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**Form ADV Part 2A Brochure
For
Wealth Planning and Comprehensive Portfolio Management**

This brochure provides information about the qualifications and business practices of Pathways Financial Partners, Inc. If you have any questions about the contents of this brochure, please contact us at (520) 299.5875. 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 Pathways Financial Partners, Inc. is available on the SEC's website at www.adviserinfo.sec.gov.

The terms "registered investment adviser" or "registered" do not imply a specific level of skill or training.

Material Changes - Item 2

The purpose of this page is to inform you of any material changes since the previous version of this brochure.

On March 28, 2017, we submitted our annual updating amendment filing for fiscal year 2016 and updated Item 4 of our Form ADV Part 2A Brochure to disclose discretionary assets under management of approximately \$77,793,249 and non-discretionary assets under management of \$0.

We review and update our brochure at least annually to make sure that it remains current.

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Advisory Business - Item 4

Pathways Financial Partners (hereafter "Pathways") was formed on June 1, 1998 and is based in the State of Arizona. Pathways is registered as an investment adviser with the States of Arizona and Texas. Pathways' principal owner is Brian Murphy. Mr. Murphy owns 100 percent of Pathways Financial Partners.

Pathways is a fee-based investment adviser that offers investment advisory services to individuals and ERISA Plan investment advisor services for corporations.

Initial Consultation

Pathways begins by providing potential Clients an initial consultation during the Discovery Meeting. Pathways uses the Discovery Meeting to:

- Introduce the Client to the firm, its services, and staff;
- Gather information about the Client's investment objectives, financial condition, and risk tolerance, which Pathways uses in forming its investment advice; and
- Reach an agreement on the terms of service and compensation arrangements.

Subsequent to the Discovery Meeting, the Pathways advisor will meet the client for the Investment Planning Meeting. During the Investment Planning Meeting the Financial Plan will be presented to the client for review. At the conclusion of this meeting the client will sign Pathways' *Investment Advisory Agreement*, which serves as the contract between the Client and Pathways, specifying the precise nature of services to be rendered by Pathways and fees to be paid by the Client.

The discovery meeting and Investment Planning Meeting must be completed before Pathways will make any specific recommendations about the Client's asset allocation or securities to buy or sell.

Portfolio Management Services

If the Client elects *Portfolio Management Services*, Pathways will evaluate the Client's financial condition and risk tolerance in order to tailor its securities recommendations to meet the Client's investment objectives and individual needs. Pathways also allows the Client to impose any restrictions on investing in certain securities or types of securities.

Pathways will make ongoing recommendations primarily involving: exchange-listed stocks, mutual funds, index funds, exchange-traded funds (ETFs), and bonds. However, in rare instances, Pathways may recommend investments in private placement offerings. Pathways offers Margin on TD Ameritrade custodial accounts. Given that the market will affect the value of these securities, Pathways will monitor Client accounts regularly so that it may make any necessary transactions. The securities mentioned above reflect a broad range of investment risk, including some securities that entail high degrees of risk, such as stock options. Private placement offerings also involve a high degree of risk that may not be suitable for the average investor.

Pathways will occasionally recommend delegation to individual managers who possess unique investing skills: wrap programs (programs that bundle brokerage and advisory services under a single comprehensive fee) so all securities recommended by Pathways may include additional transaction charges by the Client's broker-dealer/custodian separate from Pathways' advisory fees.

The Client will grant Pathways discretionary trading authority in the Client's advisory account by executing the appropriate documents with the Client's broker-dealer/custodian. The discretionary authority will allow Pathways to enter securities transactions on the Client's behalf, determining which securities and the amount of securities to buy or sell. Clients will be notified of all transactions by trade confirmations from their broker-dealer/custodian and through communication with Pathways.

Pathways will also request the Client provide written authorization to allow Pathways to automatically deduct its advisory fee from the Client's account (discussed at greater length in the "FEES AND COMPENSATION" section).

Financial Planning Services

If the Client elects Financial Planning Services, Your WealthPath, Pathways may extend the initial consultation to include discussions necessary to begin creating a financial plan or may arrange a follow-up meeting to review additional information about the Client's finances. In any case, the Client will have the choice to:

- Consult with Pathways on the Client's overall financial situation and obtain a comprehensive, written financial plan; or
- Consult with Pathways on a specific topic or an individual security.

As the Your WealthPath option includes the opportunity to discuss any specific topic or any individual security, Pathways recommends this option for all new Clients. For returning Clients that need to consult with Pathways on a specific topic or individual security, they can do so during a Regular Progress Meeting.

Comprehensive Financial Plan - Your Wealth Plan

Pathways will review all aspects of the Client's finances to prepare a written financial plan that makes comprehensive recommendations to help the Client meet their financial objectives. These areas of analysis include: overall asset allocation, securities recommendations, insurance needs, mortgage planning, consumer debt, retirement planning, college planning, trust & estate planning, savings & budgeting and tax planning.

Pathways will compile this financial information and use it to construct a *WealthPath* tailored to the Client's specific financial situation. The written financial plan will typically be constructed within a month, but will never take longer than six months.

Clients can execute the *WealthPath* on their own or Pathways can assist in implementation. If *Portfolio Management Services* are recommended in the *WealthPath*, Clients may engage Pathways for those *Portfolio Management Services* as described above.

If a client chooses to execute the *WealthPath* on their own, the client may engage Pathways for an

Annual Financial Plan Review at the Advisor's discretion.

Regular Progress Meetings

As financial conditions or objectives change over time, Pathways will engage their *Portfolio Management Services* and *Financial Planning Services* clients to review their plan regularly, no less than annually. Largely, this review merely confirms the Client's financial information is accurate, evaluates whether the financial plan is reaching its goals, and makes any revisions needed. However, during these reviews, Clients may also raise new objectives or discuss other financial topics of their choice. If Clients experience life-changing events, they may request a Progress Meeting earlier than the annual timeframe.

Separate Financial Planning Consultation

If an individual Client chooses not to engage Pathways for *Portfolio Management Services* or *Financial Planning Services*, Pathways is available on a limited basis. A member of Pathways advisory team could be accessible on an hourly basis for a *Separate Financial Planning Consultation* to discuss a specific financial topic, or evaluate a specific securities investment.

Assets Under Management

As of December 31, 2016, we manage \$77,793,249 in client assets on a discretionary basis and \$0 in client assets on a non-discretionary basis.

Fees and Compensation - Item 5

Portfolio Management services Fees

Pathways charges a management fee based on a percentage of assets under management. The percentage of assets charged per year (annum) is listed in the following table by assets level.

Fees are negotiable but generally range from .50% to 1.25% per year of the assets under management based on the amount of assets, overall relationship among other things. Fees for the management of Fixed Income and Money Market portfolios are also negotiable.

<u>Assets Under Management</u>	<u>Annual Fee</u>
\$0 to \$1,000,000	1.25%
\$1,000,001 - \$1,500,000	1.00%
\$1,500,001 - \$2,500,000	0.85%
\$2,500,001 - \$5,000,000	0.75%
Over \$5,000,000	0.50%

The above fee schedule went into effect in 2007. Legacy client relationships may be subject to a different fee schedule. The fees paid by each client is clearly stated in the advisory agreement signed by the client and the firm.

Fees do not include: The reporting service and custodian account fee of up to \$85.00 per year per account.

Fees do not include: Trading costs (fees per transaction charged by the Custodian), exchange or ancillary custodian fees, transfer taxes, account transfer fees, interest incurred on margin, checking and debit card fees, corporate actions fees, or any fees imposed by law.

Fees are paid quarterly in arrears. Fees are due on the first day of the calendar quarter, and are based on the account's asset value as of the last business day of the prior calendar quarter. Fees are prorated for accounts opened during the quarter. The account custodian may charge fees, which are in addition to and separate from the investment advisory service fee. Custodians may charge accounts for trading costs, invoicing, performance reporting, appraisal, and reconciliation among others. Some of these fees may have been absorbed by the Adviser in the past. Clients will receive a separate disclosure document provided by the Adviser will clearly state the fees payable to the Adviser.

Any Client who wishes to terminate their agreement must provide written notification of their request to Pathways or their representative. Pathways will obtain the number of days that the account was opened during the quarter in order to calculate the final management fee. This fee will be withdrawn from the client's account prior to the transfer of funds.

Financial Planning Services Fees

For Your WealthPath and Annual Financial Plan Reviews, Pathways charges a fixed fee; however, for Separate Financial Planning Consultations, Pathways charges an hourly fee.

- Your WealthPath: \$5,000.00
- Annual Financial Plan Review: up to \$500 fixed fee
- Separate Financial Planning Consultations: \$250 hourly fee

Pathways may negotiate its fixed fee amount for *Your WealthPath* based on the complexity of the financial plan. Typically, the standard financial plan takes 10 hours; those plans that take significantly less time may negotiate a lower fee while those financial plans that take significantly longer may be charged a slightly higher amount. Additionally, Pathways may offer discounts to select friends, employees (plan participants) and family. The final amount will be specified in the *Investment Advisory Agreement*.

If Financial Planning Clients accept and retain Pathways *Portfolio Management Services* and provide written authorization to their current broker-dealer/custodian so that Pathways can deduct its management fees directly from their advisory account, those Clients may also opt to have their financial planning fees deducted from their advisory account as well. In that case, the Client's broker-dealer/custodian will send statements, at least quarterly, to the Client that will reflect the advisory fees paid to Pathways, but the Client should verify the accuracy of fees paid.

Otherwise, Pathways will include an invoice upon delivery of *Your WealthPath* or *Annual Financial Plan Review* or at the conclusion of the *Separate Financial Planning Consultation*. This invoice will require payment within thirty days after delivery.

Additional Compensation

All fees paid to Pathways for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds to their shareholders. These fees and

expenses are described in each fund's prospectus. These fees generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. We generally seek to avoid funds with sales charges. However, some funds may have early redemption fees if sold prior to the expiration of their holding periods.

A client could invest in a mutual fund directly, without the services of Pathways. In that case, the client would not receive the services provided by Pathways which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and the fees charged by Pathways to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

All conflicts of interest between you and our firm, and the Associated Persons of our firm, are outlined in this Disclosure Brochure. If additional conflicts arise in the future, we will notify you in writing or supply you with an updated Disclosure Brochure.

General Information on Advisory Services and Fees

We do not represent, guarantee, or imply that the services or methods of analysis employed by our firm can or will predict future results, successfully identify market tops or bottoms, or insulate you from losses due to market corrections or declines.

We shall never have custody of any Client funds or securities, as the services of a qualified and independent custodian will be used for these asset management services. We will send you an invoice for the payment of our advisory fee, or we will deduct our fee directly from your account through the qualified custodian holding your funds and securities. We will deduct our advisory fee only when you have given our firm written authorization permitting the fees to be paid directly from your account. Further, the qualified custodian will deliver an account statement to you at least quarterly. These account statements will show all disbursements from your account. You should review all statements for accuracy. We will also receive a duplicate copy of your account statements.

The fees charged are calculated as described above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds, or any portion of the funds of an advisory Client (15 U.S.C. §80b-5(a)(1)).

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

Pathways and its Associated Persons do not accept performance based fees. Performance based fees are based on a share of capital gains on or capital appreciation of the client's assets.

Types of Clients - Item 7

Pathways will provide advisory services to various types of Clients, including:

Individuals: Many of Pathways' Clients will be individuals seeking financial planning and management services for their personal accounts. While *Financial Planning Services* can be provided regardless of account values.

ERISA Plans and Related Trusts: Pathways plan clients are For-profit and non-profit institutions who offer registered ERISA plans (Pension and Profit Sharing 401(k), 403(b), 457, Defined Benefit Plans, etc.). Typically these organizations will have qualified internal Administrative and Human Resources support yet seek expert Fiduciary, Investment and Educational Services.

Corporations or Other businesses, Trusts: Occasionally, Pathways will provide advisory services to small businesses and non-profits seeking financial planning or management services for their organization's interests. While *Financial Planning Services* can be performed for small businesses and non-profits with any amount of assets, *Portfolio Management Services* will be restricted to small businesses and non-profits with a minimum asset value of \$250,000. Note: Pathways may waive the minimum for select non-profits at Pathways' discretion.

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

Pathways and its representatives are responsible for:

- Analyzing a Client's current financial situation and assisting them in determining their investment objectives, time horizon, and risk tolerance.
- Advising Client's about investment possibilities and vehicles and educating the Client on fees, a security's features including risk and costs, how a possible investment would fit with the Client's objectives and possibly assisting the Client in determining an appropriate asset allocation. Part of the representative's analysis may include researching economic, political, and market trends, earnings, earnings ratios and various other indicators including qualitative risk analysis.
- Ongoing monitoring of the Client's investment/asset allocation as well as working with the Client to ensure that Pathways and the representative have timely information regarding the Client's needs, objectives, and risk tolerance.
- Being available to meet or discuss Client account(s) on a regular basis, and being available at such other times within reason as a Client requests.

Investing in securities involves risk of loss that clients should be prepared to bear.

Risk of Loss

When investing in securities, the risk of a decline in market value can be substantial. Pathways and its representatives cannot guarantee the future performance of the Client's Account or any specific level of

performance, the success of any investment decision, asset allocation, or strategy that the representative may use. Clients should understand that investment decisions made for the Client's Account by the representative are subject to various market, currency, economic, political and business risks, and that those investment decisions will not always be profitable.

Loss

In light of these risks associated with investing, the Client should carefully consider whether such an investment is suitable for them in light of their personal financial condition. Prior to authorizing a representative of Pathways to invest for their Account, the Client should carefully review the investment objectives that were discussed and documented with Pathways and their representative and the Client must accept, reject, or recommend changes for which the their account will be managed. Specifically, the Client should consider whether their investment objective is consistent with their personal risk tolerance and their ability to maintain his/her standard of living and/or achieve his/her financial goals in the event that their account should sustain a loss. It is important for the Client to notify Pathways' or their representative promptly if there are any significant changes in the information, financial circumstances, or investment objectives previously provided to Pathways , either verbally or in writing, that might affect the manner in which their account should be invested. It is also important that the Client review statements and confirmations in a timely manner.

Before Pathways or its representatives discuss investment strategy with a Client, they conduct due diligence to obtain the essential facts regarding a Client's assets, financial situation, objectives, time horizon and similar information. Pathways through its representatives are responsible for advising Clients on appropriate investment possibilities and vehicles based upon the Client's particular needs, objectives, and risk tolerance.

Disciplinary Information - Item 9

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of us or the integrity of our management. There is no history of material legal or disciplinary events by our firm or our management persons.

Other Financial Industry Activities or Affiliations - Item 10

Pathways and its Associated Persons have no other reportable financial industry activities or affiliations.

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

Description of Our Code of Ethics

Pathways' Code of Ethics is based on the principle that Pathways and each of its owners, employees, and

representatives owe a fiduciary duty to its Clients. All owners, employees, and representative must sign the Pathways Code of Ethics at least annually. All Pathways owners and representative are expected to act in a manner that fully complies with these standards and the federal and state securities laws at all times and that otherwise is premised on fundamental principles of openness, honesty, integrity, fairness, trust and professionalism.

As a Firm, Pathways places an extremely high value on ethical conduct and challenges all owners, employees, and representatives to live up to not only the letter of the law, but also to the spirit thereof and the ideals of our organization.

Personal Trading Practices

One of the areas that Pathways imposes its highest level of ethical expectations is through personal securities transactions. From time to time, owners, employees, and representatives may purchase securities for themselves or family members that they also recommend to their Clients. Owners and representatives and their family members may also own securities that they recommend to Clients. It is the responsibility of the firm to closely monitor this activity to ensure that the Client's interests are always placed ahead of the owners, employees, and representatives of Pathways. Pathways' has obtained from Pathways' owners, employees, and representative when trading the same security and assess whether any individual's personal security holdings may present a conflict of interest.

For a complete copy of Pathways' Code of Ethics, please contact Pathways at (520) 299-5875.

Brokerage Practices - Item 12

We recommend the services of TD Ameritrade Institutional, a division of TD Ameritrade, Inc. ("TD Ameritrade") for our portfolio management program. TD Ameritrade is a member of the Financial Industry Regulatory Authority ("FINRA"), the Securities Investor Protection Corporation ("SIPC") and the National Futures Association ("NFA").

TD Ameritrade is an independent and unaffiliated SEC-registered broker-dealer. TD Ameritrade offers to independent investment Advisors services which include custody of securities, trade execution, clearance and settlement of transactions. Pathways receives some benefits from TD Ameritrade through its participation in the program. (Please see the disclosure under Item 14 below.)

Research and Other Soft Dollar Benefits

Although not considered "soft dollar" compensation, we may receive benefits from TD Ameritrade for research services that include reports, software, and institutional trading support.

In selecting a broker dealer based on discretionary authority, Pathways will endeavor to select those brokers or dealers that will provide the best services at the lowest commission rates possible. The reasonableness of commissions is based on several factors, including the broker's ability to provide professional services, competitive commission rates, volume discounts, execution price negotiations, the broker's reputation, experience and financial stability of the broker or dealer, and the quality of service rendered by the broker or dealer in other transactions.

Best execution is not measured solely by reference to commission rates. Paying a broker a higher commission rate than another broker might charge is permissible if the difference in cost is reasonably justified by the quality of the brokerage services offered. In addition, Pathways may cause the account to pay a higher commission in recognition of the value of “research services” and additional brokerage products and services a broker-dealer has provided or may be willing to provide.

Brokerage for Client Referrals

We do not receive Client referrals from broker-dealers and custodians in which we have an institutional advisory arrangement. Also, we do not receive other benefits from a broker-dealer in exchange for Client referrals.

Directed Brokerage

The client may direct brokerage to a specified broker/dealer other than the firm recommended by Pathways. In the event that a Client directs Pathways to use a particular broker/dealer, the firm may not be authorized under these circumstances to negotiate commissions and may not be able to obtain volume discounts or best execution. In addition, under these circumstances a disparity in commission charges may exist between the commissions charged to Clients who direct the Company to use a particular broker/dealer and those that don't.

Trade Aggregation

The aggregation or blocking of Client transactions allows an adviser to execute transactions in a more timely, equitable, and efficient manner and seeks to reduce overall commission charges to Clients. Because we manage Client's assets on an account by account basis, Pathways normally does not aggregate Client transactions. In the event aggregation does occur, Clients participating in any aggregated transactions would receive an average share price and transaction costs will be shared equally and on a pro-rata basis.

As a matter of policy, an adviser's allocation procedures must be fair and equitable to all Clients with no particular group or Client(s) being favored or disfavored over any other Clients. Pathways' policy prohibits any allocation of trades in a manner that Pathways' proprietary accounts, affiliated accounts, or any particular Client(s) or group of Clients receive more favorable treatment than other Client accounts. Clients participating in a block trade will receive a weighted-average allocation of the securities subject to the trade subsequently upon delivery of the securities. In the event that any block order is not completely filled, a weighted-average allocation will be made first to those Clients that were a part of the original order, then an allocation will subsequently be made to each Client that was not a part of the original order, and such allocation will be made on an equitable basis.

Review of Accounts - Item 13

Pathways monitors client accounts on a continuous basis and offers clients a formal account review at least annually. These reviews will consist of comparing account activity to the personal information collected on the account information form such as financial condition, investment objectives, and risk tolerance as well as trading frequency. The designated representative will review the following

documents related to Client accounts as applicable: daily blotters, new account applications, advisory agreements, daily money/asset movement, and suspicious activity. The designated representative will also review: accurate and proper recordation, risk tolerance, investment objectives, and trading in the Client's account. Special or in depth reviews of an account would take place should there be questions or concerns from a Client regarding activity or fees, issues with representative, or if the designated reviewer detects problematic activity. Brian Murphy and Blake Davelaar conduct all account reviews.

For Financial Planning Clients, Pathways reviews the Client's account in the initial preparation of a *WealthPath* and may review the Client's account during a *Separate Financial Planning Consultation*, but does **not** review those accounts again unless engaged for an *Annual Financial Plan Review*. Financial Planning Clients are encouraged to meet with Pathways at least once per year to review their account as a whole, ensuring that their financial plan aligns with their current financial condition, goals and objectives.

Clients will receive statements directly from their account custodian(s) on at least a quarterly basis. Additionally, Clients may receive other supporting reports from mutual funds, insurance companies, Broker/Dealers and others who are involved in the management of Clients' accounts.

Client Referrals and Other Compensation - Item 14

As disclosed under Item 12. above, Pathways participates in TD Ameritrade's institutional customer program and Pathways may recommend TD Ameritrade to Clients for custody and brokerage services. There is no direct link between Pathways' participation in the program and the investment advice it gives to its Clients, although Pathways receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors.

These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate Client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving Pathways participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to Client accounts); the ability to have advisory fees deducted directly from Client accounts; access to an electronic communications network for Client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to Pathways by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by Pathways' related persons.

Some of the products and services made available by TD Ameritrade through the program may benefit Pathways but may not benefit its Client accounts. These products or services may assist Pathways in managing and administering Client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help Pathways manage and further develop its business enterprise. The benefits received by Pathways or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to Clients, Pathways endeavors at all times to put the

interests of its Clients first. Clients should be aware, however, that the receipt of economic benefits by Pathways or its related persons in and of itself creates a potential conflict of interest and may indirectly influence the Pathways' choice of TD Ameritrade for custody and brokerage services.

Pathways and its related persons do not compensate, either directly or indirectly, any person or entity who is not our supervised person for client referrals.

Custody - Item 15

Pathways' utilizes qualified custodians for the custody of Client funds or securities. The qualified custodian will prepare and provide transaction confirmations and summary periodic statements to Clients. Should Pathways mail account information, copies of confirmations, or copies of statements to the Client, a disclosure stating that the Client should compare the information on the documents received from Pathways to the custodian provided statement or document must be included. We encourage Clients to immediately contact Pathways if any inaccurate information is found on a document sent by the custodian.

Investment Discretion - Item 16

Generally, Pathways offers Portfolio Management Services to on a discretionary basis. Clients must grant discretionary authority in the Client's investment advisory agreement. Discretionary authority extends to the type and amount of securities to be bought and sold and do not require advance Client approval. However, Pathways does not have the ability to withdraw funds or securities from the Client's account.

You may limit our discretionary authority if you wish by, for example, setting a limit on the type of securities that can be purchased for your account. Simply provide us with your restrictions or guidelines in writing. Please refer to the "Advisory Business" section in this Brochure for more information on our discretionary management services.

Voting Client Securities - Item 17

Proxy Voting

Pathways does not vote proxies. It is the client's responsibility to vote proxies. Clients will receive proxy materials directly from the custodian. Questions about proxies may be made via the contact information on the cover page.

Financial Information - Item 18

We are required in this Item to provide you with certain financial information or disclosures about Pathways', financial condition. Pathways does not require the prepayment of over \$500, six or more months in advance. Additionally, Pathways has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Requirements of State-Registered Advisers - Item 19

Principal Executive Officers and Management Persons

Brian Murphy

Year of Birth: 1957

Formal Education after High School:

- University of Arizona, BA, English, 1984

Business Background for the last 5 Years:

- Pathways Financial Partners, President, 6/98 to Present
- Sunbelt Securities, Registered Representative 1/11 to 7/11
- Evolve Securities, Registered Representative 9/06 to 12/10
- Mid Atlantic Capital Corp., Registered Representative 5/04 to 9/06
- London Pacific Advisors, Vice President Investment 6/98 to 5/04
- Piper Jaffray, Vice President Investment 6/96 to 6/98

Exams/Licenses:

- Series 7
- Series 63
- Series 65

Outside Business Activities

Brian Murphy serves as the Chairman of the Evolve Bank and Trust Investment Committee and assists Evolve Trust Company with creating and managing investment portfolios similar in design to those managed internally by Pathways on behalf of its own clients.

Mr. Murphy receives a monthly consulting fee for this activity. Mr. Murphy occasionally serves as a consultant to outside parties who specialize in forming and managing private equity investments.

Performance Based Fees

Our firm and our related persons do not accept performance based fees. Performance based fees are based on a share of capital gains on or capital appreciation of the client's assets.

Disciplinary Information

Our firm and our relater persons have not been involved in any reportable disciplinary events.

Other Relationships or Arrangements With Issuers of Securities

Our firm and our related persons do not have any relationships or arrangements with any issuer of securities.

Miscellaneous

Confidentiality

Pathways views protecting its customers' private information as a top priority and, pursuant to the requirements of the Gramm-Leach-Bliley Act, the firm has instituted policies and procedures to ensure that customer information is kept private and secure.

Pathways does not disclose any nonpublic personal information about its customers or former customers to any nonaffiliated third parties, except as permitted by law. In the course of servicing a client account, Pathways may share some information with its service providers, such as transfer agents, custodians, broker-dealers, accountants, and lawyers.

Pathways restricts internal access to nonpublic personal information about its clients to those employees who need to know that information in order to provide products or services to the client. Pathways maintains physical and procedural safeguards that comply with state and federal standards to guard a client's nonpublic personal information and ensure its integrity and confidentiality. As emphasized above, it has always been and will always be the firm's policy never to sell information about current or former customers or their accounts to anyone. It is also the firm's policy not to share information unless required to process a transaction, at the request of the client, or as required by law.

A copy of the firm's privacy policy notice will be provided to each client prior to, or contemporaneously with, the execution of the Advisory Agreement. If you have any questions on this policy, please contact Pathways at (520) 299-5875.

Trade Errors

In the event a trading error occurs in your account, our policy is to restore your account to the position it should have been in had the trading error not occurred. Depending on the circumstances, corrective actions may include canceling the trade, adjusting an allocation, and/or reimbursing the account. If a trade error results in a profit, such profit will be donated to Desert Christian Schools in Tucson, AZ.