assets in accounts at the Custodians. These benefits include access to the Custodians' institutional trading and operations services, including research, and other products and services. These products and services may benefit Atlas directly without necessarily benefitting individual client accounts, either directly or indirectly.

Other products and services assist Atlas in managing and administering clients' accounts. These include the provision of software and other technologies to access client account data (such as trade confirmations and account statements); facilitation of trade execution (and allocation of aggregated trade orders for multiple client accounts); provision of pricing information and other market data; facilitation of payment of Atlas' fees from its clients' accounts; and assistance with back-office support, recordkeeping, and client reporting. Many of these products and services may be used to service all Atlas' accounts, including those accounts not maintained at the Custodians. These products and services may not benefit all of Atlas' client accounts equally and may not benefit certain client accounts at all.

The Custodians may also provide Atlas with other services intended to help Atlas manage and further develop its business enterprise. These services may include consulting, publications, and presentations on practice management, information technology, business succession, regulatory compliance, and marketing. They may also provide other benefits such as educational conferences and events. These services may be provided by the Custodians themselves; in other cases, they may arrange for third-party vendors to provide the services to Atlas. Additionally, the Custodians may discount or waive fees they would otherwise charge Atlas for some of these services or pay all or a part of the fees of a third party providing these services to Atlas.

Atlas clients do not pay more for investment transactions effected and/or assets maintained at the Custodians because of these arrangements. There is no corresponding commitment made by Atlas to invest any specific amount or percentage of client assets in any specific mutual funds, securities, or other products as a result of the above arrangements.

Atlas' receipt of these products and services from the Custodians creates a conflict of interest as these benefits may influence Atlas' decision to recommend them over other service providers that do not furnish similar support, services, or software to Atlas. Atlas believes that the foregoing products and services are customary and typical of products and services custodians provide to investment advisers similar to Atlas, and further believes that the retention of Custodians is in the best interest of Atlas' clients.

### **Item 13 - Review of Accounts**

Specific mutual funds and ETFs common to client portfolios are monitored on an on-going basis. Individually managed accounts are reviewed by the Investment Committee on a rotating basis.

Atlas' investment personnel hold both formal and informal meetings to discuss investment ideas, economic developments, current events, investment strategies, issues related to portfolio holdings, etc.

The Investment Committee reviews asset allocation models at least monthly to confirm they remain consistent with their defined objective and risk tolerances. The Investment Committee also reviews the performance of individual securities held in individually managed accounts.

Client portfolios are reviewed at least quarterly by the client's Wealth Management Advisor to confirm that overall allocations and individual holdings are consistent with the client's investment objectives.

### **INDIVIDUALLY MANAGED ACCOUNTS**

Accounts are reviewed by the Investment Committee on a rotating basis. These reviews are intended to verify that asset allocations and investment management decisions are consistent with the specifics documented in the client's investment policy statement, and to provide an opportunity to consider particular issues and analyses. The Investment Committee will also review client objectives, risk tolerance, and any changes in client circumstances that may have bearing on the management of the account under review. In addition to the reviews conducted by the Investment

Committee, Atlas Wealth Management Advisors independently review the client accounts for which they are responsible. They review various considerations, including, but not limited to account performance, withdrawals and additions, and account segmentations and allocations. They also revise account investment policies as needed.

The performance of individual securities is also reviewed by the Investment Committee, whereby discussion of various factors affecting account structure, including market climate, the economy, international issues, interest rates, individual securities and their outlook, inflation, and other issues of a similar nature occur.

## **REPORTS OF ACCOUNTS**

Custodians send account statements directly to clients on a regular basis. In addition to the statements and confirmations of transactions that clients receive from their designated custodian, Atlas provides clients with periodic written reports detailing their portfolio's financial profile and performance data. These reports include the current value and summary information regarding portfolio activity, performance, allocation, and investments.

Clients should carefully review their custodian's statements and compare them with those account reports they receive from Atlas. Atlas encourages clients to request face-to-face or telephone meetings with their Wealth Management Advisor to review progress in pursuing investment goals and to consider resetting goals.

### **Item 14 - Client Referrals and Other Compensation**

#### **CLIENT REFERRALS**

Atlas pays a flat fee to participate in an online matching program that seeks to match prospective advisory clients with investment advisers. The program, which is operated by SmartAsset, provides information about investment advisory firms to persons who have expressed an interest in such firms. The program also provides the name and contact information of such persons to the advisory firms as potential leads. The flat fee Atlas pays for being provided with potential leads varies based on certain factors, including the size of a person's portfolio, and the fee is payable regardless of whether the prospect becomes an Atlas advisory client.

#### **OTHER COMPENSATION**

On occasion, certain associates of Atlas attend meetings sponsored by mutual fund groups or service providers that provide training or education, and in some circumstances the meeting fees, lodging, and/or travel may be paid by the sponsor. The participation of Atlas associates is not preconditioned on the assets placed with any specific sponsor or revenue generated by such asset placement. This could be deemed a conflict as the marketing and education activities conducted and the access granted at such meetings could cause Atlas to focus on those sponsors in the course of its duties. Atlas addresses this concern by reviewing proposed sponsor products/services at the Investment Committee and/or senior management level, as appropriate, to ensure that such selections are suitable and selected for appropriate reasons.

Atlas' parent company is Focus Financial Partners, LLC ("Focus LLC"). From time to time, Focus LLC holds partnership meetings and other industry and best-practices conferences, which typically include Atlas, other Focus firms, and external attendees. These meetings are first and foremost intended to provide training or education to personnel of Focus firms, including Atlas. However, the meetings do provide sponsorship opportunities for asset managers, asset custodians, vendors, and other third-party service providers. Sponsorship fees allow these companies to advertise their products and services to Focus firms, including Atlas. Although the participation of Focus firm personnel in these meetings is not preconditioned on the achievement of a sales target for any conference sponsor, this practice could nonetheless be deemed a conflict as the marketing and education activities conducted, and the access granted, at such meetings and conferences could cause Atlas to focus on those conference sponsors in the course of its duties. Focus LLC attempts to mitigate any such conflict by allocating the sponsorship fees only to defraying the cost of the meeting or future meetings and not as revenue for itself or any affiliate, including Atlas. Conference sponsorship fees are not dependent on assets placed with any specific provider or revenue generated by such asset placement.

The following entities have provided conference sponsorship to Focus LLC in the last year:

Charles Schwab & Co., Inc.  
eMoney Advisors, LLC  
Investnet Financial Technologies, Inc.  
Fidelity Brokerage Services LLC  
Fidelity Institutional Asset Management LLC  
Orion Advisor Services, LLC

See Item 12 – *Brokerage Practices* for additional information.

### **Item 15 - Custody**

Client assets are held at unaffiliated, qualified custodians. While Atlas does not hold actual physical custody of these assets, the SEC deems Atlas to have legal custody over client assets under certain circumstances, such as when clients authorize Atlas through standing instructions to instruct qualified custodians to transfer assets to third parties and when clients give Atlas password or PIN access to accounts where Atlas is able to debit or withdraw client funds. For certain of these accounts, Atlas is required under the Custody Rule to engage an independent public accountant on an annual basis to verify by actual examination those client funds and securities. Clients will receive statements on a regular basis from the broker-dealer, bank, or other unaffiliated, qualified custodian that holds and maintains client investment assets. Clients should review such custodial statements carefully and compare such official custodial records to account reports that Atlas may provide. Those account reports provided by Atlas may vary from custodial statements based upon accounting procedures, reporting dates, or valuation methodologies of certain securities.

### **Item 16 - Investment Discretion**

Atlas receives authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold, as well as the timing of such transactions, without prior consent from the client (“discretionary authority”). Such discretionary authority is conferred upon Atlas under the terms of the investment management agreement, and must be exercised in a manner consistent with the investment objectives for the client account as well any investment policies, limitations, and restrictions applicable to the account.

Clients on occasion may prefer to restrict the securities in which Atlas may invest their assets. For example, a client may not want to hold securities of specific companies, companies engaged in certain businesses or activities, specific mutual funds, types of funds (e.g., emerging market), or fund families. Atlas will review and evaluate any such request for reasonableness, and if accepted, will restrict trading in those accounts so that the restriction is observed.

### **Item 17 - Voting Client Securities**

As a matter of firm policy and practice, Atlas does not have authority to and does not vote proxies on behalf of advisory clients. Clients retain this authority for receiving and voting proxies for those securities held in their portfolios. Any such proxies will be received by the client directly from their custodian. Should a client have questions regarding a particular proxy solicitation, they may contact their Atlas Wealth Management Advisor at 800-432-7447 for consultation.

### **Item 18 - Financial Information**

Registered investment advisers, such as Atlas, are required to provide certain financial information or disclosures about their financial condition. Atlas has no financial commitment impairing its ability to meet contractual commitments to clients, and has not been the subject of a bankruptcy proceeding.