



Kinwell

KINWELL, LLC

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ADV PART 2A FIRM BROCHURE

Effective: March 6, 2024

The Form ADV Part 2A (“Disclosure Brochure”) provides information about the qualifications and business practices of Kinwell, LLC (referred to as “we,” “our,” “us,” “firm,” “advisor,” or “Kinwell”) If you have any questions about the contents of this brochure, please contact us at (843) 308-1639 or by email at: james.carlson@kinwell.financial.

Kinwell, LLC is a registered investment advisor with the U.S. Securities and Exchange Commission (“SEC”). Registration of an investment advisor does not imply a certain level of skill or training. 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. This Disclosure Brochure provides information about Kinwell to assist you in determining whether to retain the Advisor.

Additional information about Kinwell LLC is also available on the SEC’s Investment Adviser Public Disclosure Website at www.adviserinfo.sec.gov. Kinwell LLC’s CRD number is: 290449.

Item 2: Material Changes

This Disclosure Brochure, dated March 6, 2024, is an annual amendment Brochure. It contains information regarding Kinwell's qualifications, business practices, nature of the advisory services we provide, as well as a description of conflicts of interest relating to our advisory business that could affect a client's account with us. You should rely on the information contained in this document or other information we have referred you to. We have not authorized anyone to provide you with information that is different. We encourage all current and prospective clients to read this Disclosure Brochure and discuss any questions you have with the Advisor.

The material changes in this brochure from the last annual updating amendment of Kinwell, LLC on March 29, 2023 are described below. Material changes relate to Kinwell LLC's policies, practices or conflicts of interests.

ITEM 10 C has been amended to remove outside business activity.

ITEM 10 D has been amended to reflect the engagement of third-party investment managers for some employer sponsored plans.

Full Brochure Available

From time to time, we will amend this Disclosure Brochure to reflect changes in business practices, regulations, and other routine updates as required by the respective regulators. This complete Disclosure Brochure or a Summary of Material Changes will be provided to you annually and/or if a material change occurs.

To request a complete copy of our Brochure, please contact us by telephone at (843) 308-1639 or by email at james.carlson@kinwell.financial. Alternatively, you can view the current Disclosure Brochure online at the SEC's Investment Adviser Public Disclosure website at www.Adviserinfo.sec.gov by searching with our Firm name or CRD No. 290449.

Item 3: Table of Contents

Item 1: Cover Page	i
Item 2: Material Changes	ii
Item 3: Table of Contents	3
Item 4: Advisory Business	5
A. Description of the Advisory Firm.....	5
B. Types of Advisory Services.....	5
C. Client Tailored Services and Client Imposed Restrictions	6
D. Wrap Fee Programs	6
E. Assets Under Management	6
Item 5: Fees and Compensation	7
A. Fee Schedule	7
B. Payment of Fees	8
C. Client Responsibility For Third Party Fees.....	8
D. Prepayment of Fees.....	8
E. Outside Compensation For the Sale of Securities to Clients	8
Item 6: Performance-Based Fees and Side-By-Side Management.....	8
Item 7: Types of Clients.....	9
Item 8: Methods of Analysis, Investment Strategies, & Risk of Loss.....	9
A. Methods of Analysis and Investment Strategies	9
B. Material Risks Involved	9
C. Risks of Specific Securities Utilized.....	10
Item 9: Disciplinary Information	12
A. Criminal or Civil Actions.....	12
B. Administrative Proceedings	12
C. Self-regulatory Organization (SRO) Proceedings.....	12
Item 10: Other Financial Industry Activities and Affiliations	12
A. Registration as a Broker/Dealer or Broker/Dealer Representative	12
B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor.....	12

C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests	12
D. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections	12
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading .	13
A. Code of Ethics	13
B. Recommendations Involving Material Financial Interests	13
C. Investing Personal Money in the Same Securities as Clients.....	13
D. Trading Securities At/ Around the Same Time as Clients' Securities	13
Item 12: Brokerage Practices.....	13
A. Factors Used to Select Custodians and/or Broker/Dealers.....	13
1. Research and Other Soft-Dollar Benefits	14
2. Brokerage for Client Referrals	14
3. Clients Directing Which Broker/Dealer/Custodian to Use	14
B. Aggregating (Block) Trading for Multiple Client Accounts	14
Item 13: Review of Accounts	14
A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews	14
B. Factors That Will Trigger a Non-Periodic Review of Client Accounts.....	15
C. Content and Frequency of Regular Reports Provided to Clients.....	15
Item 14: Client Referrals and Other Compensation	15
A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)	15
B. Compensation to Non - Advisory Personnel for Client Referrals.....	16
Item 15: Custody	16
Item 16: Investment Discretion	16
Item 17: Voting Client Securities (Proxy Voting).....	17
Item 18: Financial Information.....	17
A. Balance Sheet	17
B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients	17
C. Bankruptcy Petitions in Previous Ten Years.....	17

Item 4: Advisory Business

A. Description of the Advisory Firm

Kinwell LLC (hereinafter “Kinwell”) is a registered investment advisor with the U.S. Securities and Exchange Commission (“SEC”). The advisor is organized as a Limited Liability Company (“LLC”) under the law of the State of South Carolina. The firm was formed in September 2017, and became registered as an investment adviser in January 2018. The firm became registered with the U.S. Securities and Exchange Commission on May 26, 2023. The principal owners are James Louis Carlson and Matthew Dayton Ritt. This Disclosure Brochure provides information regarding the qualifications, business practices, and the advisory services provided by Kinwell.

B. Types of Advisory Services

Portfolio Management Services

Kinwell offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. Kinwell creates an Investment Policy Statement for each client, which outlines the client’s current situation (including income, tax levels, and risk tolerance levels). Portfolio management services include, but are not limited to, the following:

- Investment strategy
- Personal investment policy
- Asset allocation
- Asset selection
- Risk tolerance
- Regular portfolio monitoring

Kinwell evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. Kinwell will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

Kinwell seeks to ensure that investment decisions are made in accordance with the fiduciary duties owed to its accounts and without consideration of Kinwell’s economic, investment or other financial interests. To meet its fiduciary obligations, Kinwell attempts to avoid, among other things, investment or trading practices that systematically advantage or disadvantage certain client portfolios, and accordingly, Kinwell’s policy is to seek fair and equitable allocation of investment opportunities/transactions among its clients to avoid favoring one client over another over time.

It is Kinwell’s policy to allocate investment opportunities and transactions it identifies as being appropriate and prudent, including initial public offerings (“IPOs”) and other investment opportunities that might have a limited supply, among its clients on a fair and equitable basis over time.

Pension Consulting Services

Kinwell offers consulting services to pension or other employee benefit plans (including but not limited to 401(k) plans). Pension consulting may include, but is not limited to:

- identifying investment objectives and restrictions
- providing guidance on various assets classes and investment options
- recommending third-party investment managers to manage plan assets in ways designed to achieve objectives
- monitoring performance of money managers and investment options and making recommendations for changes
- recommending other service providers, such as custodians, administrators and broker-dealers
- creating a written pension consulting plan

These services are based on the goals, objectives, demographics, time horizon, and/or risk tolerance of the plan and its participants.

Services Limited to Specific Types of Investments

Kinwell generally limits its investment advice to mutual funds, fixed income securities, real estate funds (including REITs), insurance products including annuities, equities, ETFs (including ETFs in the gold and precious metal sectors), treasury inflation protected/inflation linked bonds, commodities, non-U.S. securities, venture capital funds and private placements. Kinwell may use other securities as well to help diversify a portfolio when applicable.

C. Client Tailored Services and Client Imposed Restrictions

Kinwell offers the same suite of services to all of its clients. However, specific client investment strategies and their implementation are dependent upon the client Investment Policy Statement which outlines each client’s current situation (income, tax levels, and risk tolerance levels). Clients may impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent Kinwell from properly servicing the client account, or if the restrictions would require Kinwell to deviate from its standard suite of services, Kinwell reserves the right to end the relationship.

D. Wrap Fee Programs

Kinwell does not participate in any wrap fee programs.

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees, transaction costs, fund expenses, and other administrative fees.

E. Assets Under Management

Kinwell has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$81,334,693	\$67,404,475	December 2023

Item 5: Fees and Compensation

A. Fee Schedule

Standard Portfolio Management Fees

Total Assets Under Management	Annual Fees
First \$2,000,000	0.90%
Next \$2,000,001 - \$5,000,000	0.68%
Next \$5,000,001 and Above	0.50%

Kinwell uses a blended fee structure as noted above. For the first \$2,000,000 you will pay 0.90% on those assets. On any assets in the account above \$2,000,000 that are between \$2,000,001 and \$5,000,000 you will pay 0.68% on that portion of the assets in the account. On any assets above \$5,000,000 you will pay 0.50% on that portion of the assets in the account. For example, on an account with \$3,500,000 you will be charged 0.90% on \$2,000,000 and 0.68% on \$1,500,000. Kinwell uses the value of the account as of the last business day of the billing period for determining the market value of the assets upon which the advisory fee is based.

These fees are generally negotiable, and the final fee schedule is attached as Exhibit II of the Investment Advisory Contract. Clients may terminate the agreement without penalty for a full refund of Kinwell's fees within five business days of signing the Investment Advisory Contract. Thereafter, clients may terminate the Investment Advisory Contract immediately upon written notice.

Private Client Portfolio

Total Assets Under Management	Annual Fees
Up to \$10,000,000	1.00%
\$10,000,001 and Above	0.60%

Private Client core-satellite model for high net worth accredited investors. The core-Satellite approach combines the benefits of an evidence-based core and actively managed private placement satellite in early-stage growth companies.

Pension Consulting Services Fees

Asset-Based Fees for Pension Consulting

Total Assets Under Management	Annual Fee
\$2,500,000 - \$4,999,999	0.55%
\$5,000,000 - \$9,999,999	0.45%
\$10,000,000 - AND UP	0.40%

**Retirement plan consulting fees may be a combination of flat fee plus asset-based fees.*

Kinwell will not provide pension consulting services to clients with assets under \$2,500,000. Kinwell uses the value of the account as of the last business day of the billing period for determining the market value of the assets upon which the advisory fee is based. These fees are generally negotiable, and the final fee schedule is attached as Exhibit II of the pension consulting agreement.

Clients may terminate the agreement without penalty for a full refund of Kinwell's fees within five business days of signing the Investment Advisory Contract. Thereafter, clients may terminate the pension consulting agreement immediately upon written notice.

Fixed Fees

The rate for creating client pension consulting plans is between \$25,000 and \$150,000. The final fee schedule will be attached as Exhibit II of the pension consulting agreement. This service may be canceled immediately upon written notice.

B. Payment of Fees

Payment of Standard Portfolio Management Fees

Asset-based portfolio management fees are withdrawn directly from the client's accounts with client's written authorization on a quarterly basis. Fees are paid in arrears.

Payment of Pension Consulting Fees

Asset-based pension consulting fees are withdrawn directly from the client's accounts with client's written authorization on a quarterly basis. Fees are paid in arrears.

Fixed pension consulting fees are paid via check. These fees are paid in arrears upon completion.

C. Client Responsibility For Third Party Fees

Clients are responsible for the payment of all third-party fees (i.e., custodian fees, brokerage fees, mutual fund fees, transaction fees, etc.). Those fees are separate from, and in addition to, the fees and expenses charged by Kinwell. Please see Item 12 of this brochure regarding broker-dealer/custodian.

D. Prepayment of Fees

Kinwell collects its fees in arrears. It does not collect fees in advance.

E. Outside Compensation For the Sale of Securities to Clients

Neither Kinwell nor its supervised persons accept any compensation for the sale of investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

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

Item 7: Types of Clients

Kinwell generally provides advisory services to the following types of clients:

- Individuals
- High-Net-Worth Individuals
- Pension and Profit-Sharing Plans

Item 8: Methods of Analysis, Investment Strategies, & Risk of Loss

A. Methods of Analysis and Investment Strategies

The investment advice provided, along with the strategies suggested by Kinwell will vary depending on each Client's specific financial situation and goals. Below are different methods of analysis and investment strategy that Kinwell typically uses (individually or together) when providing Clients with investment advice:

Methods of Analysis

Kinwell's methods of analysis include 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.

Investment Strategies

Kinwell uses long term trading.

B. Material Risks Involved

Risk of Loss

Investing in securities involves a risk of loss of all or part of your principal investment that you, as a Client, should be prepared to bear.

Different types of investments involve varying degrees of risk. While Kinwell tries to achieve favorable results for our Clients, we do not represent, warrant, or imply that our services or methods of analysis or investment strategies can or will predict future results, successfully identify market tops or bottoms, or insulate clients from investment losses. Clients must understand that all investments carry risk that are borne by the investor, including, but not limited to, the risks discussed below.

General Investment Risk: All investments come with the risk of losing money. Investing involves substantial risks, including possible loss of principal plus other losses, and may not be suitable for many members of the public. Unlike savings and checking accounts at a bank, investments are not insured by the government to protect against market losses. Different market instruments carry different types and degrees

of risk, and Clients should familiarize themselves with the risks involved in the particular market instruments they intend to be invested in.

Loss of Value: There can be no assurance that a specific investment will achieve its investment objectives, and past performance should not be seen as a guide for future returns. The value of investments and the income derived may rise and fall, and investors may not recoup the original amount invested. Investments may also be affected by any changes in exchange control regulation; tax laws; withholding taxes; international, political, and economic developments; and government, economic; or monetary policies.

Market Risk: The price of an investment 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, including, but not limited to, political, economic, and social conditions.

Inflation Risk: This is the risk that your dollar will be worth less in the future than it is today, simply based on inflation. When any type of inflation is present, a dollar will be worth more today than a dollar next year, because purchasing power is eroding at the rate of inflation.

Methods of Analysis

Modern portfolio theory assumes that investors are risk averse, meaning that given two portfolios that offer the same expected return, investors will prefer the less risky one. Thus, an investor will take on increased risk only if compensated by higher expected returns. Conversely, an investor who wants higher expected returns must accept more risk. The exact trade-off will be the same for all investors, but different investors will evaluate the trade-off differently based on individual risk aversion characteristics. The implication is that a rational investor will not invest in a portfolio if a second portfolio exists with a more favorable risk-expected return profile – i.e., if for that level of risk an alternative portfolio exists which has better expected returns.

Investment Strategies

Long-term trading is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

C. Risks of Specific Securities Utilized

Clients should be aware that there is a material risk of loss using any investment strategy. The investment types listed below (leaving aside Treasury Inflation Protected/Inflation Linked Bonds) are not guaranteed or insured by the FDIC or any other government agency.

Mutual Funds: Investing in mutual funds carries the risk of capital loss and thus you may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. The funds can be of bond “fixed income” nature (lower risk) or stock “equity” nature.

Equity investment generally refers to buying shares of stocks in return for receiving a future payment of dividends and/or capital gains if the value of the stock increases. The value of equity securities may fluctuate in response to specific situations for each company, industry conditions and the general economic environments.

Fixed income investments generally pay a return on a fixed schedule, though the amount of the payments can vary. This type of investment can include corporate and government debt securities, leveraged loans, high yield, and investment grade debt and structured products, such as mortgage and other asset-backed securities, although individual bonds may be the best known type of fixed income security. In general, the fixed income market is volatile and fixed income securities carry interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities.) Fixed income securities also carry inflation risk, liquidity risk, call risk, and credit and default risks for both issuers and counterparties. The risk of default on treasury inflation protected/inflation linked bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal. Risks of investing in foreign fixed income securities also include the general risk of non-U.S. investing described below.

Exchange Traded Funds (ETFs): An ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance. Precious Metal ETFs (e.g., Gold, Silver, or Palladium Bullion backed “electronic shares” not physical metal) specifically may be negatively impacted by several unique factors, among them (1) large sales by the official sector which own a significant portion of aggregate world holdings in gold and other precious metals, (2) a significant increase in hedging activities by producers of gold or other precious metals, (3) a significant change in the attitude of speculators and investors.

Real estate funds (including REITs) face several kinds of risk that are inherent in the real estate sector, which historically has experienced significant fluctuations and cycles in performance. Revenues and cash flows may be adversely affected by: changes in local real estate market conditions due to changes in national or local economic conditions or changes in local property market characteristics; competition from other properties offering the same or similar services; changes in interest rates and in the state of the debt and equity credit markets; the ongoing need for capital improvements; changes in real estate tax rates and other operating expenses; adverse changes in governmental rules and fiscal policies; adverse changes in zoning laws; the impact of present or future environmental legislation and compliance with environmental laws.

Annuities are a retirement product for those who may have the ability to pay a premium now and want to guarantee they receive certain monthly payments or a return on investment later in the future. Annuities are contracts issued by a life insurance company designed to meet requirement or other long-term goals. An annuity is not a life insurance policy. Variable annuities are designed to be long-term investments, to meet retirement and other long-range goals. Variable annuities are not suitable for meeting short-term goals because substantial taxes and insurance company charges may apply if you withdraw your money early. Variable annuities also involve investment risks, just as mutual funds do.

Private placements carry a substantial risk as they are subject to less regulation than are publicly offered securities, the market to resell these assets under applicable securities laws may be illiquid, due to restrictions, and the liquidation may be taken at a substantial discount to the underlying value or result in the entire loss of the value of such assets.

Venture capital funds invest in start-up companies at an early stage of development in the interest of generating a return through an eventual realization event; the risk is high as a result of the uncertainty involved at that stage of development.

Commodities are tangible assets used to manufacture and produce goods or services. Commodity prices are affected by different risk factors, such as disease, storage capacity, supply, demand, delivery constraints

and weather. Because of those risk factors, even a well-diversified investment in commodities can be uncertain.

Non-U.S. securities present certain risks such as currency fluctuation, political and economic change, social unrest, changes in government regulation, differences in accounting and the lesser degree of accurate public information available.

Past performance is not indicative of future results. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Item 9: Disciplinary Information

A. Criminal or Civil Actions

There are no criminal or civil actions to report.

B. Administrative Proceedings

There are no administrative proceedings to report.

C. Self-regulatory Organization (SRO) Proceedings

There are no self-regulatory organization proceedings to report.

Item 10: Other Financial Industry Activities and Affiliations

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

Neither Kinwell nor its representatives are registered as, or have pending applications to become, a broker/dealer or a representative of a broker/dealer.

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

Neither Kinwell nor its representatives are registered as or have pending applications to become either a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor or an associated person of the foregoing entities.

C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

There are no registration relationships to disclose.

D. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections

Kinwell may refer some clients to a third-party ERISA 3(38) Investment Managers to manage all or a portion of the participant plan. Kinwell may receive compensation as a result of this engagement. The client will receive the disclosure brochure of both parties. The fee will not exceed any limit imposed by any

Regulatory agency. Kinwell will always act in the best interest of the client, including when determining which third party manager to recommend. When a third-party investment manager is engaged Kinwell does not maintain discretionary trading authority but will retain oversight responsibility and can elect to replace the investment manager. Kinwell and the investment manager will share, in proportion to the contract, the fee paid by the client for as long as the client is engaged or until the Kinwell agreement expires. The client will not pay additional fees as a result of this arrangement.

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

A. Code of Ethics

Kinwell has a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. Kinwell's Code of Ethics is available free upon request to any client or prospective client.

B. Recommendations Involving Material Financial Interests

Kinwell does not recommend that clients buy or sell any security in which a related person to Kinwell or Kinwell has a material financial interest.

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of Kinwell may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of Kinwell to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. Kinwell will always document any transactions that could be construed as conflicts of interest and will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.

D. Trading Securities At/Around the Same Time as Clients' Securities

From time to time, representatives of Kinwell may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of Kinwell to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest; however, Kinwell will never engage in trading that operates to the client's disadvantage if representatives of Kinwell buy or sell securities at or around the same time as clients.

Item 12: Brokerage Practices

A. Factors Used to Select Custodians and/or Broker/Dealers

Custodians/broker-dealers will be recommended based on Kinwell's duty to seek "best execution," which is the obligation to seek execution of securities transactions for a client on the most favorable terms for the client under the circumstances. Clients will not necessarily pay the lowest commission or commission equivalent, and Kinwell may also consider the market expertise and research access provided by the broker-dealer/custodian, including but not limited to, access to written research, oral communication with analysts, admittance to research conferences and other resources provided by the brokers that may aid in Kinwell's research efforts. Kinwell will never charge a premium or commission on transactions beyond the actual cost imposed by the broker-dealer/custodian.

Kinwell will require clients to use Schwab Institutional, a division of Charles Schwab & Co., Inc. Employer sponsored plans will use Matrix Trust Co., Newport Trust Co., Empower Trust Co., or Millennium Trust Co. based on the plan needs and objective.

1. Research and Other Soft-Dollar Benefits

While Kinwell has no formal soft dollar program in which soft dollars are used to pay for third party services, Kinwell may receive research, products, or other services from custodians and broker-dealers in connection with client securities transactions ("soft dollar benefits"). Kinwell may enter into soft-dollar arrangements consistent with (and not outside of) the safe harbor contained in Section 28(e) of the Securities Exchange Act of 1934, as amended. There can be no assurance that any particular client will benefit from soft dollar research, whether or not the client's transactions paid for it, and Kinwell does not seek to allocate benefits to client accounts proportionate to any soft dollar credits generated by the accounts. Kinwell benefits by not having to produce or pay for the research, products or services, and Kinwell will have an incentive to recommend a broker-dealer based on receiving research or services. Clients should be aware that Kinwell's acceptance of soft dollar benefits may result in higher commissions charged to the client.

2. Brokerage for Client Referrals

Kinwell receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

3. Clients Directing Which Broker/Dealer/Custodian to Use

Kinwell does not allow directed brokerage. Kinwell will require clients to use a specific broker-dealer to execute transactions. Not all advisers require clients to use a particular broker-dealer.

B. Aggregating (Block) Trading for Multiple Client Accounts

Kinwell does not typically aggregate or bunch the securities to be purchased or sold for multiple clients. However, in some circumstances block trading may be used for same day, multi-client trades. This may result in less favorable prices, particularly for illiquid securities or during volatile market conditions.

Item 13: Review of Accounts

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

All client accounts for Kinwell's advisory services provided on an ongoing basis are reviewed at least annually by James Carlson, Managing Member, with regard to clients' respective investment policy statement and risk tolerance levels. All accounts at Kinwell are assigned to this reviewer.

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

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance). Account reviews will also be provided as reasonably requested by Clients.

C. Content and Frequency of Regular Reports Provided to Clients

Each client of Kinwell's advisory services, provided on an ongoing basis, will receive a monthly report detailing the client's account, including assets held, asset value, and calculation of fees. This written report will come from the custodian. Clients should review these reports carefully and reach out with any questions.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

Kinwell does not receive any economic benefit, directly or indirectly, from any third party for advice rendered to Kinwell's clients.

With respect to Schwab, Kinwell receives access to Schwab's institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisers on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the adviser's clients' assets are maintained in accounts at Schwab Advisor Services. Schwab's services include brokerage services that are related to the execution of securities transactions, custody, research, including that in the form of advice, analyses and reports, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment. For Kinwell client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions or other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts. It is important to note that these expenses are separate from, and in addition to, Kinwell's advisory fee.

Schwab also makes available to Kinwell other products and services that benefit Kinwell but may not benefit its clients' accounts. These benefits may include national, regional or Kinwell-specific educational events organized and/or sponsored by Schwab Advisor Services. Other potential benefits may include occasional business entertainment of Kinwell personnel by Schwab Advisor Services personnel, including meals; invitations to sporting events, including golf tournaments; and other forms of entertainment, some of which may accompany educational opportunities. Other of these products and services assist Kinwell in managing and administering clients' accounts. These include software and other technology (and related technological training) that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts, if applicable), provide research, pricing information and other market data, facilitate payment of Kinwell's fees from its clients' accounts (if applicable), and assist with back-office training and support functions, recordkeeping and client reporting. Many of these services generally may be used to service all or some substantial number of Kinwell's accounts. Schwab Advisor Services also makes available to Kinwell other

services intended to help Kinwell manage and further develop its business enterprise. These services may include professional compliance, legal and business consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, employee benefits providers, human capital consultants, insurance and marketing. In addition, Schwab may make available, arrange and/or pay vendors for these types of services rendered to Kinwell by independent third parties. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to Kinwell. Kinwell is independently owned and operated and not affiliated with Schwab.

B. Compensation to Non – Advisory Personnel for Client Referrals

Kinwell does not currently compensate third-party promoters for client referrals; however, Kinwell may, in the future, enter into written arrangements with third parties to act as promoters for Kinwell's investment management services. All promotor agreements will comply with Rule 206(4)-1 under the Investment Advisers Act of 1940, and all promotor relationships will be fully disclosed to each Client to the extent required by applicable law. Kinwell will ensure each promotor is exempt, notice filed, or properly registered in all appropriate jurisdictions.

Item 15: Custody

Custody means holding, directly or indirectly, client funds or securities, or having any authority to obtain possession of them. Kinwell does not maintain physical possession of Client funds or securities; rather, we require that client assets are held by a third-party qualified custodian.

Kinwell, however, is deemed to have limited custody of client's assets when advisory fees are deducted directly from client accounts at client's custodian. Prior to permitting direct debit of our advisory fees, each client provides written authorization permitting our fees be paid directly from the custodian.

Clients will receive all account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy. The custodial statement should be considered the official record of your account for tax purposes.

Kinwell encourages clients to raise any questions about the custody, safety, or security of your assets.

Item 16: Investment Discretion

Kinwell provides discretionary and non-discretionary investment advisory services to clients. The advisory contract established with each client sets forth the discretionary authority for trading. Where investment discretion has been granted, Kinwell generally manages the client's account and makes investment decisions without consultation with the client as to when the securities are to be bought or sold for the account, the total amount of the securities to be bought/sold, what securities to buy or sell, or the price per share.

Kinwell will also have discretionary authority to determine the broker or dealer to be used for a purchase or sale of securities for a client's account.

This discretionary authority does not grant us the authority to take or have possession of any assets in a client's account or to direct delivery of any securities or payment of any funds held in the account to

Kinwell. Furthermore, Kinwell's discretionary authority by agreement does not allow us to direct the disposition of such securities or funds to anyone except the account owner.

Clients may impose reasonable restrictions in investing in certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent Kinwell from properly servicing the client account, or if the restrictions would require Kinwell to deviate from its standard suite of services, Kinwell reserves the right to end the relationship.

In a non-discretionary account, Kinwell recommends purchasing or selling securities for review and approval by client. Kinwell will only purchase or sell securities that clients have approved in advance.

Item 17: Voting Client Securities (Proxy Voting)

Kinwell will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

Item 18: Financial Information

A. Balance Sheet

Kinwell neither requires nor solicits prepayment of more than \$500 in fees per client, six months or more in advance, and therefore is not required to include a balance sheet with this brochure.

B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither Kinwell nor its management has any financial condition that is likely to reasonably impair Kinwell's ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

Kinwell has not been the subject of a bankruptcy petition in the last ten years.

Privacy Policy

An important part of the relationship we have with our clients is the information they share with us. We want each client to know how we treat their private information. We keep personal information such as Social Security Numbers and account balances confidential. We take steps to safeguard this data from anyone who should not have access to it. In dealing with Kinwell, LLC, clients can expect that we will take the steps outlined below to keep all their information confidential and secure.

Our Privacy Policy

In providing financial services and products to our clients, we collect certain non-public information about them. Our policy is to keep this information confidential and strictly safeguarded, and to use or disclose it only as needed to provide services to our clients, or as permitted by law. Protecting your privacy is important to us.

Information We Collect

The non-public personal information we have about clients includes what they give us when opening an account or communicating with us. This could include:

- Name and address
- Social Security Number
- Investment objectives and experience
- Financial circumstances
- Employment history
- Account balance and account transactions

Information We Disclose

We do not disclose personal information about our clients to third parties, other than the chosen Sub-Advisor. We may disclose anonymous information that cannot be linked to an individual client on occasion, but only to companies that we hire to help us provide products and services to our clients, or as required by law, or as authorized by the client personally. We do not sell personal client information to anyone.

How Information Is Used

We use information about our clients to provide our investment advisory services to them, such as managing their investment account. We may disclose this information to third parties as permitted by law, including the outside broker-dealers, custodians, administrators, transfer agents, accountants or attorneys that we need to use to provide our services to clients. From time to time, we must give information about our business to regulatory authorities. This may or may not include personal information about our clients and their accounts.

How Information Is Safeguarded

We have procedures in place that we believe are reasonably designed to protect the security and confidentiality of client information. These include confidentiality agreements with companies we hire to help us provide services to clients, password-protected user access to our computer files, and strict confidentiality policies that apply to all Firm personnel, vendors and contractors.

Your Data Choices

You have the following choices with respect to your personal information:

Decline to provide information. We need to collect personal information to provide certain services. If you do not provide the information requested, we may not be able to provide those services.

How to contact us. You can reach us in the following ways:

Office Location: 1630 Meeting St. Suite 203 Charleston, SC 29405

Office Phone: (843) 308-1639

Email: james.carlson@kinwell.financial