ITEM 1 - COVER PAGE

THE MASS GROUP

MANAGEMENT • ADVICE • SERVICE • SUPPORT

ADV PART 2A BROCHURE

THE MASS GROUP L.L.C-FZ
BINGHATT EMERALD
2ND FLOOR, OFFICE 209
DUBAI, UAE
O/ +971 4 552 3312
W/ WWW.THE-MASS-GROUP.COM

MARCH 30, 2026

This brochure provides information about the qualifications and business practices of The Mass Group L.L.C-FZ ("Mass Group"). If you have any questions about this brochure's contents, please contact us at +971 4 552 3312. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or any state securities authority. The Mass Group is a Registered Investment Adviser ("RIA"). Registration as an Investment Adviser with the SEC or any state securities authority does not imply a certain level of skill or training.

Additional information about The Mass Group is available on the SEC's website at http://www.adviserinfo.sec.gov/. You can search this site by a unique identifying number called an IARD number. The IARD number for The Mass Group is 330425.

ITEM 2 - MATERIAL CHANGES

SUMMARY OF MATERIAL CHANGES

Under federal and state law, fiduciaries must make full disclosure to Clients of all material facts relating to the advisory relationship. This brochure provides clients or prospective clients with information and conflicts of interest about The Mass Group L.L.C-FZ that should be considered before or when obtaining our investment advisory services. We are required to update this item to describe the material changes made to this brochure on an annual basis and deliver to you, within 120 days of the end of the fiscal year, a free updated brochure that includes or is accompanied by a summary of material changes; or a summary of material changes and an offer to provide an updated brochure and how to obtain it. We will also provide interim disclosures regarding material changes, as necessary.

Since the last annual amendment filing on March 10, 2025, this brochure has been amended as follows:

- ITEM 4: Services updated to clarify services offered to U.S persons vs. non-US persons on a non-discretionary basis.
- ITEM 5: Financial Planning fees have been defined.
- ITEM 12: Charles Schwab & Co., Inc has been added as a qualified custodian.

This brochure may be updated periodically for non-material changes to clarify and provide additional information.

QUESTIONS & CONCERNS

We encourage you to read this document in its entirety. Our Chief Compliance Officer, Shaun Brookman, remains available to address any questions or concerns regarding this Part 2A Brochure, including any material change disclosure or information described below.

ITEM 3 - TABLE OF CONTENTS

ITEM 4 - ADVISORY BUSINESS

ABOUT OUR FIRM

The Mass Group L.L.C-FZ is currently registered with the Securities and Exchange Commission ("SEC") as an investment adviser, with its principal place of business located in United Arab Emirates. The Mass Group L.L.C-FZ has been in business since 2024, and its principal owners are Mohammed “Daniyal” Abbas and Shaun Brookman. Our Firm was registered with the SEC as an investment adviser in 2024. Registration as an Investment Adviser with the United States SEC or any state securities authority does not imply a certain level of skill or training.

This brochure is designed to provide detailed and precise information about each item noted in the table of contents. Certain disclosures are repeated in one or more items, and other disclosures are referred throughout to be as comprehensive as possible on the broad subject matters discussed.

Within this brochure, specific terms in either are used as follows:

- “Mass Group” refers to The Mass Group L.L.C-FZ.
- “Firm,” “we,” “us,” and “our” refer to The Mass Group L.L.C-FZ.
- “Advisor,” “Investment Advisor Representative,” and “IAR” refers to our professional representatives who provide investment recommendations or advice on behalf of The Mass Group L.L.C-FZ.
- “You,” “yours,” and “Client” refers to Clients of The Mass Group L.L.C-FZ and its advisors.
- “Code” refers to our Firm’s Code of Ethics.
- “CCO” refers to our Chief Compliance Officer, Shaun Brookman.

ADVISORY SERVICES WE OFFER

Our Firm offers a variety of advisory services, which include non-discretionary investment management, financial planning, and retirement services. Before rendering any preceding advisory services, Clients must enter into one or more written Investment Advisory Agreements (“Agreements“), setting forth the relevant terms and conditions of the advisory relationship.

We do not provide tax or legal advice. Clients should consult with an expert on tax or legal issues.

Our Firm manages portfolios for individuals and high-net-worth individuals and families. We provide investment management and advisory services to multi-generational families using separately managed accounts under a custodial relationship with an independent brokerage firm.

With our non-discretionary relationship, we will provide recommendations to help meet your financial objectives, but we must obtain your approval before making any transactions in your account.

We primarily invest in equities, mutual funds, and exchange-traded funds, A portion of the account may be held in cash or cash equivalents as part of the overall investment strategy. Cash balances may have a higher concentration and represent a sizable portion of your overall portfolio, depending on the current investment outlook or strategy.

Clients are advised to promptly notify us if there are changes in their financial situation or if they wish to place any limitations on managing their portfolios.

Clients may impose reasonable restrictions on investing in certain securities by notifying Us through written notification.

FINANCIAL PLANNING SERVICES

Our Firm offers financial planning services, which involve preparing a written financial plan covering specific or multiple topics. We provide full written financial plans, which may address one or several topics as determined by the Adviser.

Unless otherwise agreed to in writing, the Client is solely responsible for determining whether to implement our financial planning recommendations. Our financial planning services do not involve implementing transactions on your behalf nor include active and ongoing monitoring or management of your investments or accounts.

The Client must execute a separate written agreement if the Client elects to implement any of our investment recommendations through our Firm or retain our Firm to monitor and manage investments actively.

ROLLOVER RECOMMENDATION DISCLOSURE

Our Firm is considered a fiduciary under the Investment Advisers Act of 1940. When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are also fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and the Internal Revenue Code, as applicable, which are laws governing retirement accounts. We must act in your best interest and not put our interests ahead of yours. At the same time, how we make money conflicts with Client interests.

A Client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options):

- leave the money in the former employer's plan, if permitted,
- roll over the assets to the new employer's plan, if one is available and rollovers are permitted,
- rollover to an Individual Retirement Account ("IRA"), or
- cash out the account value (which depending upon the Client's age, could result in adverse tax consequences).

Our Firm may recommend a Client rollover plan assets to an IRA for which our Firm provides investment advisory services. As a result, our Firm and its advisors may earn an asset-based fee on the rolled assets. In contrast, a recommendation that a Client leave their plan assets with their previous employer or rollover the assets to a plan sponsored by a new employer will result in no compensation to our Firm. Therefore, our Firm has an economic incentive to encourage a Client to roll plan assets into an IRA that our Firm will manage, which presents a conflict of interest. To mitigate the conflict of interest, there are numerous factors that our Firm will consider before recommending a rollover, including but not limited to:

- the investment options available in the plan versus the investment options available in an IRA,
- fees and expenses in the plan versus the fees and expenses in an IRA,
- the services and responsiveness of the plan's investment professionals versus those of our Firm,
- protection of assets from creditors and legal judgments,
- required minimum distributions and age considerations, and
- employer stock tax consequences, if any.

The Chief Compliance Officer remains available to address client questions regarding the supervision and oversight of rollover and transfer assets.

CLIENT OBJECTIVES & RESTRICTIONS

Our Firm tailors our investment management and advisory services continuously to meet the needs of our Clients. We seek to ensure Client portfolios are managed consistently with those needs and objectives in mind. We meet with Clients on an initial and ongoing basis to assess their specific risk tolerance, time horizon, liquidity constraints, and other related factors relevant to managing their portfolios. Clients may impose reasonable restrictions on managing the accounts if the conditions do not impact the performance of a management strategy.

WRAP FEE PROGRAM

Our Firm does not sponsor or participate in a Wrap Program.

SERVICES TO NON-UNITED STATES CLIENTS

The Mass Group provides advisory services to both United States and non-United States clients. The investment advisory services described in this brochure are provided to United States clients and are subject to the Investment Advisers Act of 1940 and the rules promulgated thereunder.

In addition to its U.S. advisory services, the Firm provides pension consulting and financial planning services to non-United States clients, primarily expatriate and internationally mobile individuals. These services include consultation on self-invested personal pension arrangements ("SIPPs"), UK state pension entitlements, and international pension structures administered through third-party pension providers including Ardan International, Novia Global Ltd, and IFGL Pensions. The Firm also facilitates access to international investment and insurance wrapper products through RL360 Insurance Company Ltd for eligible non-United States clients.

These non-United States services are provided pursuant to applicable foreign regulatory frameworks and are not governed by the Investment Advisers Act of 1940. Clients receiving non-United States services should refer to the applicable documentation provided in connection with those services for a full description of the terms, fees, risks, and regulatory protections that apply.

Client assets associated with non-United States services are custodied at the applicable third-party platform or insurance provider and are not included in the Firm's regulatory assets under management reported to the SEC.

REGULATORY ASSETS UNDER MANAGEMENT

As of December 31, 2025, our Firm had $44,017,712 all of which was managed on a non-discretionary basis.

ITEM 5 - FEES AND COMPENSATION

In addition to the information provided in Item 4 – Advisory Business, this section details our Firm's services and each service's fees and compensation arrangement. The Client and The Mass Group L.L.C-FZ's Investment Advisory Agreement will outline and agree upon the exact costs and other terms related to the Client's Accounts.

INVESTMENT MANAGEMENT FEE

Our Firm offers investment management services for an annual fee based on the amount of assets under management. Our maximum annual fee is 1.50%.

Our annual fee is reasonable in relation to (1) the services provided and (2) the fees charged by other investment advisers offering similar services/programs.

Our annual fee is prorated and charged monthly or quarterly in arrears based, based on the value of the Client's assets under management as of the close of business on the last business day of the previous billing period. Cash and cash equivalents, including money market funds, are subject to the agreed-upon advisory fee. Clients should understand that the advisory fees charged on these balances may exceed the returns provided by cash, cash equivalents, or money market funds, especially in low-interest rate environments.

Our Firm retains complete discretion to negotiate fees and may waive or impose different fees on any Client. The investment advisory fees will be deducted from your account and paid directly to our Firm by the qualified Custodian(s) of your account. The Client will authorize your account's qualified Custodian(s) to deduct fees from the account and pay such fees directly to our Firm. All account assets, transactions, and advisory fees will be shown on the monthly or quarterly statements provided by the Custodian. You should review your account statements received from the qualified Custodian(s) and verify that appropriate investment advisory fees are being deducted. The qualified Custodian(s) will not verify the accuracy of the investment advisory fees deducted. We may aggregate related Client accounts to calculate the advisory fee applicable to the Client. The investment management agreement will outline the fee charged to a Client and any breakpoints based on the level of assets managed. The fees are subject to change with prior written notice to the Client.

Our annual investment advisory fee may be higher than that of other investment advisers that offer similar services and programs. In addition to our compensation, you may incur charges imposed at the mutual fund level (e.g., advisory fees and other fund expenses).

Accounts initiated or terminated during a calendar billing period will be charged a prorated fee based on the days the Client account was open during that billing period. Any prepaid, unearned fees will be refunded upon termination of any account.

FINANCIAL PLANNING FEE

Our Firm provides financial planning services under a fixed fee arrangement. This arrangement charges a mutually agreed-upon fee for financial planning services. There is a range in the amount of the fixed fee charged by our Firm for financial planning services. The minimum fee is $750, and the maximum fixed fee is $10,000 depending on the scope and complexity of the client's individual circumstances.

Fees charged for our financial planning services are negotiable based upon the type of Client, the services requested, the investment adviser representative providing advice, the complexity of the Client's situation, the composition of the Client's account, other advisory services provided, and the relationship of the Client and the investment adviser representative.

The amount of the fee for your engagement is specified in your financial planning agreement with us. At our sole discretion, the Client may be required to pay the fee at the time the agreement is executed with our Firm; however, our Firm does not require or solicit prepayment of more than $1,200 in fees per Client, six months or more in advance. The fee is considered earned upon delivery of the financial plan, and any unpaid amount is immediately due.

The Client may pay the fees owed for the financial planning services by submitting payment directly via wire transfer. If the Client elects to pay by automatic deduction from an existing investment account, they will provide written authorization to our Firm for such a charge.

If the Client terminates the financial planning services after entering into an agreement with our Firm, the Client will be invoiced and responsible for immediate payment of any hourly financial planning services performed by us before receiving notice of termination. For financial planning services, our Firm performs under a fixed fee arrangement, the Client will be responsible for paying a pro-rated fixed fee equivalent to the percentage of work that our Firm completed. If there is a remaining balance of any fees paid in advance after deducting fees from the final invoice, those remaining proceeds will be refunded to the Client.

ADDITIONAL FEES & EXPENSES

In addition to the advisory fees paid to our Firm, Clients also incur certain charges imposed by other third parties, such as broker-dealers, Custodians, trust companies, banks, and other financial institutions. These additional charges include securities, transaction fees, custodial fees, fees charged by the SMA, ITPM, and Manager charges imposed by a mutual fund or ETF (Exchange Traded Funds) in a Client's account, as disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), 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. Our brokerage practices are described at length in Item 12 below. Neither our Firm nor its supervised persons accept commission compensation for selling securities or other investment products. Further, we do not share any additional fees and expenses outlined above.

Our Firm's investment strategies may include mutual and exchange-traded funds ("ETFs"). Our policy is to purchase institutional share classes of those mutual funds selected for the Client's portfolio. The institutional share class generally has the lowest expense ratio. The expense ratio is the annual fee that all mutual funds or ETFs charge their shareholders. It expresses the percentage of assets deducted each fiscal year for funds expenses, including 12b-1 fees, management fees, administrative fees, operating costs, and all other asset-based costs incurred by the fund. Some fund families offer different classes of the same fund, and one share class may have a lower expense ratio than another. Mutual fund expense ratios are in addition to our fees; we do not receive any portion of these charges. If an institutional share class is not available for the mutual fund selected, the adviser will purchase the least expensive share class available for the mutual fund. As share classes with lower expense ratios become available, we may use them in the Client's portfolio or convert the existing mutual fund position to the lower-cost share class. Clients who transfer mutual funds into their accounts with our Firm would bear the expense of any contingent or deferred sales loads incurred upon selling the product. If a mutual fund has a frequent trading policy, the policy can limit a Client's transactions in fund shares (e.g., for rebalancing, liquidations, deposits, or tax harvesting). All mutual fund expenses and fees are disclosed in the respective mutual fund prospectus.

When selecting investments for our Clients' portfolios, we might choose mutual funds on your account Custodian's Non-Transaction Fee (NTF) list. This means that your account Custodian will not charge a transaction fee or commission associated with the purchase or sale of the mutual fund.

The mutual fund companies that choose to participate in the Client's Custodial NTF fund program pay a fee to the Custodian to be included in the NTF program. The mutual fund owners bear the fee that a company pays to participate in the program, as captured in the fund's expense ratio. When choosing a fund from the Client's Custodial NTF list, our Firm considers the expected holding period, position size, and expense ratio versus alternative funds. Depending on our Firm's analysis and future events, NTF funds might not always be in the Client's best interest.

ITEM 6 - PERFORMANCE-BASED FEES & SIDE-BY-SIDE MANAGEMENT

Performance-based fees are based on a share of capital gains on or appreciation of the assets in a Client's account.

Our Firm does not accept performance-based or other fees based on a share of capital gains or appreciation of a Client's assets.

ITEM 7 - TYPES OF CLIENTS

Our Firm provides investment management, investment advice, financial planning, to individuals and high-net-worth individuals.

Our firm does not require a minimum account balance to engage in services with Mass Group.

Clients must execute a written agreement with our Firm specifying the advisory services to establish a Client arrangement with us.

ITEM 8 - METHODS OF ANALYSIS, STRATEGIES, & RISK OF LOSS

METHODS OF ANALYSIS

Our Investment Advisory Representatives will generally use the following analysis methods to formulate our investment advice and manage Client assets. However, each IAR can manage its Client's account as necessary, and their specific analysis method may vary from below. Clients should acknowledge that investing in securities involves the risk of loss, regardless of the strategies, that Clients should be prepared to bear.

CYCLICAL

In this type of technical analysis, we measure the movements of a particular stock against the overall market to predict the security price movement.

CHARTING

In this type of technical analysis, we review market and security activity charts to identify when the market is moving up or down and to predict how long the trend may last and when that trend might reverse.

Technical analysis does not consider the underlying financial condition of a company. This presents a risk because a poorly managed or financially unsound company may underperform regardless of market movement.

FUNDAMENTAL

Fundamental analysis attempts to identify stocks offering sturdy growth potential at a competitive price by examining the underlying company's business and conditions within its industry or the broader economy. Investors have traditionally used fundamental analysis for longer-term trades, relying on metrics such as earnings per share, price-to-earnings ratio, price-to-earnings growth, and dividend yield.

MODERN PORTFOLIO THEORY

Modern Portfolio Theory is a theory of investment that attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, each by carefully choosing the proportions of various asset.

QUANTITATIVE

Our Firm uses a proprietary optimization model that takes historical price performance, quantitative risk metrics, and several other data points as inputs and attempts to recommend securities that will enhance the overall risk-reward characteristic of the whole portfolio.

TECHNICAL

Technical analysis is a form of security analysis that uses price and volume data, typically displayed graphically in charts. The charts are analyzed using various indicators to make investment recommendations. Technical analysis has three main principles and assumptions: (1) The market discounts everything, (2) prices move in trends and countertrends, and (3) price action is repetitive, with specific patterns reoccurring.

RISKS FOR ALL FORMS OF ANALYSIS

Our Firm's securities analysis method relies on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that the analysis may be compromised by inaccurate or misleading information.

INVESTMENT STRATEGIES

Our Firm may use any of the following investment strategies when managing Client assets and providing investment advice:

LONG-TERM HOLDING

Our Firm purchases securities with the intent to hold them in the Client's account long-term (longer than one year). In extreme circumstances, we may be forced to sell a fund completely within a year of buying it. An example would be a fund Manager resigns, and we do not have confidence in the new management. Also, fund positions may be trimmed occasionally to rebalance the portfolio.

A risk in a long-term purchase strategy is that holding the security for this length of time may decline in value before we decide to sell. We do not guarantee the future performance of the account or any specific level of performance, the success of any investment decision or strategy we may use, or the success of the overall management of the account. The Client understands that the investment decisions our Firm makes for the Client's account are subject to various market, currency, economic, political, and business risks and that those investment decisions will not always be profitable. Clients are reminded that investing in any security entails the risk of loss, which they should be willing to bear.

STRATEGIC ASSET ALLOCATION

The primary investment strategy used by our Firm is based on the diversification of the Client's assets among various investment vehicles and asset classes, popularly termed "Asset Allocation." Our Firm's recommendations focus primarily on achieving a diversified portfolio of investment assets with desirable risk and return characteristics. We meet regularly to evaluate new and reevaluate existing investment opportunities. During these meetings, we deliberate on issues regarding the proper allocation of Client assets based on current conditions.

DESCRIPTION OF MATERIAL, SIGNIFICANT OR UNUSUAL RISKS

Our Firm generally invests client cash balances in money market funds, FDIC Insured Certificates of Deposit, high-grade commercial paper and/or government backed debt instruments. Ultimately, our Firm tries to achieve the highest return on client cash balances through relatively low-risk conservative investments. In most cases, at least a partial cash balance will be maintained in a money market account so that our Firm may debit advisory fees for our services related to our Asset Management and Comprehensive Portfolio Management services, as applicable.

RISK OF LOSS

A Client's investment portfolio is affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic conditions, changes in laws, and national and international political circumstances.

Investing in securities involves certain investment risks. Securities may fluctuate in value or lose value. Clients should be prepared to bear the potential risk of loss. Our Firm will assist Clients in determining an appropriate strategy based on their tolerance for risk.

While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

ACTIVE MANAGEMENT RISK

Due to its active management, a portfolio could underperform other portfolios with similar investment objectives or strategies.

ALLOCATION RISK

A portfolio may use an asset allocation strategy to pursue its investment objective. There is a risk that a portfolio's allocation among asset classes or investments will cause a portfolio to lose value or cause it to underperform other portfolios with a similar investment objective or strategy or that the investments themselves will not produce the returns expected.

COMPANY RISK

The risk related to a Firm's business plans, stock valuation, profitability, accounting practices, growth strategy, and other factors particular to a company rather than the overall market. Some of these risks cannot be predicted, such as the retirement or death of a senior executive, which may lead to negative performance in the future.

CONCENTRATION RISK

Strategies concentrated in only a few securities, sectors or industries, regions or countries, or asset classes could expose a portfolio to greater risk. They may cause the portfolio value to fluctuate more widely than a diversified portfolio. Overexposure to certain sectors or asset classes (e.g., MLPs, REITs, etc.) may be detrimental to an investor if there is a negative sector move.

CURRENCY RISK

If an account invests directly in non-U.S. currencies or in securities that trade in and receive revenues in non-U.S. currencies or in derivatives that provide exposure to non-U.S. currencies, it will be subject to the risk that those currencies will decline in value relative to the U.S. dollar. Currency rates in foreign countries may fluctuate significantly over short periods for several reasons, including changes in interest rates, intervention (or the failure to intervene) by U.S. or foreign governments, central banks, or supranational entities such as the International

Monetary Fund, or by the imposition of currency controls or other political developments in the United States or abroad. As a result, an account's investments in non-U.S. currency-denominated securities may reduce the account's returns. Foreign currency exchange transactions are conducted on a spot (i.e., cash) basis at the spot rate prevailing in the foreign currency exchange market or through entering forward contracts to purchase or sell the currency.

CYBERSECURITY RISK

Increased Internet use makes a portfolio susceptible to operational and informational security risks. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyberattacks include but are not limited to infection by computer viruses or other malicious software code, gaining unauthorized access to systems, networks, or devices through "hacking" or other means to misappropriate assets or sensitive information, corrupting data, or causing operational disruption. Cybersecurity failures or breaches of third-party service providers may cause disruptions at third-party service providers and impact our business operations, potentially resulting in financial losses; the inability to transact business; violations of applicable privacy and other laws, regulatory fines, or penalties; reputational damage; unanticipated expenses or other compensation costs; or additional compliance costs. Our Firm has an established business continuity and disaster recovery plan and related cybersecurity procedures designed to prevent or reduce the impact of such risks; there are inherent limitations in such plans and systems due in part to the evolving nature of technology and cyberattack tactics.

EVENT RISK

The possibility is that an unforeseen event will negatively affect a company or industry and, thus, increase security volatility.

FOREIGN INVESTING RISK

Investments in securities of foreign issuers may involve risks, including adverse fluctuations in currency exchange rates, political instability, confiscations, taxes, restrictions on currency exchange, difficulty in selling foreign investments, and reduced legal protection. These risks may be more pronounced for investments in developing countries.

GEOGRAPHIC CONCENTRATION RISK

If an account concentrates its investments in a particular geographic region or country, its performance is closely tied to the market, currency, social, political, economic, environmental, and regulatory conditions within that country or region. These conditions include anticipated or actual government budget deficits or other financial difficulties, levels of inflation and unemployment, fiscal and monetary controls, and political and social instability in such countries and regions. As a result, the account is likely to be more volatile than an account with more geographically diverse investments.

INDUSTRY OR SECTOR RISK

An account that focuses its investments in specific industries or sectors is more susceptible to developments affecting those industries and sectors than a more broadly diversified fund. Issuers in a single industry can react similarly to market, economic, industry, social, political, regulatory, and other conditions. For example, suppose an account has significant investments in technology companies. In that case, the account may perform poorly during a downturn in one or more industries or sectors that heavily impact technology companies.

INTEREST RATE RISK

When interest rates increase, the value of the account's investments may decline, and the account's share value may decrease. This effect is typically more pronounced for intermediate and longer-term obligations. This effect is also typically more pronounced for mortgages and other asset-backed securities since the value may fluctuate more significantly in response to interest rate changes. When interest rates decrease, the account's current income may decline.

MANAGEMENT RISK

An account is subject to the risk that judgments about the attractiveness, value, or potential appreciation of the account's investments may prove to be incorrect. If the selection of securities or strategies fails to produce the intended results, the account could underperform other accounts with similar objectives and investment strategies.

MARKET RISK

Even a long-term investment approach cannot guarantee a profit. Economic, political, and issuer-specific events will cause the value of securities to rise or fall. Because the value of investment portfolios will fluctuate, there is the risk that you will lose money, and your investment may be worth less upon liquidation. Due to a lack of demand in the marketplace or other factors, an account may only be able to sell some or all the investments promptly or may only be able to sell assets at desired prices.

ITEM 9 - DISCIPLINARY INFORMATION

Registered investment advisers are required to provide information about all disciplinary information that would be material to a Client's evaluation of our Firm or the integrity of its management. Clients should refer to the Advisor's Form ADV Part 2B Brochure Supplement. If the Client did not receive the Advisor's Form ADV Part 2B Brochure Supplement, the Client should contact the Chief Compliance Officer using the information provided on the cover page of this Brochure. Our Chief Compliance Officer is available to address any questions a Client or prospective client may have regarding the above or any information outlined in this Brochure.

Our Firm has no legal or disciplinary events that are material to a Client or prospective clients, evaluation of our advisory business, or the integrity of our management services.

ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES & AFFILIATIONS

INDUSTRY ACTIVITIES

Our Firm is an independent registered investment adviser. Our primary business is the provision of investment advisory services as described in this Brochure. In addition to its U.S. investment advisory services, the Firm provides pension consulting and financial planning services to non-United States clients, including consultation on self-invested personal pension arrangements ("SIPPs"), UK state pension entitlements, and international pension and investment structures. These non-U.S. services are provided pursuant to applicable foreign regulatory frameworks and are not governed by the Investment Advisers Act of 1940. Assets associated with non-U.S. services are not included in the Firm's regulatory assets under management reported to the SEC.

OTHER FINANCIAL INDUSTRY ACTIVITIES

Our Firm does not have a related person that is a broker-dealer, investment company, futures commission merchant, commodity pool operator, commodity trading advisor, banking or thrift institution, accountant or accounting firm, lawyer or law firm, real estate broker or dealer, or sponsor or syndicator of limited partnerships.

INSURANCE-RELATED ARRANGEMENTS

Our Firm’s Investment Adviser Representatives ("IARs") are not licensed insurance agents and do not sell insurance products directly. However, certain IARs may refer clients to third-party licensed insurance agents when insurance products are identified as appropriate within the context of investment advisory or financial planning services. In connection with such referrals, the referring IAR may receive compensation from the insurance agent. This arrangement presents a conflict of interest, as the IAR has a financial incentive to recommend insurance products and to refer clients to particular agents. The Firm mitigates this conflict by requiring that any recommendation of insurance products be consistent with the client's financial plan or investment policy statement and that the conflict be disclosed to the client at the time the recommendation is made. Clients are under no obligation to purchase any insurance product through any agent referred by their IAR.

UK INVESTMENT PLATFORM REMUNERATION

In connection with the Firm's non-U.S. pension and investment services, the Firm may receive remuneration from UK investment platform providers — including but not limited to Ardan International, Novia Global Ltd, and IFGL Pensions — for the successful introduction of client business to those platforms. This remuneration is paid by the platform provider, not by the client, and shall not exceed five percent (5%) of the client's original investment (or three percent (3%) for clients residing in California). Individual IARs do not receive this remuneration directly. This arrangement presents a conflict of interest, as the Firm has a financial incentive to introduce non-U.S. clients to these particular platforms rather than alternatives. The Firm discloses this remuneration in the client's executed service agreement. Clients receiving non-U.S. services should review their applicable service documentation for a full description of these arrangements. Assets managed through these platforms are not included in the Firm's SEC-reported regulatory assets under management.

ITEM 11 - CODE OF ETHICS, PARTICIPATION & INTEREST IN CLIENT TRANSACTIONS, & PERSONAL TRADING

Our Firm maintains a Code of Ethics to reinforce the fiduciary principles governing our Firm and its employees. The Code, among other things, requires all employees to act with integrity and ethics, and professionalism.

Policies against overreaching, self-dealing, insider trading, and conflicts of interest are outlined in our Code. Our Code forbids employees from trading, either personally or on behalf of others, based on non-public material information or communicating non-public material information to others violating the law.

Additionally, our Code sets forth restrictions and quarterly attestations on receiving gifts, outside business activities, personal trading activity, maintenance of personal brokerage accounts, and other matters. The Code is appropriately designed and implemented to prevent or eliminate potential conflicts of interest between our Firm, our employees and IARs, Clients, and investors. We always strive to make decisions in our Client's best interest should a conflict of interest arise.

Clients should be aware that no set of rules, policies, or procedures can anticipate, avoid, or address all potential conflicts of interest.

ITEM 12 - BROKERAGE PRACTICES

INVESTMENT MANAGEMENT SERVICES

Clients must maintain assets in an account with a “qualified Custodian,” a broker-dealer or bank. If our Firm is asked to give a recommendation, our recommendation is based on the broker’s cost and fees, skills, reputation, dependability, and compatibility with the Client. The Client may obtain lower commissions and fees from other brokers.

QUALIFIED CUSTODIANS

We typically recommend that our Clients utilize Interactive Brokers LLC or Charles Schwab & Co., Inc. (collectively “Custodians"), registered broker-dealer, Member SIPC, as the qualified custodians. Our Firm is independently owned, operated, and unaffiliated with Custodians. Custodians will hold Client assets in a brokerage account and buy and sell securities when our Firm instructs them.

While our Firm recommends that Clients use Custodians as a custodian, Clients must decide whether to do so and open accounts with Custodians by entering into account agreements directly with them. Accounts will always be held in the Client's name and never in our Firm's.

HOW OUR FIRM SELECTS CUSTODIAN-BROKER

Our Firm seeks to recommend a custodian-broker who will hold Client assets and execute transactions on terms that are, overall, most advantageous compared to other available providers and their services. Our Firm considers a wide range of factors, including, among others:

- Combination of transaction execution and asset custody services (without a separate fee for custody).
- Capability to execute, clear, and settle trades (buy and sell securities for Client accounts).
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payments, etc.).
- The breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds [ETFs], options, futures, and other securities).
- Availability of investment research and tools that assist us in making investment decisions.
- Quality of services.
- Competitiveness of the price of those services (commission rates, other fees, etc.) and willingness to negotiate the prices.
- Reputation, financial strength, and stability.
- Prior service to our Firm and our other Clients.

- Availability of other products and services that benefit our Firm, as discussed below.

CLIENT BROKERAGE & CUSTODY COSTS

Custodians generally does not charge a separate fee for custody services. Custodians receives compensation by charging commissions or other fees on trades it executes or that settle into Clients' Custodians accounts. In addition to commissions, Custodians may charge fees for trades executed by a different broker-dealer where the resulting securities or proceeds settle into a Client's Custodians account ("trade away" fees). These fees are in addition to any compensation the Client pays to the executing broker-dealer. Because of this, our Firm generally has Custodians execute most trades for Client accounts to minimize trading costs. Our Firm has determined that having Custodians execute most trades is consistent with our duty to seek "best execution" of Client trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above.

PRODUCTS AND SERVICES AVAILABLE TO US FROM INTERACTIVE BROKERS

Custodians makes available to our Firm various brokerage, custody, reporting, and related services. Custodians also makes available various support services, some of which help us manage or administer our Clients' accounts and others that help us manage and grow our business. Certain services provided by Custodians may be considered benefits to our Firm that create a conflict of interest, as they may incentivize us to recommend Custodians over other custodians. We have established policies to mitigate any such conflicts of interest. We believe our selection of Custodians as custodian-broker is in our Clients' best interests, and our Firm will always act as a fiduciary in carrying out services to Clients.

SERVICES THAT BENEFIT OUR CLIENTS

Custodians' institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of Client assets. The investment products available through Custodians include domestic and international equities, fixed income, options, ETFs, mutual funds, futures, and other securities. Custodians' services described in this paragraph benefit our Clients and their accounts.

SERVICES THAT MAY NOT DIRECTLY BENEFIT OUR CLIENTS

Custodians also makes available products and services that benefit our Firm but may not directly benefit our Clients or their accounts. These include investment research and tools that may be used to service all or a substantial number of our Clients' accounts. Custodians also makes available software and other technology that:

- Provides access to Client account data (such as duplicate trade confirmations and account statements).
- Facilitates trade execution and allocation of aggregated trade orders for multiple Client accounts.
- Provides pricing and other market data.
- Facilitates payment of our fees from our Clients' accounts.
- Assists with back-office functions, recordkeeping, and Client reporting.

SERVICES THAT GENERALLY BENEFIT ONLY US

Custodians may also offer services to help our Firm manage and develop our business enterprise, which may include educational resources, technology consulting, and practice management support. Custodians may provide some of these services itself or arrange for third-party vendors to provide them. Custodians may also discount or waive its fees for some of these services.

OUR INTEREST IN INTERACTIVE BROKERS' SERVICES

The availability of these services from Custodians benefits our Firm because we do not have to produce or purchase them independently. These services are not contingent upon our Firm committing any specific amount of business to Custodians in trading commissions. We believe our selection of Custodians as custodian-broker is in our Clients' best interests.

Some of the products, services, and other benefits provided by Custodians benefit our Firm and may not benefit Client accounts. Our recommendation that Clients place assets in Custodians' custody may be based, in part, on the benefits Custodians provides to our Firm and not solely on the nature, cost, or quality of custody and execution services provided by Custodians. Our Firm places trades for our Clients' accounts subject to its duty to seek the best execution and other fiduciary duties. Custodians' execution quality may differ from that of other broker-dealers.

Our Firm does not routinely recommend, request, or require that the Client direct us to execute transactions through a specified custodian. Additionally, our Firm typically does not permit the Client to direct brokerage. We place trades for Client accounts subject to our duty to seek the best execution and other fiduciary duties.

BROKERAGE FOR CLIENT REFERRALS

Our Firm does not receive Client referrals from Custodians or any third party in exchange for using that broker-dealer or third party.

AGGREGATION & ALLOCATION OF TRANSACTIONS

Our Firm does not aggregate transactions. No Client will be favored over any other Client. Each account in an aggregated order will participate in the average share price for all transactions in that security on a given business day.

If we do not receive a complete fill for an aggregated order, we will allocate the order on a pro-rata basis. If we determine that a pro-rata allocation is not appropriate under the circumstances, we will base the allocation on other relevant factors, which may include:

- When only a small percentage of the order is executed, purchase allocations may be given to accounts high in cash.
- Sale allocations may be given to accounts low in cash.
- We may allocate shares to the account with the smallest order, the smallest position, or an account that is out of line with respect to security or sector weightings relative to other portfolios with similar mandates.
- We may allocate to one account when that account has investment guideline limitations prohibiting it from purchasing other securities expected to produce similar investment results, and other accounts can participate in the block.
- If an account reaches an investment guideline limit and cannot participate in an allocation, we may reallocate shares to other accounts.
- If a pro-rata allocation of a potential execution would result in a de minimis allocation in one or more accounts, we may exclude those accounts from the allocation.
- Our Firm will document the reasons for any deviation from a pro-rata allocation.

In certain cases, client requests or specific needs will trigger an unplanned transaction in a security where an aggregate transaction occurred previously during the day. Under these circumstances, client transactions will be excluded from the block transaction and receive differing pricing.

TRADE ERRORS

Our Firm has implemented procedures designed to prevent trade errors; however, trade errors cannot always be avoided.

Consistent with our fiduciary duty, it is our Firm's policy to correct trade errors in a manner that is in the Client's best interest. In cases where the Client causes the trade error, the Client will be responsible for any resulting loss. Depending on the specific circumstances, the Client may not receive any gains generated as a result of the error correction. Where the Client does not cause the trade error, the Client will be made whole. Our Firm will absorb any loss resulting from an error caused by our Firm. If Custodians causes the error, Custodians will be responsible for covering all related trade error costs. If an investment error results in a gain upon correction, the gain will be donated to charity. Our Firm will never benefit or profit from trade errors.

DIRECTED BROKERAGE

Our Firm does not routinely recommend, request, or require that the Client direct us to execute transactions through a specified broker-dealer. Additionally, our Firm typically does not permit the Client to direct brokerage. Our Firm places trades for Client accounts subject to its duty to seek the best execution and other fiduciary duties.

ITEM 13 - REVIEW OF ACCOUNTS

CLIENT REVIEWS

Our Firm reviews Client accounts and financial plans periodically. Our IARs will monitor Client accounts regularly and perform annual reviews with each Client. All accounts are reviewed for consistency with Client investment strategy, asset allocation, risk tolerance, and performance. More frequent reviews may be triggered by changes in an account holder’s personal, tax, or financial status. Geopolitical and macroeconomic-specific events may also trigger reviews. Our recommendations depend on the information provided by the Client. Our Client must notify our Firm of any situation that would impair our ability to manage our Client accounts properly.

The Client receives a copy of each trade confirmation (unless the Client has authorized the Custodian to suppress the confirmations) and the standard written account statement from the qualified account Custodian every quarter.

ITEM 14 - CLIENT REFERRALS & OTHER COMPENSATION

BROKERAGE PRACTICES

As disclosed under Item 12 Brokerage Practices, we participate in the Custodian’s institutional customer programs, and we may recommend a Custodian to our Clients for custody and brokerage services. There is no direct link between our participation in the program and the investment advice we give to our Clients. However, we receive economic benefits through our participation in the program that is typically not available to any other independent advisors participating in the program. These benefits include the following products and services (provided without cost or at a discount):

- Receipt of duplicate Client statements and confirmations.
- Research-related products and tools.
- Consulting services.
- Access to a trading desk serving adviser participants.
- Access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to Client accounts);
- The ability to have advisory fees deducted directly from Client accounts.
- Access to an electronic communications network for Client order entry and account information.
- Access to mutual funds with no transaction fees and certain institutional money Managers.
- Discounts on compliance, marketing, research, technology, and practice management products or services provided to us by third-party vendors.

Custodians may also have paid for business consulting and professional services received by some of our IARs. Some of the products and services made available by Custodians through the program may benefit us but may not benefit your account. These products or services may assist us in managing and administering Client accounts, including accounts not maintained at our recommended Custodian. Other services made available by the Custodian are intended to help us manage and further develop our business enterprise. The benefits our Firm or our IARs receive through participation in the program do not depend on the amount of brokerage transactions directed to the Custodian. Due to these arrangements, our Client does not pay more for assets maintained at Custodians. As part of our fiduciary duties to Clients, we always endeavor to put our Client's interests first. Clients should be aware, however, that receiving economic benefits from our Firm or our IARs in and of itself creates a conflict of interest because the cost of these services would otherwise be borne directly by us. These arrangements could indirectly influence our choice of Custodian for custody and brokerage services. Clients should consider these conflicts of interest when selecting a Custodian. The products and services provided by the Custodian, how they benefit us, and the related conflicts of interest are described above.

LEAD GENERATION & REFERRALS

THIRD PARTY INSURANCE

The representatives of The Mass Group may receive compensation from third party insurance agents for referring clients to those agents when they have recommended insurance products as part of their investment advisor services. The Mass Group representatives are not licensed insurance agents themselves and do not sell insurance products. There is an inherent conflict of interest in providing these products as financial plans or investment management services as the representative will earn additional fees for recommending the purchase of insurance products. The Adviser does not make any representation that these products are available at the lowest cost and similar products are available from other providers. The client is under no obligation to purchase insurance products through the insurance agent they are referred to. When applicable, the Adviser shall mitigate this conflict by reviewing the financial plan or investment policy statement of the client.

The Mass Group may receive remuneration from UK Investment Platform Providers for the successful introduction of business to the UK Provider. Related persons do not receive remuneration. Such remuneration is fully disclosed to clients in the executed client agreement. Remuneration shall not exceed five percent (5%) of the client’s original investment. Remuneration for clients residing in California shall not exceed three percent (3%) of the client’s original investment.

OTHER PROFESSIONALS

Our Firm may refer business to estate planning attorneys, accountants, insurance brokers, and other professionals. However, we do not receive monetary or other material compensation for referring Clients to such professionals. We also do not pay any person or firm commissions or other items of material value when referring Clients to us. If we receive or offer an introduction to a Client, we do not pay or earn a referral fee, nor are there established quid pro quo arrangements. Each Client can accept or deny such referral or subsequent services.

ITEM 15 - CUSTODY

Regulators have defined custody as having access or control over Client funds or securities. As it applies to our Firm, we do not have physical custody of funds or securities.

FEE DEDUCTION

Our Firm is deemed to have constructive custody over those Client accounts where it can deduct our fees directly from the Client account. If we comply with certain regulatory requirements, this constructive custody does not mandate that our Firm undergo a surprise audit for those accounts. Our Clients receive account statements directly from the qualified Custodian at least quarterly.

We strongly urge our Clients to compare such reports with the statements received from the qualified Custodian. Furthermore, when our Firm calculates our investment management fees and instructs the Custodian to remit these fees to us directly from Clients' accounts, the Custodian does not verify our calculation of fees. Our Firm performs quarterly testing to ensure that our fees are charged per the Client's Investment Advisory Agreement on file with our Firm.

ITEM 16 - INVESTMENT DISCRETION

NON-DISCRETIONARY AUTHORITY

For non-discretionary accounts, our Firm will discuss all transactions with our Client before execution, or the Client will be required to make the trades in an employer-sponsored account.

ITEM 17 - VOTING CLIENT SECURITIES

PROXY VOTING

Our Firm cannot vote for Client securities. Clients will receive proxies or other solicitations directly from the Custodian or a transfer agent. Clients are responsible for obtaining and voting proxies for all securities maintained in their portfolios. We may provide advice to you regarding your voting of proxies. Clients can contact our Firm with any questions or concerns about a particular solicitation.

CLASS ACTION LAWSUITS

Our Firm does not advise or instruct Clients on whether to participate as a member of class action lawsuits and will not automatically file claims on the Client's behalf. However, if a Client notifies us that they wish to participate in a class action, we will provide the Client with transaction information about the Client's account that is required to file a proof of claim in a class action.

ITEM 18 - FINANCIAL INFORMATION

FINANCIAL CONDITION

Our Firm has no financial commitment that impairs its ability to meet Client contractual and fiduciary obligations and has not been the subject of a bankruptcy proceeding. We do not require or solicit prepayment of more than $1,200 in fees per Client six months or more in advance. Therefore, we are not required to include a balance sheet for the most recent fiscal year.