



Form ADV PART 2A – FIRM BROCHURE

March 31, 2025

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This Brochure provides information about the qualifications and business practices of AlphaStar Capital Management, LLC. If you have any questions about the contents of this Brochure, please contact us at 855-340-2514 or compliance@alphastarc.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 AlphaStar Capital Management, LLC is available on the SEC's website at www.adviserinfo.sec.gov. AlphaStar Capital Management, LLC's CRD number is: 157423.

AlphaStar Capital Management, LLC is a registered investment adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

ITEM 2. MATERIAL CHANGES

Alphastar Capital Management, LLC (“Alphastar”) filed its last annual amendment with the SEC on April 2, 2024. Since our last annual amendment, we have updated this Brochure to address the following material change:

1. Items 12 and 14 have been updated to more fully disclose the economic benefits provided to Alphastar based on Alphastar’s relationship with Charles Schwab & Co. Inc. In addition to support products and services Schwab makes available to us and other independent investment advisers whose clients maintain their accounts at Schwab, Schwab has also agreed to pay for certain products and services for which we would otherwise have to pay.. In some cases, a recipient of such payments is an affiliate of ours or another party, which has some pecuniary, financial or other interests in us (or in which we have such an interest). These additional services are considered “soft dollar” benefits.

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ITEM 4. ADVISORY BUSINESS

A. Description of Advisory Firm

Alphastar Capital Management, LLC (“Alphastar”) is a privately held limited liability company organized in the state of North Carolina, which has provided investment advisory services since 2011. Alphastar’s Managing Partner is Brian K. Williams. No one individual or entity owns greater than 25% of Alphastar.

Alphastar primarily provides investment advisory services to clients through individuals associated with Alphastar as Investment Adviser Representatives (“IAR” or “Advisor”). Your communication regarding your account(s) with Alphastar will primarily be with your Advisor. Your Advisor is required by applicable law and our policies to obtain licenses to recommend specific investment products and services to you; they may transact business only in the state(s) in which they are appropriately qualified. For more information about your Advisor, please refer to their Brochure Supplement (Form ADV, Part 2B), which is a separate document that is provided to you by your Advisor along with this Brochure before or at the time you engage Alphastar and your Advisor. If you did not receive a Brochure or the Brochure Supplement from your Advisor, please contact Alphastar at compliance@alphastarcm.com.

Some Advisors have other business interests, as described in their Brochure Supplement and Form U4, and have established their own legal business entities, as an “outside business activity” (“OBA”). The OBA companies typically use trade names and logos for marketing purposes and may appear on marketing materials or client statements. Your Advisor conducts investment advisory and financial planning products and services through Alphastar. In contrast, other business lines, such as commission-based insurance services and products, brokerage, and tax planning services are provided through the Advisor’s OBA, which is unaffiliated with Alphastar. As such, these services and products are not part of the investment advisory or financial planning services provided by Alphastar and are not covered by the Investment Management Agreement (“IMA”) that you enter into with Alphastar. Please see Item 5.E., your Advisor’s Brochure Supplement and Form U4, and your IMA for additional information.

As used in this Brochure, the words “firm”, “Company”, “we”, “our” and “us” refer to Alphastar and its IARs and the words “you”, “your” and “client” refer to you as either a client or prospective client of our firm.

B. Description of Advisory Services

Alphastar offers investment advisory services to direct clients, subadvisory services to unaffiliated investment advisory (“UIA”) firms and their clients, pension and profit-sharing plans, financial planning, platform services for UIA firms and participant account management. Below are descriptions of each. A written agreement detailing the specific services we will provide to you and the fees you will be charged will be executed prior to the commencement of any financial planning and/or investment advisory services.

1. Investment Advisory Services to Direct Clients

Alphastar primarily offers investment advisory services on a discretionary basis, but may permit clients to have non-discretionary accounts. Our services are customized to your specific investment objectives and financial needs. Your Advisor will gather data from you and document your financial circumstances and objectives in order to determine the scope of services, the appropriate investment strategies and asset allocations that are intended to meet your financial objectives. You are encouraged to consult your own tax, legal and financial professionals before investing in any investment strategy. It remains your responsibility to promptly notify us if there is ever any change in your financial or other personal situation, tax status, or investment objectives.

After the scope of services has been determined with your Advisor, we will ask you to sign a Financial Planning Agreement or an IMA, as applicable, which specifies the services to be provided, including, among other things, whether your account is managed by Alphastar on a discretionary or non-discretionary basis. For “discretionary” services, you authorize Alphastar and your Advisor to buy, sell or hold investment positions or appoint one or more unaffiliated third-party subadvisers to manage all or a portion of your portfolio without obtaining your prior approval. In contrast, for “non-discretionary” services,

you authorize Alphastar and your Advisor to provide you with recommendations to buy, sell or hold investment positions, but you are required to approve the recommendations before initiating investment transactions in your account(s). With non-discretionary accounts, you are also free to reject any of the recommendations provided by Alphastar and your Advisor.

Your Advisor will select from predefined investment strategies (“Model Portfolios”) or create a custom investment strategy (“Non-Model Portfolios”) to manage your account(s) in a manner that is consistent with your investment objectives. A Model Portfolio is designed to achieve a specific investment objective and consists of several elements, including the investment strategy, asset class selection, asset class target allocation, and the selection of investment securities. If your account is invested using a Model Portfolio, your assets will be invested in a manner that is substantially identical to other clients investing in the same Model Portfolio.

The following contains an overview of the Model and Non-Model Portfolios offered by Alphastar. Your Advisor will inform you as to which specific investment strategies are intended for use in your account(s).

a. Model Portfolios

Alphastar uses Model Portfolios that are primarily invested in a combination of equities, exchange traded funds (“ETF”) and mutual funds to implement asset allocation strategies that are either strategic or tactical in nature. In a strategic Model Portfolio, Alphastar will invest your account using fixed asset allocation targets and periodically rebalance your account to maintain those targets. By comparison, investments in a tactical Model Portfolio are selected based on independent research that integrates evaluation of recent momentum and market fundamentals. Not all Model Portfolio strategies are available to all clients, and certain strategies are available only to certain clients who invested in such strategies prior to becoming clients of Alphastar (“Limited Offering Model Portfolios”). Your Advisor may also suggest a blended model approach (“Blended Model Strategy”) to you. Blended Model Strategy accounts are invested in a combination of Model Portfolios.

b. Non-Model Portfolios

i. *Individual Discretionary*

You may choose for your Advisor to create and manage an individual discretionary account based on a chosen strategy. An individual discretionary account may, subject to your investment objectives and qualifications, invest in any type of investment that Alphastar offers including one or more Model strategies, domestic and international equities, fixed income, real estate investment trusts, commodity and other alternative investment funds, structured notes and fee-based annuity insurance products. See Item 8, Methods of Analysis, Investment Strategies and Risk of Loss, for additional details about these investment types.

ii. *Individual Non-Discretionary*

You may choose for your Advisor to create a non-discretionary account based on a chosen strategy. This service is designed for certain clients who desire investment research and advice, while maintaining full investment authority to direct the individual investments made within their account. As noted above, non-discretionary services require Alphastar to receive your authorization prior to implementing any investment recommendation. If you select an individual non-discretionary account, you will retain discretion over all such implementation decisions, and you are free to accept or reject any recommendation from your Advisor and Alphastar.

c. Unmanaged Accounts

From time to time and at the request of a client, Alphastar may agree, in its sole discretion, to maintain on its systems and report on certain client account(s) on an unmanaged basis. This type of account is offered as an accommodation to our clients and is referred to as an “unmanaged account”. If you have one or more unmanaged accounts, you should understand that you will maintain full investment authority over the account. Alphastar does not provide any investment research or advice and must receive your

instruction and authorization prior to entering any client directed investment decision. Unmanaged accounts will not receive portfolio management services, investment monitoring, or investment recommendations or advice for investment holdings in the account. As a result, unmanaged accounts are not charged an advisory fee, but are subject to the Alphastar's administrative fee, and any other custodian transactional and other brokerage related fees (see Item 5, Fees and Compensation).

d. Use of Subadvisers

Alphastar at times appoints an independent third-party manager ("Subadviser") to actively manage one or more portfolios on behalf of its clients. Alphastar evaluates various information about the Subadvisers and the strategies they offer to clients. To the extent possible, Alphastar takes into consideration the Subadviser's investment strategies, management style, past performance returns, reputation, financial strength, reporting, pricing, and research capabilities, among other factors. The specific terms and conditions under which a Subadviser is engaged are typically set forth in a separate written agreement between the designated Subadviser and Alphastar. Depending on Alphastar's arrangement with a particular Subadviser, the Subadviser will, among other things, (i) send signals to Alphastar regarding trades to make for a particular Model or Non-Model Portfolio, (ii) exercise trading authority with respect to a Model or Non-Model Portfolio, and/or (iii) provide investment research, market commentary, notes and reports. Each Subadviser maintains its own firm Brochure (Form ADV Part 2A) and Client Relationship Summary (Form CRS), which disclose important information about the Subadviser's firm, its services, and conflicts of interest. When a Subadviser is engaged to provide services to your account(s) (whether in a Model or a Non-Model Portfolio), you will grant us the authority in the IMA to receive, on your behalf, each Subadviser's Form ADV Part 2A. However, you can revoke this authority at any time by providing us written notice. We will also provide you a copy of any Subadviser's Brochure at no charge upon your written request. Additionally, information on each Subadviser is available on the SEC's website at www.adviserinfo.sec.gov. We encourage you to carefully review each Subadviser's Brochure for additional information regarding the Subadviser's investment strategies, processes and associated risks that impact your accounts.

e. Use of Underlying Funds

Model and Non-Model Portfolios will invest in individual equities, ETFs, mutual funds, or other comingled investment vehicles managed by other unaffiliated investment advisers ("Underlying Funds"). Alphastar, your Advisor and any applicable Subadviser do not have control of, or discretion, with respect to the management of such Underlying Funds, and you should refer to the prospectus or other offering material of such Underlying Funds for discussion of the investment strategies employed therein, the risks associated with those strategies, and the fees charged by the Underlying Funds.

f. Participant Account Management

We provide discretionary and non-discretionary investment advisory services for Clients with retirement accounts not directly held with one of our qualified custodians, such as defined contribution plan participant accounts. For discretionary accounts, we regularly review the available investment options in these accounts, monitor them, and rebalance and implement our strategies in the same way we do other accounts, though using different tools as necessary. We use a third-party platform to facilitate management of these accounts. We are not affiliated with the platform and receive no compensation from them for using their platform. As these accounts are held away from our qualified custodians, you must authorize us and connect your accounts to the third-party platform before your Advisor is able to review, advise and/or rebalance your holdings.

2. Subadvisory Services

Alphastar provides subadvisory services to UIA firms. When acting as a subadviser, we employ the same general investment philosophy and investment strategies that we employ for our investment advisory clients (see Item 8, Methods of Analysis, Investment Strategies and Risk of Loss). Alphastar's subadvisory services typically include portfolio management, as well as platform services such as trading, billing and debiting of fees from client accounts on behalf of the UIA firm. Alphastar provides subadvisory services pursuant to a written agreement with each UIA detailing the specific services we provide to the

UIA, and the fees charged to the UIA for such services, among other things. Alphastar does not directly engage or enter into an Investment Management Agreement with any of the UIA's clients. Management and service of subadvised client accounts, including resolution of billing related matters, remains the responsibility of the UIA firm as the primary adviser.

3. Pension and Profit-Sharing Plan Consulting Services

Alphastar provides pension and profit-sharing plan consulting services to pensions, profit-sharing and 401(k), 403(b), and other retirement plans. In general, our services include an existing plan review and analysis, plan-level advice regarding fund selection and investment options, education services to plan participants, investment performance monitoring, and ongoing consulting. The actual services provided will vary by client based upon the qualified third-party administrator ("TPA"), plan custodian, and investment selections available under each plan. As our client, you will select the custodian and qualified TPA and complete our ERISA IMA, custodian applications, and any other forms required by the TPA, if one is appointed.

If selected to serve as the 3(38) Investment Fiduciary for ERISA purposes, we will select your investments and manage the plan assets on a discretionary basis. Portfolios will be constructed based on the investment lineup available within the company sponsored plan. Portfolios offered to plan participants include asset allocation strategies that invest in mutual funds, ETFs and ETNs. Plan participants have the option to select from the portfolios provided or create their own custom portfolio from the investment lineup offered. Alphastar may use subadvisers to manage the plan, and in these instances, you should receive a copy of each subadviser's Form ADV Brochure from the subadviser. A description of Alphastar's use and review of subadvisers is provided above.

If selected as a 3(21) fiduciary for ERISA purposes, we typically serve in a co-fiduciary capacity in making investment recommendations to the plan sponsor or trustee, but we do not have the discretionary authority to unilaterally make investment decisions on behalf of the Plan. We may also provide services such as education and enrollment assistance to plan participants on behalf of the plan.

4. Financial Planning

Alphastar's financial planning services are customizable depending on your needs and generally address any or all of the following areas: personal budgeting, cash flow analysis, income tax and spending analysis, asset allocation, investment consulting regarding investments maintained outside of Alphastar, retirement planning, insurance planning, income tax planning, and estate planning. Prior to engaging us to provide planning services, you will be required to enter into a Financial Planning Agreement with us setting forth the terms and conditions of the engagement.

Financial planning generally consists of a comprehensive evaluation of your present and future financial state by using current variables to predict estimated future cash flows, asset values and cash withdrawal plans. Your Advisor typically gathers information about your financial status, tax status, future goals, return objectives and attitudes towards risk through in-depth interviews with you. Your Advisor then provides advice to you based on that information, which may include a detailed financial plan designed to assist you in pursuit of your financial goals and objectives. In performing these services, we are not required to verify any information received from you or your other professionals (e.g., attorneys, accountants, etc.) and we are expressly authorized to rely on such information.

You retain absolute discretion over all financial planning decisions and are free to accept or reject any recommendation from your Advisor and Alphastar. Should you choose to implement the recommendations contained in the plan, we suggest that you work closely with your attorney, accountant, insurance agent, and/or other financial professionals. Upon request, we will recommend the services of other professionals for purposes of implementing our financial planning or consulting advice. You are under no obligation to engage the services of any such recommended professional.

5. Referral Services for Unaffiliated Investment Advisers

From time to time, Alphastar and its IARs may act as referral agents or "promoters" on behalf of UIAs

pursuant to one or more referral agreements. In such cases, we provide the referred client with a disclosure statement regarding the role of Alphastar and the IAR as a promoter, as well as related referral fees and conflicts of interest. See Item 10, Other Financial Industry Activities and Affiliations, for additional details.

6. IRA Rollover Considerations

As part of our investment advisory services to you, your Advisor may recommend that you withdraw the assets from your employer's retirement plan and roll the assets over to an individual retirement account ("IRA") that we will manage on your behalf. If you elect to roll the assets to an IRA that is subject to our management, we will charge you an asset-based fee as set forth in an IMA with respect to such IRA. This practice presents a conflict of interest because your Advisor has an incentive to recommend a rollover to you for the purpose of generating fee-based compensation rather than solely based on your needs. You are under no obligation, contractually or otherwise, to complete the rollover. Moreover, if you do complete the rollover, you are under no obligation to have the assets in an IRA managed by us.

It is important you understand the differences between these types of accounts and to decide whether a rollover is best for you. Prior to proceeding, if you have questions, contact your Advisor or call our main number as listed on the cover page of this Brochure. All of our Advisors must act in accordance with their fiduciary duties, and information regarding IRA consideration information will be made available to them by Alphastar. We also encourage clients to consult a financial professional or tax advisor prior to making any decisions regarding your retirement plan, including rollovers to IRAs.

For purposes of compliance with the Department of Labor's Prohibited Transaction Exemption 2020-02 regarding rollovers of securities ("PTE 2020-02"), where applicable, we provide the following acknowledgement to you.

Alphastar and its representatives are fiduciaries under the Investment Advisers Act of 1940, as amended ("Advisers Act"). When providing investment advice to a client or prospective client regarding a retirement plan or individual retirement account, we are also considered fiduciaries under Title I of the Employee Retirement Income Security Act (ERISA) and the Internal Revenue Code (IRC), as applicable. The way we make money creates a conflict of interest, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Under this special rule's provisions, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Provide you with basic information about conflicts of interest.

The compensation we receive for our services must be reasonable. Reasonable means the compensation cannot be excessive, but does not mandate that compensation be the lowest possible. Compensation must be judged in the context of the services provided; therefore, higher compensation may be reasonable for more comprehensive and detailed services. Whether or not compensation is reasonable depends on how it compares to alternatives. We encourage you to discuss with your Advisor how the compensation for a proposed rollover recommendation is reasonable in light of the proposed services and alternatives.

7. Platform Services

Alphastar provides trading and client account management platform services to UIAs pursuant to a written agreement with the UIA detailing the specific services we will provide and fees the UIAs will be charged for such services, among other things. Alphastar does not directly engage or enter into an

Investment Management Agreement with any of the UIA's clients. Management and service of the UIA client accounts, including resolution of billing related matters, remains the responsibility of the UIA.

C. Client Imposed Restrictions

Alphastar's advisory services are provided based on your individual needs and your Advisor will provide you with the opportunity to impose reasonable restrictions on the management of your account(s). You are advised to promptly notify your Advisor if there are changes to your financial situation or investment objectives or any such restrictions. Please note, however, that while you may impose reasonable restrictions on your Account(s), you may not limit our discretionary authority with respect to Model Portfolios (for example, limiting the types of securities that can be purchased or sold within the Model Portfolio.)

D. Wrap Fee Programs

Alphastar does not participate in any wrap fee programs.

E. Amounts Under Management

As of December 31, 2024, Alphastar managed \$ 1,841,154,148 in client assets on a discretionary basis.

As of December 31, 2024, Alphastar managed \$11,367,549 in client assets on a non-discretionary basis.

ITEM 5. FEES AND COMPENSATION

A. General Description, Fee Schedules, Methods of Calculation

This section provides information regarding the fees and compensation we receive for our services ("Advisory Fees"). We reserve the right to negotiate our fees with clients and charge a different fee than the fees described below. Our fees may be higher than the fees charged by other investment advisers offering similar services and you may pay more or less than other clients invested in similar strategies with other investment advisers. Your Advisor will negotiate your specific fee schedule and related terms will be stated in your IMA, as amended from time to time.

1. Fee Schedules – Investment Advisory Services

Direct Clients	2.25% per annum (maximum annual rate)
Pension and Profit-Sharing Clients	2.25% per annum (maximum annual rate) * Negotiable – Plan Setup Fee
Subadvisory Services	Negotiable

** Advisory Fees for our pension and profit-sharing plan consulting clients are based on a percentage of the plan level assets, regardless of investment selection by the plan participants.*

2. Methods of Calculation – Investment Advisory Services

Advisory Fees are typically based on the amount of assets under Alphastar's management, including cash and cash equivalents. We rely on the valuations provided by your qualified custodian when calculating your Advisory Fee. Alphastar does not independently value the securities held in your account(s).

Advisory Fees are billed in arrears (at the end of the billing period) on a monthly or quarterly basis, at the discretion of the Advisor. Advisory Fees are typically calculated based on the average daily market value of the assets we manage in your account(s) for the current billing period. This average daily market value is then multiplied by the annual rate stated in your IMA. The resulting amount is divided by the number of days in the given year and multiplied by the number of days funded in the billing period to determine your monthly or quarterly fee due. Advisory Fees are pro-rated for partial periods of management if you open

your account during the month or quarter; or if you terminate your IMA during the month or quarter. You may terminate your IMA without fees or penalty within five (5) business days of signing the agreement. Thereafter, your Advisory Fees will be prorated for the number of elapsed days of the billing period before termination.

Your Advisor is permitted to set fees within ranges provided by Alphastar. Advisory Fees vary as a result of negotiations, discussions and factors that include, but are not limited to, the particular circumstances of the client, the size and scope of the overall client relationship, client investment strategy, account servicing requirements, or as may be otherwise agreed with specific clients. If you have multiple advisory accounts, you may be able to aggregate the total value of accounts managed by Alphastar in order to receive a reduced fee schedule. Your Advisor may also implement a tiered fee schedule where the rates charged on your assets under Alphastar’s management can vary by the amount of assets under our management. Importantly, your Advisor will negotiate your specific fee terms, which will be stated in your IMA, as amended from time to time. Given the customized nature of our Subadvisory services, we will also negotiate these services directly with each UIA on a case-by-case basis.

Please refer to your IMA, ERISA Agreement, Subadvisory Agreement or other fee agreement for the specific Advisory Fee charged to your account(s).

3. Fee Schedules and Methods of Calculation – Financial Planning Services

Fixed Fees	The Alphastar fee for creating a client financial plan will vary based on the complexity of the plan, taking into account your specific needs and the sophistication of the individual plan. Fixed fees are payable and due upon signing the Financial Planning Agreement, unless otherwise agreed upon with your Advisor. The payment schedule will be stated in your Financial Planning Agreement, as amended from time to time.
Subscription Fee	Monthly, quarterly or annual subscription fees may be negotiated to allow for ongoing financial planning and consulting services. The payment schedule and terms will be stated in your Financial Planning Agreement, as amended from time to time.
Hourly Fees	Hourly fees are negotiable and based on the complexity of the client’s needs and in consideration of the services provided. At the request of the client, an estimate of the total time/cost will be determined at the start of the relationship and payment for the estimated hourly fees is due upon signing the Financial Planning Agreement, unless otherwise agreed upon with your Advisor. This is an estimate only, and the client is responsible for paying the full fee for the total number of hours required to complete the service. The payment schedule will be stated in your Financial Planning Agreement, as amended from time to time.
Retainer Fees	Retainer based fees will vary depending on the specific services and the complexity of the plan. The payment schedule and terms will be stated in your Financial Planning Agreement, as amended from time to time.

B. Direct Fee Debit

Clients typically authorize Alphastar to debit the Advisory Fees and account administrative fees from the clients' account(s), which are held at a qualified custodian. (See Item 5.C.3. for a description of account administrative fees) If you authorize Alphastar to debit fees from your account(s), the qualified custodian will send you a statement of your account transactions not less than quarterly. These statements will detail all account transactions, including any amounts paid to Alphastar. Depending on the specific client arrangement, Alphastar will calculate and deduct Advisory Fees directly through the custodian or via other platforms. From time to time, Alphastar will accommodate clients who prefer to pay Advisory Fees by check, rather than direct debit. In such cases, Alphastar will present an invoice to the client each billing period.

C. Additional Fees and Expenses

In addition to the Advisory Fees described above, clients are subject to other fees and expenses in connection with our investment management services and your accounts held at the qualified custodians. Many of these fees and expenses, which are generally paid out of your account(s), are imposed by your broker-dealer or custodian through whom your account transactions are executed. You should review your broker-dealer or custodian agreement for additional information on their fees and expenses. If the fund or ETF imposes sales charges, you will also pay an initial or deferred sales charge. The offering memorandum, subscription agreement or other governing document of each registered and unregistered investment fund sets forth the applicable fees and expenses.

- 1. Transaction Charges.** Your custodian will charge certain brokerage commissions, taxes, charges, and other costs related to the purchase and sale of securities for your account. Alphastar does not receive any portion of these fees. Certain brokerage entities may provide discounted brokerage arrangements to particular IARs. When available and applicable to your account(s), these discounts will be shared with you. See Item 12, Brokerage Practices, for additional information on brokerage practices.
- 2. Custody and Other Fees.** Your account will also incur charges imposed by custodians, brokers and other third parties as applicable, including custodial fees on IRA accounts, account opening and closing fees, transfer of asset fee, asset holding fee, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. If you choose to transfer all of the funds out of your account for any purpose, the account will no longer be managed by Alphastar and is subject to account closing fees imposed by the custodian. We do not receive any portion of these fees.
- 3. Account Administrative Fee.** Accounts are subject to an annual administrative fee of up to \$50 per account. This fee is payable to Alphastar either monthly, quarterly or annually in arrears. If your account closes during the billing period, we will debit a pro-rated, unbilled portion of the annual administrative fee prior to the account closing. Alphastar reserves the right to waive the account administrative fee in its sole discretion. Please reference your IMA or ERISA Agreement for the administrative fees charged to your account.
- 4. Mutual Fund Share Classes.** Mutual funds are sold with different share classes, which carry different cost structures. Each available share class is described in the mutual fund's prospectus. When Alphastar purchases or recommends the purchase of mutual funds for a client, Alphastar endeavors to select the share class that is deemed to be in your best interest, taking into consideration cost, tax implications, and other factors. Alphastar also reviews the mutual funds held in client accounts ("existing holdings") at the time an account comes under our management, to determine whether a more beneficial share class is available considering cost, tax implications, and the impact of contingent deferred sales charges. In some cases, Alphastar will reallocate existing holdings, or recommend the reallocation of existing holdings, to more advantageous share classes. If you choose to maintain existing holdings and not reallocate existing holdings, you may be subject to a higher cost structure than you would otherwise be subject to with mutual funds we recommend to you.

5. **Delaware Statutory Trusts.** As part of our investment advisory services to you, your IAR may recommend that you purchase a private placement, such as a Fund of Funds or Delaware Statutory Trust (each a “Private Placement”). These Private Placements consist of underlying holdings, which Alphastar does not manage.. The fees you pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by the Private Placement (described in each offering memorandum) to the investor. These fees generally include a management fee and other product specific expenses set forth in each offering memorandum. The private placement may include restrictions for early surrender or withdrawal, and the client should review the terms and conditions of the subscription agreement and offering memorandum carefully.
6. **Fee-Based Annuities.** Your IAR may also recommend that you purchase a Fee-Based Annuity or “FBA”. Alphastar does not manage the investments within the FBA product. The fees that you pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by the FBA (which are described in each annuity contract). These fees will generally include a management fee and other product specific expenses set forth by the issuing insurance company. The contract may include charges for early surrender or withdrawal, and you should review the terms and conditions of the annuity contract carefully. You are under no obligation to accept the recommendation of your IAR or, if you do accept it, to purchase the FBA through your IAR.

D. Advance Payment of Advisory Fees

Alphastar does not charge Advisory Fees in advance.

E. Conflicts of Interest Regarding Additional Compensation for the Sale of Other Investment Products and Management of Securities

1. Compensation for the Referral Services

As noted above, from time to time, Alphastar and its IARs act as referral agents or “promoter” on behalf of UIAs pursuant to one or more referral agreements. In such cases, and on a fully disclosed basis, Alphastar will receive a referral fee that is based on a portion of the relevant advisory fee the UIA receives from their clients. The amount of this referral fee is negotiable and varies with each arrangement. This promoter arrangement presents a conflict of interest because Alphastar and its IARs have an incentive to recommend products and services offered by the UIAs. We address this conflict of interest by disclosing the relationship and fees to clients, and by adhering to our fiduciary duties and acting in the best interest of those we advise. See Item 10, Other Financial Industry Activities and Affiliations, for additional details.

2. Compensation for Sale of Commission-Based Insurance Products

As noted in Item 4.A, IARs are permitted to engage in certain approved OBAs. Most of our IARs are also licensed as insurance agents under applicable state law if the IAR recommends that clients purchase commission-based fixed annuities or fixed index annuities (collectively, “Fixed Annuities”), life insurance and/or long-term care products (collectively, “Fixed Insurance Products”). In making recommendations of Fixed Insurance Products, your IAR is participating in an OBA and is acting in the capacity of an insurance agent, not as an IAR.

Alphastar is not involved in the offer, recommendation or sale of commission-based Fixed Insurance Products. Alphastar does not manage commission-based Fixed Insurance Products, and neither IARs nor Alphastar collect Advisory Fees. All Fixed Insurance Products are issued by licensed insurance carriers. Alphastar is not affiliated with these insurance carriers. You are under no obligation to accept the recommendation of your IAR or, if you do accept it, to purchase the recommended Fixed Insurance Product through your IAR.

You will enter into a separate contract with the insurance carrier to purchase a Fixed Insurance Product. The contract contains important terms and conditions of the Fixed Insurance Product, including the product specific fees and expenses and any charges for early surrender or withdrawal. You should carefully review the terms and conditions of the Fixed Insurance Product contract and discuss any

questions with your insurance agent.

In their capacities as insurance agents, IARs receive commissions and other cash and non-cash compensation for the sale of Fixed Insurance Products to clients. Commissions are paid to the IARs by the insurance carriers based on a percentage of each product sold. Unlike Alphastar's annualized asset-based Advisory Fees, commissions are typically (i) paid upfront at the point of sale of the Fixed Insurance Product, (ii) not subject to the fluctuations of the securities markets, and (iii) may continue to be paid if a client subsequently terminates the relationship with the IAR after purchasing the Fixed Insurance Product, subject to the terms and conditions of the product. Depending on how long your advisory account is managed by your IAR and Alphastar, the commissions from the sale of a Fixed Insurance Products could be higher than the Advisory Fees earned by the IAR and Alphastar for managing your advisory account, or the Advisory Fees could be higher than the commissions earned from the sale of Fixed Insurance Products. Unlike Advisory Fees, however, commissions are not taken out of the account and do not impact your account value.

In addition to commissions paid by insurance carriers, insurance agents often use the services of one or more insurance marketing organizations and wholesalers ("IMOs") to facilitate their insurance business. Alphastar is under common control with Financial Independence Group, Inc. ("FIG"), an IMO to a variety of insurance carriers. Many of our IARs facilitate their insurance business using FIG or another IMO.

Whether your IAR uses FIG or an unaffiliated IMO, your IAR is eligible to receive additional cash and non-cash compensation for selling Fixed Insurance Products to you that is separate and independent of the compensation Alphastar and its IARs receive for providing advisory services. The types of additional compensation and other benefits IARs are eligible to receive from insurance carriers, FIG and other IMOs, and product development companies for selling Fixed Insurance Products to you include some or all of the following types of cash and non-cash compensation:

- a. IMOs also receive commissions and other compensation from the insurance carriers based on a percentage of each Fixed Insurance Product sold (called an "override"), and an IMO may share a portion of the "override" with IARs (acting in their capacity as insurance agents) that use their services, which is typically based on the total production value of products sold;
- b. Earned and/or advanced marketing reimbursement and business development credits. These credits can be used by your IAR (acting in the capacity of an insurance agent) for a variety of services paid for by the IMO, such as designing, developing and maintaining websites, developing marketing strategies, assisting with newspaper articles and radio shows, and creating brochures, social media advertising and other marketing materials;
- c. Paid travel expenses, which include lodging, food and other related expenses for IMO, insurance carrier or product development company sponsored events for its agents (including but not limited to training seminars and top producer events);
- d. Personal loans in the form of a non-forgivable or forgivable note, which the IMO typically forgives based on total production value of products sold and/or other contingencies being met; and
- e. Other types of supplemental deferred compensation based on total production value of products sold.

The commissions and other cash and non-cash compensation received by IARs, acting in their capacity as insurance agents, are in addition to the Advisory Fees received by the IARs and Alphastar. This presents a conflict of interest because it incentivizes the IAR to sell Fixed Insurance Products to you in addition to advisory services and use the services of FIG or another IMO in connection with the sales. In addition, it provides an incentive to the IAR to forego providing you with advisory services or recommending the purchase of commission-based Fixed Insurance products if the total compensation for one type of product would be greater than the total compensation for the other type of product. We address conflicts of interest as they pertain to the IARs by disclosing such relationships here, on individual IAR Form ADV Part 2B Brochure Supplements, and in connection with the opening of advisory accounts. In addition, IARs are required to act in a client's best interest in recommending both securities and Fixed Insurance Products under applicable law. See Item 10, Other Financial Industry Activities and Affiliations, for additional disclosures related to conflicts of interest.

Alphastar also receives promotional benefits from certain insurance companies in connection with Alphastar-sponsored events. Such benefits are not contingent on Alphastar client investment in any products or related services offered by such insurance companies. Further, you are not obligated, contractually or otherwise, to purchase the products or services of any insurance-related company recommended to you by your IAR.

3. Additional IAR Compensation for Total Assets Under Management with Alphastar

As discussed in Item 5.A., the total Advisory Fee you pay to Alphastar and your IAR is set forth in your IMA, as amended from time to time. Alphastar and your IAR each receive a portion of the total Advisory Fee. Alphastar has established certain internal asset aggregation levels (“thresholds”) to provide an opportunity for our IARs to increase their portion of compensation by sharing a portion of Alphastar’s Advisory Fee with the IAR. These thresholds delineate certain levels of assets under management with corresponding percentages of IAR compensation and are based on the aggregate assets under management for all client accounts assigned to the IAR, including your assets. Although your IAR at his/her discretion may pass these savings to you, this practice creates a conflict of interest since the IAR has an incentive in meeting and maintaining these internal thresholds in order to receive an increase in their portion of the compensation. However, the fact that Alphastar may share a portion of its Advisory Fee with your IAR will not result in an increase in your total Advisory Fee outlined in the IMA (as amended from time to time). To mitigate this conflict, we provide this disclosure to each of our clients in this Form ADV Part 2A and on individual IAR Form ADV Part 2B Brochure Supplements. In addition, we require that all IAR Fee Payouts are reviewed by a member of Alphastar’s Finance & Accounting Department on at least a quarterly basis.

ITEM 6. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Alphastar does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

ITEM 7. TYPES OF CLIENTS

Alphastar provides services to a variety of clients, which include from time to time: individuals, high net-worth individuals, trusts, estates, small corporations and other business entities, pension and profit-sharing plans, and other investment advisers.

We generally require an account minimum of \$10,000 for advisory services clients but may, in our sole discretion, accept accounts below this minimum. Additionally, certain Model Portfolios may require a higher minimum account size.

Certain Underlying Funds have initial or subsequent investment minimum requirements or investor sophistication criteria. Please refer to the prospectus or offering documents for the Underlying Fund for any such minimum requirements or criteria.

ITEM 8 METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

A. Methods of Analysis & Investment Strategies

Regardless of the methods of analysis and investment strategies that we use, it is important for you to know that investing in securities involves risk of loss that you should be prepared to bear.

Alphastar employs the following methods of analysis when making investment decisions:

- 1. Fundamental Analysis.** Involves analyzing individual companies and their industry groups, such as a company’s financial statements, details regarding the company’s product line, the experience and expertise of the company’s management, and the outlook for the company’s industry. The resulting data is used to estimate the “true” value of the company’s stock compared to the current market value. Fundamental analysis may also be applied to asset classes, industry

sectors or economic regions.

- 2. Technical Analysis.** Involves studying past price patterns and trends in the financial markets to predict the direction of both the overall market and specific securities.
- 3. Quantitative Analysis.** Refers to economic, business or financial analysis that aims to understand or predict behavior or events through the use of mathematical measurements and calculations, statistical modeling and research of the financial markets, by means of complex mathematical and statistical modeling of both the overall market and specific securities.

Your account will be invested in accordance with your investment objectives. Some investment strategies may focus investments on a particular asset class, while others may seek to allocate to a mix of equity, fixed income, alternative assets and cash. The investment strategies Alphastar offers to clients through Model Portfolios, Blended Model Strategies and Non-Model Portfolios include strategic and tactical investment approaches.

- 1. Strategic Approach.** For Alphastar strategies using a strategic approach, we will typically set target or fixed asset allocations and then periodically rebalance the portfolio back to those targets as investment returns skew the original asset allocation percentages. Strategic portfolios may be active, in which the buy and sell decisions are based primarily upon fundamental analysis, or they may use a passive approach to security selection commonly known as indexing.
- 2. Tactical Approach.** Alphastar's tactical approach to investing is mathematically based and combines trend identification of markets and asset class performance analysis. We employ a range of processes to dynamically adjust the securities and asset class exposure of a portfolio in an attempt to optimize the portfolio by adapting to changing market conditions. Alphastar uses this approach to build a portfolio based on our proprietary skills, algorithms, research and overall investment philosophy.
- 3. Other Types of Investments.** When your Advisor believes it to be suitable for you, your Advisor may recommend other investment strategies or security types for your account(s). In accordance with the terms of your IMA or ERISA Agreement, Alphastar may provide these strategies to your account directly or may engage a Subadviser as described in Item 4.

Alphastar subscribes to and uses third-party investment research for construction of portfolios and may use other sources of information such as, but not limited to, subscription services, financial news and magazines, research materials prepared by others, corporate rating services, annual reports and prospectuses, other filings with the Securities and Exchange Commission, and company press releases.

As discussed in Item 4, Alphastar also engages Subadvisers to provide services with respect to certain portfolios. Please refer to each Subadviser's Brochure for information regarding the investment strategies and methods of analysis employed by the Subadviser.

B. Material Risks – Methods of Analysis & Investment Strategies

It is not possible to identify all of the risks associated with investing, and this section does not attempt to discuss all risks that may affect your investments with Alphastar. Rather, this section discusses certain material risks of Alphastar's investment activities. Different risks will impact different investment strategies to different degrees, and the degree to which a particular risk is applicable to you will depend on a variety of factors, including which investment strategy(ies) are employed with respect to your account and your investment guidelines.

With regard to subadvised Model Portfolios, please refer to the Subadviser Brochures for information regarding the risks applicable to the investment strategies and methods of analysis employed by the Subadvisers. For more information on the risks applicable to a particular Underlying Fund, please consult such Underlying Fund's prospectus.

- 1. Asset Class Allocation.** Many Model Portfolios use asset allocation strategies, and such Model

Portfolios' performance will be dependent on Alphastar, the Subadviser or the IAR's ability to allocate and reallocate the assets in response to market or other changes. Asset allocation may not achieve its intended results.

2. **Catastrophic Event Risk.** The value of securities may decline as a result of various catastrophic events, such as pandemics, natural disasters, and terrorism. Losses resulting from these catastrophic events can be substantial and could have a material adverse effect on Alphastar's business and client accounts.
3. **Concentration.** Client accounts will be diversified to different degrees. To the extent that a client invests a significant portion of assets in a single investment strategy, Underlying Fund or asset class, it will be particularly sensitive to the risks associated with concentration.
4. **Cybersecurity.** With the increasing use of and reliance on technology, cybersecurity risks are increasing. Alphastar, the Subadvisers, the IARs, and the issuers of the securities and other investments in which clients are invested are subject to risks relating to data breaches, data corruption and other unauthorized access, which may cause an entity to lose operational functionality. Successful cyber-attacks or other cyber-failures or events affecting Alphastar or its service providers may adversely impact Alphastar and its clients. Additionally, a cybersecurity breach could affect the issuers in which clients invest, which may cause client investments to lose value.
5. **Leverage.** Leveraged products are generally considered riskier than non-leveraged products. When using a leveraged product, you are taking on additional risk in order to have the opportunity to make more profit. While returns can increase in multiples for products that use leverage or borrowed dollars, there is also a risk that this leverage creates magnified capital losses including the loss of your entire principal. Leveraged products also carry high internal expense ratios. When held for longer than a few days, this cost can significantly affect returns. These internal expenses can decrease a fund's return when the fund earns a lesser return on the investment than the cost of the leverage.
6. **Liquidity Risk.** Strategies will be invested in securities of varying liquidity, which will cause certain strategies to be more liquid than others. Additionally, investments may be illiquid at the time of purchase or liquid at the time of purchase and subsequently become illiquid due to, among other things, events relating to the issuer of the securities, market events, operational issues, economic conditions, investor perceptions or lack of market participants. Liquidity risk also refers to the risk that an Underlying Fund is unable to pay redemption proceeds within the allowable time period because of unusual market conditions, unusually high volume of redemptions, or other reasons. To meet redemption requests or to raise cash to pursue other investment opportunities, an Underlying Fund may be forced to sell securities at an unfavorable time or under unfavorable conditions, which may adversely affect the Underlying Fund.
7. **Market Risk.** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. The value of a portfolio may fluctuate or decline because of changes in the markets in which the portfolio is invested, which could cause the portfolio to underperform other funds with similar objectives. Security markets are volatile and may decline significantly in response to adverse issuer, regulatory, political, or economic developments. For example, political, economic, and social conditions may trigger market events.
8. **Modern Portfolio Theory.** Certain Model Portfolios employ Modern Portfolio Theory ("MPT") in their investment strategies. A primary risk inherent in using MPT metrics is that these measures are necessarily based on historical returns. If a material shift in relationships among the various asset classes or other inputs should occur, historical data will no longer accurately represent what can be expected going forward. Additionally, MPT metrics require accurate data, and will be compromised by any inaccuracies in the input information. Regression analysis and Monte Carlo simulations both use the same historical data as is used in the calculation of MPT metrics and are therefore open to the same issues. Alphastar does not make predictions about future returns and therefore generally does not use "forward-looking" forecasts as inputs for its analyses.

- 9. Passive Investment Management.** Certain client accounts will be invested in passively-managed funds. There are inherent risks in passive or “enhanced passive” type funds to implement a strategy. These passive investment management risks include the risk of the manager not capturing the desired asset class, as well as the risk that the client’s return will suffer from any market risk. Passive management implies that no attempt is made to “shield” the investor from down markets by selling out of investments.
- 10. Quantitative Strategies.** Quantitative strategies largely rely on technology and mathematical modeling. Any errors in the technology or model used may adversely affect an account’s performance. Securities identified using quantitative analysis can perform differently from the market as a whole as a result of the factors used and the weight given thereto. The factors used in quantitative analysis and the weights placed on those factors may not predict a security exposure’s value, and the effectiveness of the factors can change over time. The implementation of quantitative strategies also requires some level of human discretion and are subject to human error.
- 11. Subadvisers.** As stated above, Alphastar may select or recommend certain Subadvisers to manage all or a portion of your account(s). In these situations, Alphastar conducts ongoing due diligence of such Subadvisers, but these selections or recommendations rely to a great extent on the Subadvisers’ ability to successfully implement their investment strategies. In addition, Alphastar generally will not have the ability to supervise the Subadvisers on a day-to-day basis. As a result, there can be no assurance that every investment manager will invest on the basis expected by Alphastar or your Advisor. Furthermore, because Alphastar will have no control over any Subadviser’s day-to-day operations, clients may experience losses due to the fraud, poor risk management, or recklessness of the Subadvisers.

C. Material Risks – Primary Security Types

This section provides an overview of material risks that are applicable to investments in certain securities. The risks of owning Underlying Funds reflect the risks of their underlying securities (e.g., alternative investments, stocks, bonds, etc.). The risks discussed below may also have a negative impact on the securities in which the Underlying Funds are invested, and therefore on your investment in the Underlying Funds. The extent to which your account is subject to the below risks will depend in part on the composition of the investments in your account.

- 1. Asset-Backed Securities.** Investments in asset-backed and mortgage-backed securities include additional risks such as credit risk, prepayment risk, possible illiquidity and default, as well as increased susceptibility to adverse economic developments.
- 2. Commodities.** Commodity-linked investments are subject to the risks of the underlying commodity, which commodities are often volatile and subject to heightened risks that includes risks concerning market, political, regulatory, and natural condition impacts and may not be suitable for all investors.
- 3. Equities.** Common stocks are susceptible to general stock market fluctuations and to volatile increases or decreases in value as market confidence in and perceptions of the company who issued the stock change. If an investor held common stock, or common stock equivalents, of any given company, they would generally be exposed to greater risk than if they held preferred stock or debt obligations of the company. Like stocks, mutual funds are also considered equities, and are susceptible to market volatility risks. Additionally, mutual funds are exposed to management risk. Management risk is the possibility that the fund manager of the fund will underperform the benchmark. Investing in index funds is one approach to minimize management risk; however, the index fund will never outperform the market in terms of returns.
- 4. ETFs and Mutual Funds.** ETFs and mutual funds are professionally managed collective investment systems that pool money from many investors and invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities, or any combination thereof. The manager of the fund trades the fund's investments following the fund's investment objective.

While ETFs and mutual funds generally provide diversification, risks are significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small-cap or speculative companies, uses leverage - borrows money to a significant degree, or concentrates in a particular type of security rather than balancing the fund with different security types. ETFs differ from mutual funds since they can be bought and sold throughout the day like stock, and their price can fluctuate throughout the day. The returns on mutual funds and ETFs can be reduced by the costs to manage the funds. Further, while some mutual funds are "no-load" and charge no fee to buy into, or sell out of, the fund, other types of mutual funds do charge such fees, which can also reduce returns.

Mutual funds can also be "closed-end" or "open-end." So-called "open-end" mutual funds continue to allow in new investors indefinitely, whereas "closed-end" funds have a fixed number of shares to sell, limiting their availability to new investors. ETFs may have tracking error risks. For example, the ETF investment adviser may not be able to cause the ETF's performance to match that of its underlying index or another benchmark, which may negatively affect the ETF's performance. In addition, for leveraged and inverse ETFs that seek to track the performance of their underlying indices or benchmarks daily, mathematical compounding may prevent the ETF from correlating with the performance of its benchmark. In addition, an ETF may not have investment exposure to all of the securities included in its underlying index, or its weighting of investment exposure to such securities may vary from that of the underlying index. Some ETFs may invest in securities or financial instruments that are not included in the underlying index but are expected to yield similar performance.

Interval funds are classified as closed-end funds, but they are distinct because the shares do not trade on the secondary market, but instead the fund periodically offers to buy back a percentage of outstanding shares at net asset value. This results in the funds being largely illiquid. There is no guarantee that investors will be able to sell their shares at any given time or in the desired amount. Additionally, repurchase is done on a pro-rata basis; therefore, there is no guarantee you can redeem the number of shares you want during a given redemption.

5. **ETNs.** Exchange-traded notes ("ETN") are subject to credit risk, counterparty risk, and the risk that the value of the ETN may drop due to a downgrade in the issuer's credit rating. The value of an ETN may also be influenced by time to maturity, level of supply and demand for the ETN, volatility and lack of liquidity in the underlying market, changes in the applicable interest rates, and economic, legal, political, or geographic events that affect the referenced underlying market or assets.
6. **Fixed Income Securities.** Various forms of fixed income instruments, including bonds, are affected by various forms of risk, including, without limitation:
 - a. **Credit Risk.** The potential risk that an issuer would be unable to pay scheduled interest or repay principal at maturity, sometimes referred to as "default risk." Credit risk may also occur when an issuer's ability to make payments of principal and interest when due is interrupted. Bondholders are creditors of an issuer and have priority to assets before equity holders (*i.e.*, stockholders) when receiving a payout from liquidation or restructuring. When defaults occur due to bankruptcy, the type of bond held will determine seniority of payment.
 - b. **Duration Risk.** Duration is a measure of a bond's volatility, expressed in years to be repaid by its internal cash flow (interest payments). Bonds with longer durations carry more risk and have higher price volatility than bonds with shorter durations.
 - c. **Interest Rate Risk.** As interest rates rise, the price of fixed income securities fall. High Yield bonds are subject to increased risk of default and greater volatility due to the lower credit quality of the issues. The risk is usually greater for longer-term debt securities. Investments in lower rated and non-rated securities present a greater risk of loss to principal and interest than higher rated securities.

- 7. Foreign and Emerging Markets.** Investments in foreign securities involve greater volatility and political, economic, and currency risks, as well as differences in accounting methods. Additionally, differences between U.S. and foreign regulatory regimes and securities markets, including less stringent investor protections and disclosure standards of some foreign markets, less liquid trading markets and political and economic developments in foreign countries, may affect the value of an investment in foreign securities. The risks of foreign investments (or exposure to foreign investments) are often greater when they are made in (or result in exposure to) emerging markets. Emerging markets are riskier than more developed markets because they tend to develop unevenly and may never fully develop.
- 8. Insurance Products.**
- a. Fixed Annuities. Fixed annuities are long-term investment vehicles and include fixed and indexed accounts. Fixed index annuities have limited upside growth potential. Fixed index annuities may set limits (known as caps) on the maximum amount of interest one can gain or there may be participation rates or other calculations the insurance company employs to set the maximum rate one could achieve. Interest credited to indexed accounts is affected by the value of outside indexes. Values based on the performance of any index are not guaranteed and may increase or decrease. Clients should understand these limitations prior to purchase. Fixed annuities are not securities, and commission-based fixed annuities are not managed by Alphastar.
 - b. Variable Annuities. Variable annuities are long-term investment vehicles, the value of which can vary based on the performance of an underlying portfolio of mutual funds. Unlike fixed annuities, which grow at a fixed rate and offer a predictable rate of return, the rate of growth and the benefits of variable annuities vary according to the investment performance. Therefore, annuitants have the opportunity to gain a lot if the stock market conditions are favorable, or they stand the risk of bearing losses.
 - c. General Annuity Risks. Withdrawals may be subject to federal income taxes, and a 10% IRS early withdrawal tax penalty may also apply for amounts taken prior to age 59½. Early withdrawal may result in penalties and surrender charges. These charges may result in a loss of bonus, indexed interest and fixed interest, and a partial loss of your principal. Bonus annuities may include annuitization requirements, lower capped returns, or other restrictions that are not included in similar annuities that don't offer a premium bonus feature. Guarantees, if any, are backed by the financial strength and claims-paying ability of the issuing insurance company. Review disclosures of the specific insurance company illustration provided for any insurance product being proposed or recommended.
- 9. MLPs and other Natural Resources Investments.** A Master Limited Partnership ("MLP") is a limited partnership that is publicly traded on an exchange qualifying under Section 7704 of the Internal Revenue Code. MLPs are subject to certain risks inherent in the structure of MLPs, including complex tax structure risks, limited ability for election or removal of management, limited voting rights, potential dependence on parent companies or sponsors for revenues to satisfy obligations, and potential conflicts of interest between partners, members and affiliates. Natural resources sector companies, including energy companies and MLPs, are subject to risks, including, but not limited to, fluctuations in the prices of commodities, a significant decrease in the production of or a sustained decline in demand for commodities, and construction risk, development risk, acquisition risk or other risks arising from their specific business strategies.
- 10. Options.** An option is a contract which gives the buyer (the owner or holder of the option) the right, but not the obligation, to buy or sell an underlying asset or instrument at a specified strike price prior to or on a specified date, depending on the form of the option. The seller (the writer of the option) has the corresponding obligation to fulfill the transaction – to sell or buy – if the buyer (owner) "exercises" the option. An option that conveys to the owner the right to buy at a specific price is referred to as a call; an option that conveys the right of the owner to sell at a specific price is referred to as a put.

The following factors, among others, can affect account performance with respect to investing and trading in options: market, sector, and stock-specific volatility, length of time invested, diversification, management and other account fees and charges, taxes, liquidity in options and equity markets, inflation and deflation, and various other economic and political factors. Early assignment of option contracts can also occur, and this may detract from dividends paid by the companies whose stocks are held in the account. The more money disbursed from the account over time, the less will be available for possible reinvestment and growth, which may affect performance, especially in a declining market. Clients with secured puts written in their accounts give up upside potential of the stock above the option price for the option period and bear the risk that the value of the stock declines below the break-even point (strike price minus the premium received), and the loss could be substantial if the decline is significant. Such clients also bear the risk of a decline in the value of the underlying cash collateral (if the cash is invested in a short-term debt instrument such as a treasury bill or note). For this assumption of risk, clients holding secured puts earn cash premiums from selling the secured put and potential interest from a treasury bill or money market fund during the option period. Because the client does not yet own the stock, he/she is not entitled to any dividends paid on the stock during the option period.

There are other risks of covered calls and secured puts that are more fully explained in the OCC Risk Booklet "Characteristics and Risks of Standardized Options," which can be obtained from any exchange on which options are traded, by calling 1-888-OPTIONS. Such risks include, but are not limited to, tax implications of covered writing, option market liquidity, and market volatility. Clients should be sure to read and ask any questions raised after reading the OCC Risk Booklet, the Supplement and any management agreements they receive to understand the possible costs and risks, as well as potential opportunities for an investment in this approach.

- 11. Private Placements.** Private placement offerings are speculative, involve unique risks, and are not suitable for all clients. Private placements are intended for experienced and sophisticated investors who are willing to bear the high economic risks of the investment. You could lose your entire investment. You will not be able to sell the securities you invest in as easily as you would a publicly traded stock. You may have to hold your investment indefinitely. Important risks of the investment can include: loss of all or a substantial portion of the investment due to leveraging, short-selling or other speculative investment practices; lack of liquidity in that there may be no secondary market for the investment and none expected to develop; volatility of returns; restrictions on transferring interests in the investment; potential lack of diversification and resulting higher risk due to concentration of trading authority when a single adviser is used; absence of information regarding valuations and pricing; delays in tax reporting; less regulation and higher fees than mutual funds; risks associated with the operations, personnel, and processes of the manager of the funds investing in alternative investments. You should read and understand the information provided to you regarding the investment, including any offering memorandum or private placement memorandum that describes the investment. Pay particular attention to any risk factors that are described to you. In addition, you should carefully consider the terms of any subscription agreement or other agreements you have to enter into for the investment.
- 12. REITs.** Risks involved in Real Estate Investment Trust ("REIT") investing may include receiving less than the principal invested following the sale or distribution of assets; a lack of a public market in certain issues; limited liquidity and transferability; fluctuations involving the value of the assets within the REIT; a reliance on the investment manager to select and manage assets; changes in interest rates, laws, operating expenses, and insurance costs; tenant turnover; and the impact of current market conditions.
- 13. Stock Capitalization.** Investments in securities issued by small, mid, or large-cap companies are subject to the risks associated with securities issued by companies of the applicable market capitalization. Securities of small-cap and mid-cap companies may be subject to greater price volatility, significantly lower trading volumes, cyclical, static or moderate growth prospects and greater spreads between their bid and ask prices than securities of larger companies. Small-cap companies frequently rely on narrower product lines and niche markets and may be more

vulnerable to adverse business or market developments. Securities issued by larger companies may have less growth potential and may not be able to attain the high growth rates of successful smaller companies, especially during strong economic periods. In addition, larger companies may be less capable of responding quickly to competitive challenges and industry changes, including those resulting from improvements in technology, and may suffer sharper price declines as a result of earnings disappointments. There is risk the securities issued by companies of a certain market capitalization may underperform the broader market at any given time.

14. Structured Notes. Structured notes are securities issued by financial institutions whose returns are based on, among other things, equity indexes, a single equity security, a basket of equity securities, interest rates, commodities, and foreign currencies. Thus, your return is “linked” to the performance of a reference asset or index.

- a. **Complexity.** Structured notes are complex financial instruments. Clients should understand the reference asset(s) or index(es) and determine how the note’s payoff structure incorporates such reference asset(s) or index(es) in calculating the note’s performance. This payoff calculation may include leverage multiplied on the performance of the reference asset or index, protection from losses should the reference asset or index produce negative returns, and fees. Structured notes may have complicated payoff structures that can make it difficult for clients to accurately assess their value, risk and potential for growth through the term of the structured note. Determining the performance of each note can be complex and this calculation can vary significantly from note to note depending on the structure. Notes can be structured in a wide variety of ways. Payoff structures can be leveraged, inverse, or inverse leveraged, which may result in larger returns or losses. Clients should carefully read the prospectus for a structured note to fully understand how the payoff on a note will be calculated and discuss these issues with their Advisor.
- b. **Credit risk.** Structured notes are unsecured debt obligations of the issuer, meaning that the issuer is obligated to make payments on the notes as promised. These promises, including any principal protection, are only as good as the financial health of the structured note issuer. If the structured note issuer defaults on these obligations, investors may lose some, or all, of the principal amount they invested in the structured notes as well as any other payments that may be due on the structured notes.
- c. **Issuance price and note value.** The price of a structured note at issuance will likely be higher than the fair value of the structured note on the date of issuance. Issuers now generally disclose an estimated value of the structured note on the cover page of the offering prospectus, allowing investors to gauge the difference between the issuer’s estimated value of the note and the issuance price. The estimated value of the notes is likely lower than the issuance price of the note to investors because issuers include the costs for selling, structuring and hedging the exposure on the note in the initial price of their notes. After issuance, structured notes may not be re-sold on a daily basis and thus may be difficult to value given their complexity.
- d. **Liquidity.** The ability to trade or sell structured notes in a secondary market is often very limited, as structured notes (other than exchange-traded notes known as ETNs) are not listed for trading on securities exchanges. As a result, the only potential buyer for a structured note may be the issuing financial institution’s broker-dealer affiliate or the broker-dealer distributor of the structured note. In addition, issuers often specifically disclaim their intention to repurchase or make markets in the notes they issue. Clients should, therefore, be prepared to hold a structured note to its maturity date, or risk selling the note at a discount to its value at the time of sale.
- e. **Market risk.** Some structured notes provide for the repayment of principal at maturity, which is often referred to as “principal protection.” This principal protection is subject to the credit risk of the issuing financial institution. Many structured notes do not offer this feature. For structured notes that do not offer principal protection, the performance of the linked asset or index may cause clients to lose some, or all, of their principal. Depending on the nature of the linked asset or index, the market risk of the structured note may include changes in equity or

commodity prices, changes in interest rates or foreign exchange rates, or market volatility.

ITEM 9. DISCIPLINARY INFORMATION

There are no material legal or disciplinary events affecting Alphastar or any of its management persons.

ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS (CONFLICTS)

A. Registration as a Broker-Dealer or Broker-Dealer Representative

Neither Alphastar, nor its management persons, are registered or have an application pending to register, as a broker-dealer or a representative of a broker-dealer.

B. Registration as Futures Commission Merchant, Commodity Pool Operator or Trading Advisor

Neither Alphastar nor its management persons are registered as or have pending applications to become a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor.

C. Relationships with Affiliates and Conflicts of Interests

Alphastar is under common control with Barnabas Capital, LLC (“Barnabas”), a wholesale broker-dealer. Barnabas is not a custodian of any Alphastar client assets. None of our IARs are registered brokers with Barnabas. Barnabas provides wholesaling assistance to Alphastar IARs in connection with the sale of structured notes and variable insurance company products through a third-party provider or issuer. As a wholesale broker-dealer, Barnabas receives an override paid by the third-party provider or issuer in connection with its wholesaling activities. Alphastar IARs have an incentive to recommend these products and services to you, which presents a conflict of interest. We address the conflict of interest by disclosing the conflict in this Form ADV Part 2A and meeting our fiduciary obligation to you by acting in your best interest when providing investment advice.

As discussed in Item 5.E., Alphastar is under common control with FIG, an IMO and wholesaler to a variety of insurance carriers. Most of our IARs are also licensed as insurance agents with insurance carriers that are independent from Alphastar, and some IARs use FIG’s services to further their insurance business. Although Alphastar does not itself receive compensation when IARs sell commission-based Fixed Insurance Products to their clients through their independent insurance businesses, Alphastar’s IARs (acting in their capacity as insurance agents) and FIG (to the extent FIG assists the IAR in the facilitation of such insurance business) receive compensation for selling insurance products and services to you that is separate and independent of the compensation Alphastar and its IARs receive for providing advisory services. Compensation received by FIG consists of commissions and other compensation earned on certain products sold that is paid to FIG from the insurance provider on the percentage of each policy sold.

Alphastar IARs and FIG have an incentive to recommend insurance products and services to you, which presents a conflict of interest. We address the potential for conflicts of interest by disclosing such relationships in this Form ADV Part 2A, on individual IAR Form ADV Part 2B, in connection with account opening and, in the capacity of an insurance agent, by acting in a client’s best interest under the circumstances known at the time the recommendation is made. You are under no obligation to implement any insurance or annuity transaction through your IAR. Alphastar also contracts certain IT services from FIG. In doing so, a segment of FIG employees has access to Alphastar’s books and records and sensitive client information. FIG also maintains Alphastar’s books and records on FIG’s premises. We have addressed the potential for conflicts of interest arising from this service relationship by entering into a formal agreement with FIG for such services. FIG and its employees are bound by the terms of the agreement, which include maintaining the confidentiality of sensitive information. Alphastar may, from time to time, borrow funds from FIG as an alternative source of growth capital. The existence of this potential lending relationship may present a conflict of interest, which is addressed by carefully reviewing our ongoing relationship and interaction with FIG and maintaining an arms-length distance where necessary.

Alphastar is under common control with RIA Insurance Solutions, LLC (“RIAIS”), a licensed insurance agency that provides insurance sector planning services to financial professionals such as Alphastar IARs. For its part, RIAIS receives compensation directly from the carrier or third-party provider of insurance products. Alphastar separately receives management fees from you for any fee-based insurance products that we manage on your behalf. Alphastar IARs and RIAIS have an incentive to recommend products and services to you, which presents a conflict of interest. We address the potential for conflicts of interest by meeting our fiduciary obligation to you by acting in your best interest when providing investment advice.

Alphastar is under common control with Independent Property and Casualty Group, LLC (“IPCG”), a licensed insurance agency that offers property and casualty insurance, including errors and omissions and cyber insurance. While some of our IARs utilize IPCG to obtain insurance, we do not believe any material conflicts of interest arise as a result of our affiliation with IPCG.

Alphastar Capital Management Insurance, LLC (“ACMI”) is a subsidiary of Alphastar. ACMI is a North Carolina insurance agency. We do not believe any material conflicts of interest arise as a result of our affiliation with ACMI.

Alphastar Capital Management Mainstay, LLC (“ACMM”) is a subsidiary of Alphastar. ACMM serves as a branch office for Alphastar that employs Alphastar IARs and support staff. Any client business conducted through a subsidiary of Alphastar has the potential for conflict of interest. We address this potential conflict by adhering to our fiduciary duties and acting in your best interest when providing investment advice.

Alphastar Capital Management CAG, LLC (“ACM CAG”) is a subsidiary of Alphastar. ACM CAG serves as a branch office for Alphastar that employs Alphastar IARs and support staff. Any client business conducted through a subsidiary of Alphastar has the potential for conflict of interest. We address this potential conflict by adhering to our fiduciary duties and acting in your best interest when providing investment advice.

ACM-KBV Ventures, LLC (“ACM-KBV”) is a joint venture between Alphastar Kolby Brother Ventures. ACM-KBV serves as a branch office for Alphastar that employs Alphastar IARs and support staff. Any client business conducted through a subsidiary of Alphastar has the potential for conflict of interest. We address this potential conflict by adhering to our fiduciary duties and acting in your best interest when providing investment advice.

D. Relationships with Other Investment Advisers and Conflicts of Interest

From time to time, Alphastar and its IARs may recommend an investment product that is managed by an UIA, with whom Alphastar has a referral arrangement. In such cases, Alphastar and the IAR do not enter into an investment advisory agreement with the client. Instead, the client engages the UIA for management services and a portion of the fees paid by the referred client to the engaged investment adviser is then paid to Alphastar pursuant to the corresponding referral agreement. This referral arrangement presents a conflict of interest because Alphastar and its IARs have an incentive to recommend products and services offered by the UIAs. We address this conflict of interest by disclosing the relationship and fees to clients, and by adhering to our fiduciary duties and acting in the best interest of those we advise.

ITEM 11. CODE OF ETHICS, CLIENT TRANSACTIONS AND PERSONAL TRADING

A. Code of Ethics

Alphastar has adopted a code of ethics (the “Code of Ethics”) pursuant to Rule 204A-1 under the Advisers Act. The Code of Ethics provides for oversight, enforcement and recordkeeping provisions and serves to establish a standard of business conduct as a fiduciary. Alphastar and its IARs act as fiduciaries for clients and have a fundamental obligation to act in the best interest of clients and to provide investment advice in the clients’ best interest. Alphastar IARs are expected to be honest and ethical, make full and accurate disclosures of conflicts of interest, remain in compliance with all applicable

rules and regulations, and be accountable for what they do. Please contact 855-340-2514 or compliance@alphastarc.com to request a free copy of the Code of Ethics.

The Code of Ethics requires Supervised Persons, including Access Persons (as defined by Section 202(a)(25) and Rule 204A-1 of the Advisers Act, respectively), to, among other things: (1) adhere to a standard of business conduct, including our fiduciary duty; (2) comply with applicable Federal securities laws, and promptly report violations of the Code of Ethics to the Chief Compliance Officer; (3) have Access Persons report personal securities transactions and holdings periodically and obtain pre-clearance for certain securities transactions; and (4) provide written acknowledgment of receipt, review and understanding of the Code of Ethics and any amendments thereto.

In general, personal trading rules under the Code of Ethics include policies and procedures for review of quarterly securities transactions reports, as well as initial and annual securities holdings reports, that must be submitted by Access Persons. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. The Code of Ethics further includes the firm's policy prohibiting the use of material non-public information in a personal or professional capacity.

B. Securities in which Adviser or a Related Person has a Material Financial Interest

Neither Alphastar nor any related person of Alphastar recommends, buys, or sells for client accounts securities in which Alphastar or any related person of Alphastar has a material financial interest.

C. Investing in Securities that the Adviser or a Related Person Recommends to Clients

Alphastar does not buy securities from, or sell securities to, any investment advisory client. However, Supervised Persons of Alphastar may, directly or indirectly, buy, sell, or hold positions in securities that are also recommended to our clients. This may create a situation where such persons have interests that are not aligned with the client with respect to a particular security. As a result, these persons are in a position to materially benefit from the sale or purchase of those securities, which creates a conflict of interest and incentivizes practices such as “scalping” (i.e., a practice whereby the owner of shares of a security recommends that security for investment and then immediately sells it at a profit upon the rise in the market price which follows the recommendation).

Alphastar prohibits Supervised Persons from taking advantage of client information in a personal or professional capacity. Alphastar maintains processes to monitor the personal securities transactions and securities holdings of each of our Access Persons. Access Persons are required to report their securities holdings, including with respect to any direct or indirect beneficial ownership of securities, and trading activity on a periodic basis, except with respect to securities that are not required to be reported in accordance with the Advisers Act and the rules and guidance thereunder. Transactions in accounts where the Access Person does not have investment discretion over the trading activity in the account are generally not subject to the pre-clearance or reporting requirements since the Access Person does not make the investment decisions in those accounts.

Certain Alphastar policies are intended to mitigate and prevent conflicts of interest that may arise in connection with the personal trading activities of its Access Persons and employees. Additionally, these policies are intended to help detect insider trading, “front-running” (i.e., personal trades executed prior to those of Alphastar’s clients) and other potentially abusive practices.

D. Conflicts of Interest Created by Contemporaneous Trading

Alphastar does not engage in any proprietary trading or any form of trading for its own account. As noted above, Access Persons may, however, recommend securities to clients that Access Persons of Alphastar also buy or sell for their own accounts at or around the same time as those securities are recommended to clients. This practice creates a conflict of interest where Access Persons are in a position to materially benefit from the sale or purchase of those securities. We have adopted policies and procedures relating to personal securities transactions that are intended to identify and mitigate actual and perceived conflicts of interest with clients and to resolve such conflicts appropriately if they do occur.

ITEM 12. BROKERAGE PRACTICES

A. Factors Used to Select Custodians and Broker-Dealers

Your individual discretionary and non-discretionary accounts must be maintained at a “qualified custodian,” generally a broker-dealer or bank. While we do not have discretionary authority to choose a custodian, you must select a custodian from the list of qualified custodians (“Custodian List”) and enter into a separate agreement with that firm. Custodians do not charge the same commission rates and other fees; you should carefully review the fee schedules prior to selecting a custodian on the Custodian List. While the custodians on the Custodian List maintain client accounts, we typically also use them to execute securities transactions.

Alphastar maintains a relationship with Charles Schwab (“Schwab”) as one of the custodians/broker-dealers on its Custodian List. We are independently owned and operated and are not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when we instruct them to do so. Conflicts of interest associated with this arrangement are described below and in Item 14 (Client Referrals and Other Compensation). You should consider these conflicts of interest when selecting your custodian from the Custodian List.

Alphastar periodically evaluates the Custodian List. Factors that Alphastar considers in determining whether a custodian will be added or continued to be included on its Custodian List include our historical relationship with the custodian, and the custodian’s financial strength, reputation, market access and execution capabilities, clearance and settlement capabilities, transaction confirmation and account statement practices, reasonableness of the commission rates charged, ability to negotiate commissions, potential volume discounts, research, and the quality and range of services delivered and paid for by Schwab.

The custodians available receive compensation primarily through client account commissions and other transaction-related fees for securities transactions executed or settled into your accounts. In the custodian programs provided to advisers like Alphastar, the custodians establish flat commission charges for various types of securities transactions; we do not negotiate the commissions you pay on a transaction-by-transaction basis. As a result, your accounts established with such custodians will be assessed these transaction charges. Any commissions you pay to the custodian are disclosed on the confirmation of each security transaction placed in your account. These confirmations are sent directly to you by your custodian. In some cases, the mutual funds or ETFs we purchase or sell for your accounts are made available by the custodian on a no-load or load-waived basis. In addition, certain mutual funds and ETFs are made available for no transaction fee. Typically, the custodian or a custodian affiliate (but not Alphastar) earns additional remuneration from such services as recordkeeping, administration, and platform fees for the funds and ETFs on their no-transaction fee lists. This additional revenue to the custodian or their affiliate will tend to increase the internal expenses of the fund or ETF. Alphastar selects investments based on our assessment of a number of factors, including liquidity, asset exposure, reasonableness of fees, effective management, and low execution cost.

In fulfilling our duty of 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 capabilities, commission rates, and responsiveness. Accordingly, although Alphastar will seek custodians who offer competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. Even though your account will be maintained at a custodian on the Custodian List, and we anticipate that most trades will be executed through those custodians, we can still use other brokers to execute trades for your account. The brokerage commissions or transaction fees charged by designated broker-dealer or custodian are exclusive of, and in addition to, Alphastar’s Advisory Fees and other fees, as outlined in your IMA.

1. Research and Other Soft-Dollar Benefits

Alphastar participates in custodian offered programs with custodians on the Custodian List. Alphastar

receives from custodians without cost (or at a discount) support services or products, certain of which assist Alphastar to better monitor and service your account(s) maintained at such institutions. Schwab has also agreed to pay for certain technology, research, marketing, and/or compliance consulting products and services on our behalf. These services include software and other technology that provide access to your account data including account statements, access to trading desk and facilitation of trade execution and the allocation of block orders for multiple accounts, research related products and tools, pricing information and other market data, payment of our fees directly from your account if authorized in your advisory agreement, assistance with back-office functions, recordkeeping and client reporting, compliance and practice management-related publications, discounted and gratis attendance at conferences, meetings, and other educational and social events, and marketing support, all of which is used by Alphastar in furtherance of its investment advisory business.

The availability of these services from our custodians benefits us because we do not have to produce or purchase them and we do not have to pay for these additional services. The fact that we receive these services from the custodians on the Custodian List is an incentive for us to require the use of the custodians rather than making such a decision based exclusively on your interest in receiving the best value in custody services and the most favorable execution of your transactions.

There is no commitment made by Alphastar to the custodians on the Custodian List or any other entity to invest any specific amount or percentage of our client assets in any specific mutual funds, securities or other investment products as a result of any of these support services. Additionally, the benefits received by Alphastar in any such custodian program do not depend on the amount of brokerage transactions directed to that custodian. However, the receipt of economic benefits by Alphastar or its related persons creates a conflict of interest. As part of our fiduciary duty to our clients, we endeavor at all times to put your interests first. We examined this conflict of interest when we chose to enter into the relationship with each custodian, and have determined that, taken in the aggregate, our selection of the custodians on the Custodian List as custodians and brokers are in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of the custodian's services and not the services that benefit only us.

2. Brokerage for Client Referrals

Alphastar receives no client referrals from a broker-dealer or third-party in exchange for using that broker-dealer or third-party. The factors we use in selecting broker-dealers in order to execute trades are described above in Item 12. A.

3. Client Directed Brokerage

As noted previously, you will be asked to select a custodian from the Custodian List, and Alphastar will then use that custodian to execute your transactions, unless and until you select a different custodian from the Custodian List. Not all advisers require clients to select their broker-dealer/custodian from a specific list, and by requiring you to use a specific custodian from our Custodial List, we may be unable to achieve the lowest cost of execution for your transactions, which may cost you money over using a lower-cost custodian.

B. Aggregating (Block) Trading for Multiple Client Accounts

Where more than one client account custodied at a particular custodian is participating in a trade, Alphastar may (but is not obligated to) combine such orders into a "block" trade in order to help seek best execution or to negotiate more favorable commission rates. Block trading permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, so long as transaction costs are shared equally and on a pro-rated basis between all accounts included in any such block. Block trading allows for execution of equity trades at an average share price. In general, we do not favor any account over another when aggregating orders, so long as aggregating is consistent with the IMA and our policies. We maintain a trade aggregation and allocation policy, which is intended to ensure that clients participating in aggregated trading are treated fairly and equitably over time.

When a decision is made to aggregate brokerage orders, we will first determine the number of shares or

face amount to be traded for all participating clients. If more than one price is paid for securities in an aggregated transaction, each client in the aggregated transaction will typically receive the average price paid for the securities in the same aggregate transaction on that day. If we are unable to fill an aggregated transaction completely, but receive a partial fill of the aggregated transaction, we will normally allocate the partially filled transaction to clients based on an equitable rotational system. Alphastar's Investment Committee reviews records of aggregated trades on a periodic basis and will modify the trade aggregation and allocation policy as needed.

ITEM 13. REVIEW OF ACCOUNTS

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

Alphastar and its IARs review client accounts no less than annually to confirm the current investment strategies are consistent with each client's unique investment objectives, risk tolerance and financial situation. Financial plans are reviewed at varying stages and frequencies based on the specific terms of your Financial Planning Agreement.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

In addition to periodic review, Alphastar may perform reviews as appropriate or otherwise required. These reviews may be triggered by specific events, such as a change in your investment objectives, tax status, financial situation, market developments and client request.

C. Content and Frequency of Regular Reports Provided to Clients

Clients are provided, at least quarterly, with transaction confirmation notices and regular written account statements directly from the broker-dealer, custodian, or program sponsor for client accounts. Upon request, Alphastar will provide you with a written periodic report summarizing account activity, performance and/or Advisory Fees.

ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients

As described above in Item 12, Brokerage Practices, we receive an economic benefit from Schwab in the form of the support products and services made available to us and other independent investment advisers whose clients maintain their accounts at Schwab. In addition, Schwab has also agreed to pay for certain products and services for which we would otherwise have to pay once the value of our clients' assets in accounts at Schwab reaches a certain size. In some cases, a recipient of such payments is an affiliate of ours or another party, which has some pecuniary, financial or other interests in us (or in which we have such an interest). You do not pay more for assets maintained at Schwab as a result of these arrangements. However, we benefit from the arrangement because the cost of these services would otherwise be borne directly by us. You should consider these conflicts of interest when selecting a custodian. The products and services provided by Schwab, how they benefit us, and any related conflicts of interest are described above (see Item 12—Brokerage Practices).

Alphastar may receive similar benefits from other broker-dealer/custodians who are on our Custodian List such as access to software and related support, including duplicate statements, access to a trading desk that is exclusive to institutional traders, and access to block trading which allows aggregation of securities transactions. Alphastar may receive these benefits without cost because we render investment management services to clients that maintain assets at the respective custodian, even though our clients may not directly benefit from the same. In fulfilling our duties to our clients, we always endeavor to put your interests first. You should be aware, however, that Alphastar's receipt of economic benefits from a broker-dealer/custodian creates a conflict of interest since these benefits may influence our choice of broker-dealer/custodian over another that does not furnish similar benefits.

As also discussed in Item 5.E. and 10.C above, many Alphastar IARs are also licensed insurance agents and certain IARs facilitate their insurance business using FIG or another unaffiliated IMO. Your IAR (and

FIG when applicable) will receive economic benefits from third parties when your IAR, acting in the capacity of an insurance agent, sells insurance products and services to you. These benefits include, but are not limited to, commission-based and other cash compensation, travel expenses, reimbursement for marketing costs, training and education, and personal loans.

Clients should be aware that these benefits received by Alphastar and its IARs and FIG are a conflict of interest. Please refer to Item 5 and Item 10 in this Brochure for additional disclosures related to these conflicts.

B. Compensation to Non-Advisory Personnel for Client Referrals

From time to time, Alphastar enters into arrangements with unaffiliated referral sources or “promoters”, in compliance with regulatory requirements. A promoter will typically receive a referral fee. Any such referral fees paid to the promoter will not result in any additional charge to a referred client. However, this arrangement presents a conflict of interest because the promoter is incentivized to refer clients to Alphastar. We provide the referred client with a disclosure statement regarding the role of the promoter, as well as related referral fees and conflicts of interest.

ITEM 15. CUSTODY

Alphastar does not maintain physical possession of client cash or securities; however, pursuant to Rule 206(4)-2 of the Advisers Act, Alphastar is deemed to have limited custody of client funds because we have the authority and ability to debit our fees directly from certain clients' accounts.

Alphastar is also deemed to have custody when a client establishes certain types of standard letters of authorization (SLOAs) or other asset transfer authorization arrangements with their qualified custodian, authorizing Alphastar to disburse funds to one or more third parties specifically designated by the client. Alphastar relies on SEC staff guidance for firms with this type of custody, and is not subject to a surprise annual audit by virtue of having custody. Alphastar confirms it meets the requirements of the 7- step test as established by the SEC staff to avoid being subject to a surprise annual audit.

To mitigate any potential or actual conflicts of interests due to these arrangements, client account assets are maintained with an independent, non-affiliated qualified custodian. You should receive at least quarterly statements from the qualified custodian that holds and maintains your investment assets. Custodians do not calculate the fees deducted for Alphastar's investment management services; therefore, it is important for you to carefully review your statements to verify the accuracy of the fee calculation, among other things. Contact us if you do not receive statements at least quarterly and in a timely manner or believe there may be an error in the statement or fee calculation.

ITEM 16. INVESTMENT DISCRETION

As described in Item 4, Alphastar provides discretionary and non-discretionary investment management services. Discretionary authority must be documented before we act on your behalf, and this authority is typically granted in the form of a limited power of attorney and documented when you sign your IMA or ERISA Agreement. We typically receive full discretionary authority over investment advisory accounts, which includes full authority with respect to the type and amount of securities to be bought or sold.

If you enter into a non-discretionary IMA or ERISA Agreement with our firm, we will obtain your approval prior to the execution of any transactions for your account(s). You have an unrestricted right to decline to implement any advice provided by our firm or your Advisor on a non-discretionary basis.

ITEM 17. VOTING CLIENT SECURITIES

Alphastar will not ask for, nor accept, voting authority for securities in your account(s). You will receive proxies or other solicitations directly from the issuer of the security or the custodian. You should direct all proxy questions to the issuer of the security with respect to which the proxy is received. Furthermore, Alphastar will not advise or act on your behalf in any legal proceedings, including, but not limited to,

bankruptcies or class actions, involving investments held or previously held in your account.

ITEM 18. FINANCIAL INFORMATION

Alphastar does not require or solicit prepayment of fees six months or more in advance and, as a result, we are not required to include a balance sheet for our most recent fiscal year with this Brochure. We have never been the subject of a bankruptcy petition, nor do we have any financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients.