McLean

ADV Part 2A
January 30, 2025

This Brochure provides information about the qualifications and business practices of **McLean Asset Management Corporation** ("MAMC"). If you have any questions about the contents of this Brochure, please contact us at 703-827-0636 or compliance@mcleanam.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

McLean Asset Management Corporation is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about **McLean Asset Management Corporation** also is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for MAMC is 108067.

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Item 2 – Material Changes

This Item of the Brochure discusses only specific material changes made to the Brochure and provides clients with a summary of such changes. Since our last annual amendment filing on 2/29/2024, there have been no material changes.

We will further provide you with a revised Brochure as necessary based on material changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting your personal investment adviser representative at 703-827-0636 or via email at compliance@mcleanam.com. Our Brochure is also available on our website: www.mcleanam.com.

Additional information about us is available via the SEC's website www.adviserinfo.sec.gov. The SEC's website provides information about any person affiliated with MAMC who is registered, or is required to be registered, as an investment adviser representative of MAMC.

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Item 4 – Advisory Business

McLean Asset Management Corporation ("MAMC") is a registered investment adviser that was founded in 1984. MAMC is an independent adviser firm that provides investment management services and consulting services to a broad range of clients, including individuals, employer-sponsored retirement plans, trusts, estates, charitable organizations, and business entities. MAMC is principally owned by Alejandro (Alex) Murguia.

MAMC provides discretionary and non-discretionary investment supervisory services to its clients. At the beginning of a client relationship, MAMC consults with the client to obtain detailed financial information and other pertinent data that will assist in developing an effective investment management program tailored to the client's specific needs. MAMC manages the client's account(s) on an individualized basis, taking into consideration a client's goals, investment objectives, client mandated restrictions, risk tolerance, net worth, net income, and other various suitability factors. Further restrictions and guidelines may be imposed by a client, which will affect the composition and performance of portfolios. For these reasons, the performance of portfolios within the same investment objective may differ, and clients should not expect that the performance of their portfolios will be identical with other MAMC clients.

In addition, depending upon a client's specific circumstances and needs, MAMC may provide clients additional services such as financial planning, risk management counsel, the establishment of and counsel on retirement plans, and review of assets outside direct management by MAMC.

A client may choose to have MAMC provide one or more of the services described below. Each client is advised that any change in the client's financial situation or investment objectives must be immediately conveyed by the client to MAMC to ascertain whether the agreed-upon services/recommendations continue to be suitable and prudent for the client. The scope of the services to be provided to a client is governed by a written agreement between MAMC and the client.

The services that MAMC provides include the following:

Investment Supervisory Services. A client may identify specific assets to be managed by MAMC on a discretionary or non-discretionary basis, granting MAMC the authority to act as the client's agent to supervise, manage, and buy/sell assets on the client's behalf consistent with the agreed-upon investment strategy. For clients electing a non-discretionary relationship, trades will only be executed after obtaining the client's approval. In the event of a major market correction in either direction or negative news about a specific security or management of a security, MAMC will be unable to effect transactions in the client account without first obtaining the client's consent. MAMC considers the client's investment objectives for clients with a discretionary relationship but does not consult with the client before taking any action in implementing the investment strategy that MAMC and the client have previously agreed.

Non-Discretionary Recommendations without Agent Authority. A client may identify specific assets to be subject to MAMC's non-discretionary advisory recommendations (i.e., non-discretionary investment recommendations approved and implemented by the client). Most commonly, these arrangements will cover assets held in accounts for which MAMC does not have trading authority, potentially including client accounts held on retirement plan platforms or sub-accounts underlying variable annuities. If mutually agreed to in writing, MAMC will make recommendations with respect to such assets as MAMC deems appropriate in light of the client's investment objectives. However, the client is solely responsible for determining whether to follow any recommendations made by MAMC, and for implementing any recommendations MAMC makes with respect to such assets.

Additional Financial Services and Consultation. In addition to managing the discretionary and non-discretionary investment advisory services described above, MAMC may consult with clients on various financial subjects including income and estate tax matters, business sale structures, education funding, retirement planning, establishment and design of retirement plans and trusts, among other things. These services are provided as part of the financial planning services offered by MAMC.

Limitations of Financial Planning and Non-Investment Consulting/Implementation Services. To the extent requested by a client, MAMC may provide financial planning and related consulting services regarding non-investment related matters. MAMC does not serve as a law firm or accounting firm and no associated person of MAMC acts as a lawyer or accountant. No portion of MAMC's services should be construed as legal or accounting services. Neither MAMC nor its associated persons prepare tax returns or provide tax advice. Neither MAMC nor its associated persons prepare estate planning documents or provide legal advice. All tax and legal strategies should be confirmed with your tax adviser or legal counsel.

When appropriate for a client, MAMC may recommend the purchase of insurance products, including through MAMC's affiliated insurance agency, McLean Insurance Solutions, LLC ("MIS"), and MAMC representatives in their separate capacities as insurance agents. The recommendation that a client purchase an insurance product presents a material conflict of interest, as the receipt of insurance sales compensation provides an incentive to recommend insurance products based on compensation received rather than on a particular client's need. No client is under any obligation to purchase any insurance products from MIS or any of MAMC's licensed insurance agents. Clients are reminded that they may purchase insurance products recommended by MAMC through other, non-affiliated insurance agents and agencies.

Referrals to Outside Professionals. To the extent requested by a client, MAMC may recommend the services of other professionals for certain non-investment implementation purposes (i.e., attorneys, accountants, insurance agents, etc.). Clients are reminded that they are under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation made by MAMC or its representatives. **Please Note**: If the client engages any unaffiliated recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional.

Employer-Sponsored Retirement Plans. Investment management and advisory services are also provided to qualified employer-sponsored retirement plans where MAMC may serve as a fiduciary under ERISA §3(21) and/or an investment manager under ERISA §3(38).

As an ERISA §3(21) fiduciary, MAMC acts in a non-discretionary capacity, making recommendations to the plan sponsor regarding the plan investments, and can also assist in the development of an investment policy statement based upon the plan's goals and objectives; provide participant education; advise the plan regarding its fiduciary obligations; and assist with ongoing plan operations, as needed.

Where MAMC has been appointed an investment manager under ERISA §3(38), MAMC possesses discretionary authority to select, monitor and replace the investment options made available to the plan participants according to the goals and investment objectives of the plan. MAMC can also design and maintain asset allocation model portfolios comprised of designated investment alternatives available to the plan participants. Plan participants have the option to select an asset allocation model portfolio or construct their own customized portfolio of funds.

Each plan chooses its own third-party administrator to provide administrative and recordkeeping services. MAMC may make a referral to outside administrators if requested by the client; however, MAMC has no financial interest in and receives no compensation for such referrals.

Retirement Rollovers-Potential for Conflict of Interest: A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer's plan, if permitted, (ii) roll over the assets to the new employer's plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account ("IRA"), or (iv) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences). If MAMC recommends that a client roll over their retirement plan assets into an account to be managed by MAMC, such a recommendation creates a conflict of interest if MAMC will earn a new (or increase its current) advisory fee as a result of the rollover. No client is under any obligation to roll over retirement plan assets to an account managed by MAMC. MAMC's Chief Compliance Officer, Paula Friedman, remains available to address any questions that a client or prospective client may have regarding the potential for conflict of interest presented by such rollover recommendation.

ERISA / IRC Fiduciary Acknowledgment: When MAMC provides investment advice to a client regarding the client's retirement plan account or individual retirement account, it does so as a fiduciary within the meaning of Title I of the Employee Retirement Income Security Act ("ERISA") and/or the Internal Revenue Code ("IRC"), as applicable, which are laws governing retirement accounts. The way MAMC makes money creates some conflicts with client interests, so MAMC operates under a special rule that requires it to act in the client's best interest and not put its interests ahead of the client's.

Under this special rule's provisions, MAMC must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put its financial interests ahead of the client's when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that MAMC gives advice that is in the client's best interest;
- Charge no more than is reasonable for MAMC's services; and
- Give the client basic information about conflicts of interest.

Assets Under Management. As of December 31, 2024, MAMC had $819,201,980 of assets under management, of which $811,503,871 are discretionary, and $7,698,109 are non-discretionary.

Item 5 – Fees and Compensation

The specific manner in which fees are charged by MAMC is established in a written agreement between MAMC and the client. Clients whose accounts predate this document are subject to fee arrangements that may differ from the current fee arrangements discussed below.

Fees for Standard Investment Management Services. Generally, the fee for standard investment supervisory services is based upon the average daily balance of assets under management in the client's portfolio during the previous calendar quarter. MAMC's fee schedule for the provision of investment management services is negotiable, but is generally as follows:

Value of Assets Under Management	Annual Fee
First $1,000,000.00	1.25%
From $1,000,000.01 to $2,500,000.00	1.00%
From $2,500,000.01 to $5,000,000.00	0.80%
From $5,000,000.01 to $10,000,000.00	0.70%
Greater than $10,000,000.00	0.50%

The minimum quarterly fee for standard investment management services is $3,125, which may be waived or reduced at MAMC's sole discretion. For clients who are subject to this minimum quarterly fee and who maintain less than $1,000,000 in assets under MAMC's management, the effective fee rate will exceed the Annual Fee reflected above.

As noted above, MAMC's fees are negotiable based on a variety of objective and subjective factors, including but not limited to: the scope and complexity of the engagement; the anticipated number of meetings and servicing needs; length of relationship with the client; client referrals; related accounts; future earning capacity; anticipated future additional assets; and the professional(s) rendering the service(s). As a result of these factors, similarly situated clients could pay different fees, and the services to be provided by MAMC to any particular client could be available from other advisers at lower fees.

Additional Financial Services and Consulting Services Fees. MAMC may provide clients with a broad range of consulting services on an hourly or flat rate fee basis. Such services may include analysis of an existing portfolio, tax planning, retirement planning, consideration of asset allocation adjustments, or advice regarding assets not subject to investment management by MAMC. MAMC may require a retainer for its consulting fee (estimated hourly or fixed) payable upon entering the written agreement. The consulting fees are negotiable, and clients can expect to pay rates between $250 and $1,000 per hour or between $1,000 and $50,000 depending upon the scope and complexity of the engagement. The rate for these services will be determined and agreed upon in a separate agreement prior to the start of work for the client.

Fees for Tax-Managed Core Equity Strategies. If consistent with the agreed-upon investment plan, a portion of the client's investment assets may be managed using MAMC's Tax-Managed Core Equity strategies in a separately managed account. MAMC generally charges a management fee ("Core Fee"), which is in addition to the fees for standard investment supervisory services set forth above. The annual fee is generally 0.40% (0.10% per quarter). Generally, the Core Fee is based upon the average daily balance of the assets under management invested in one or more of the Tax-Managed Core Equity strategies during the previous calendar quarter. MAMC reserves the right to impose minimum fees and account sizes for these strategies. MAMC's compensation is separately negotiated with each recipient of the Tax-Managed Core Equity strategy.

Fees for Employer-Sponsored Retirement Plans. The fee for services rendered to qualified employer-sponsored retirement plans is dependent on a variety of factors, including, but not limited to, the size of the plan, location of the plan and whether travel is required, number of requested meetings or participant education seminars, and the scope of work required to onboard and implement the plan's investment options. All compensation and specific fee details will be predetermined and disclosed in the investment advisory agreement with the plan sponsor at account inception. The quarterly fee for MAMC's employer-sponsored retirement plan services is negotiable and is generally subject to a minimum of $1,250. Fees may be based on fixed fees, a percentage of plan assets, or some combination thereof, as indicated in the client agreement.

In certain instances, MAMC serves as a plan's investment manager and works jointly with independent registered investment advisers who serve as the plan's ERISA §3(21) fiduciary. In these engagements, MAMC's fees will be separately negotiated with each plan sponsor but will generally be based upon the assets under management as of the end of the last day of the previous quarter. The quarterly fee for MAMC's employer-sponsored retirement plan services when other advisory firms are involved is generally $750. Fees may be based on fixed fees, a percentage of plan assets, or some combination thereof, as indicated in the client agreement.

Third-Party Fees. MAMC's fees do not include brokerage commissions, transaction fees, and other related costs and expenses, which may be separately charged to a client. These charges are imposed by custodians, brokers, and other third parties, such as fees charged by managers, custodial fees, 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. Mutual funds and exchange-traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees, and commissions are in addition to MAMC's fee, and MAMC shall not receive any portion of these third-party commissions, fees, and costs. MAMC does not accept any fees from the sale of securities, including the sale of mutual funds. Item 12 further describes the factors MAMC considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

Manner of Payment and Calculation of MAMC Fees. MAMC investment supervisory fees (excluding those related to employer-sponsored retirement plans, which are discussed further below) are payable quarterly, in advance. In general, management fees are based on the average daily balance of an Account's assets under management during the previous calendar quarter, including cash and cash equivalent positions, unless otherwise agreed in writing. If management services commence after the start of a calendar quarter, the initial quarterly fee will be billed after the conclusion of the first partial quarter, in arrears, based upon the average daily balance from the day MAMC begins management of account assets through the last day of the calendar quarter that an account was opened. This will result in such clients incurring both an arrears billing for the initial partial quarter of services, as well as an advance billing for the following quarter's services, on the client's first billing interval. In determining an Account's average daily balance, MAMC relies on the Account values provided by the client's Account custodian.

By written agreement with MAMC and/or the independent custodian of the client's assets, the client may authorize the custodian, on a quarterly basis, to deduct from the client's account the fees due to MAMC and remit them directly to MAMC. Alternatively, a client may choose to receive a quarterly invoice for payment of fees to MAMC. Irrespective of the method of payment, clients may request a copy of their invoice. If fees are deducted from a client's account, the client also receives a statement from the custodian reflecting all fees disbursed from the client's accounts and paid to MAMC. Each client also receives a quarterly investment report from MAMC, which reflects the disbursement of the fees. (See Item 13 for more information regarding client reports.)

Per the written agreement between MAMC and a client, either party may terminate an investment advisory agreement by delivery of a written notice to the other party in accordance with the time period set forth in the agreement. Upon termination, MAMC ceases management of assets, and any discretionary authority granted by the client to MAMC ceases unless otherwise agreed upon by the client and MAMC. Within 10 days after the effective date of termination, any unapplied fees will be refunded, on a pro-rata basis, less any applicable fees which may be charged to MAMC for the liquidation of assets in a client's account.

In addition to the negotiability of fees described above, under certain circumstances, investment supervisory fees may be further negotiated depending on family relations or individual circumstances. The principals, investment adviser representatives, and employees of MAMC, and their family members (such as husband, wife, children, and parents) are not charged management fees or are charged a reduced fee for MAMC management of personal accounts.

With respect to management fees for employer-sponsored retirement plan services, MAMC's fees may be invoiced to the plan sponsor or may be directly deducted from plan assets, as indicated in the client agreement. Fees are generally paid on a quarterly basis, in arrears. If the retirement plan services fee, or a component thereof, is based on a percentage of plan assets, such fee will be based on the value of plan assets as of the end of the billing quarter. However, MAMC does not control the timing of fee calculations by a plan's independent third-party administrator or recordkeeper. As a result, based on the capabilities and processes of the plan's independent third-party administrator or recordkeeper, fees may be based on account balances up to ten (10) days before or after the end of a calendar quarter. The third-party administrators and recordkeepers to the plans are independent from and not affiliated with MAMC and are selected by each plan client to provide administrative and/or record keeping services.

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

MAMC does not charge any performance-based fees (i.e., fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 – Types of Clients

MAMC provides portfolio management services to a broad range of clients, including individuals, high-net-worth individuals, employer-sponsored retirement plans, trusts, estates, charitable institutions, foundations, endowments, and other business entities. Generally, MAMC requires a minimum account size of $1,000,000. A minimum account of $500,000 is generally required for investment in a Tax-Managed Core Equity strategy (as discussed in Item 8). In addition, MAMC provides services to employer-sponsored retirement plans; generally, the minimum account size for these services is $500,000.

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

MAMC measures an investor's goals and time horizon through a client interview process to ascertain an investment strategy that is best suited to fit the client's needs. MAMC then designs an investment and risk management strategy to help the client achieve his or her financial goals.

In developing a client-specific investment strategy, a number of factors are taken into consideration. MAMC views a client's assets as a single integrated portfolio and, generally, recommends that the portfolio be diversified across several asset classes. Tax efficiency is important but is not the sole consideration in developing a strategy. Attention to investment expenses and numerous other factors related to individual investment selection are also considered.

Investment strategies may include long-term and short-term purchases depending upon the individual needs of the client. The concept of asset allocation, or spreading investments among a number of asset classes (domestic stocks vs. foreign stocks; large-cap stocks vs. small-cap stocks; corporate bonds vs. government securities), is a guiding principle when developing investment strategies. Asset allocation seeks to achieve the most efficient diversification of assets, to minimize risk while not sacrificing the effectiveness of the portfolio to yield the client's objectives. Since MAMC believes that risk reduction is a key element to long-term investment success, asset allocation principles are a key part of MAMC's overall approach in providing investment advice to clients.

MAMC's recommendations provide exposure to broad asset classes. The major asset classes MAMC commonly recommends are US Large Capitalization Stocks, US Small Capitalization Stocks, Foreign Stocks, Short and Intermediate Fixed Income Securities, Cash and Cash Equivalents. We generally recommend no-load mutual funds or Exchange-Traded Funds (ETFs) that represent either an index or managed portfolio of individual securities diversified within the target asset class. We will also purchase a basket of stocks representative of an underlying index through our "Tax-Managed Core Equity Strategies" (discussed below). When recommending a specific fund, our criteria include: no sales loads, expense ratio, performance, style, tenure, market capitalization, turnover ratio, and inception date. Recommendations for or purchases of investments will be based on publicly available reports and analysis. In the case of mutual funds, recommendations will be based on reports and analysis of performance and managers, and certain computerized and other models for asset allocation. MAMC also utilizes many sources of public information, which include financial news and research materials.

MAMC can also provide an investment approach that screens for environmental, social and governance (ESG) factors. MAMC has developed models that use screens to help a client avoid investing in certain stocks involved in specified industries or business practices. Such screens may include industries such as gambling, tobacco, alcohol, healthcare, adult content, military weapons, and stem cells. Social and governance factors may include child labor, greenhouse gas emissions, land use and biodiversity, and toxic spills. The screens may also exclude companies that are engaged with countries deemed to be in violation of human rights (genocide). MAMC may utilize third-party research to assist with the filtering of non-ESG investments. **Please Note**: ESG investments and investment strategies are not suitable for all investors. ESG investment options are substantially fewer than investment options without such a mandate, and many ESG funds, including ESG-centric mutual funds and ETFs, may have higher expense ratios than those funds not employing an ESG strategy. ESG funds may also underperform broad market indices and non-ESG funds. Clients interested in pursuing ESG investments or strategies must be willing to accept these risks and limitations.

MAMC routinely rebalances client accounts. Periodic rebalancing is a disciplined way, over time, to maintain the portfolio risk profile. Depending on the client's individual circumstances, or in periods where there is high volatility, more frequent account reviews and rebalancing may be necessary.

MAMC's analysis is based on a number of factors, including those derived from commercially available software technology, securities rating services, general market and financial information, due diligence reviews, and specific investment analysis that clients may request. MAMC's main sources of information include commercially available investment services, financial newspapers, periodicals, and issuer-prepared information.

MAMC's investment advice is based on long-term investment strategies incorporating the principles of Modern Portfolio Theory. MAMC's investment approach is firmly rooted in the belief that markets are efficient and that investors' returns are determined principally by asset allocation decisions, not by market timing or stock selection. MAMC focuses on developing globally diversified portfolios.

Risk of Loss. Investing in securities involves the risk of loss that clients should be prepared to bear. MAMC does not guarantee performance or results. All investments present the risk of loss of principal – the risk that the value of securities (mutual funds, ETFs, and individual equity securities and bonds) when sold or otherwise disposed of, may be less than the price paid for the securities. Even when the value of the securities when sold is greater than the price paid, there is the risk that the appreciation will be less than inflation. In other words, the purchasing power of the proceeds may be less than the purchasing power of the original investment.

Although all investments involve risk, MAMC's investment recommendations seek to limit risk through broad global diversification and investment in high-quality fixed income securities. MAMC's investment philosophy is designed for investors who desire a buy-and-hold strategy, with an investment time horizon of a minimum of five (5) years, and preferably longer.

Certain funds utilized by MAMC may contain international equity and/or fixed income securities. Investing outside the United States involves additional risks, such as currency fluctuations, periods of illiquidity, and price volatility. These risks may be greater with investments in developing countries.

Tax-Managed Core Equity Strategy. The strategy seeks to manage the tax impact of a client's investments through a separately managed equity account in order to meet the client's long-term goals of managing tax liability and controlling risk. Where a client has a concentrated stock position and depending upon a client's particular circumstances, such as the client's tax situation, liquidity needs, and risk tolerance, MAMC may utilize a covered-call option strategy to generate a modest income stream while reducing significant exposure of the concentrated stock position.

Dimensional Fund Advisors. MAMC may utilize mutual funds and/or separately managed accounts ("SMAs") made available by Dimensional Fund Advisors ("DFA") in the management of client accounts. These DFA mutual funds and SMAs are generally only available through approved registered investment advisers. Therefore, upon the termination of MAMC's services to a client, restrictions regarding transferability and/or additional allocations to or reallocation amongst DFA funds and SMAs will apply. MAMC also receives research from consultants, including economists affiliated with DFA. Specifically, DFA provides historical market analysis, risk/return analysis, and continuing education to MAMC. MAMC's Chief Compliance Officer, Paula Friedman, remains available to address any questions that a client or prospective client may have regarding the above.

Risks associated with the types of asset recommended or used by MAMC in client account management include:

- Interest-rate Risk: Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- Market Risk: The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk may be caused by external factors independent of the fund's specific investments as well as due to the fund's specific investments. Additionally, each security's price will fluctuate based on market movement and emotion, which may or may not be due to the security's operations or changes in its true value. For example, political, economic, and social conditions may trigger market events that are temporarily negative or temporarily positive.
- Inflation Risk: When any type of inflation is present, a dollar today will not buy as much as a dollar next year because purchasing power is eroding at the rate of inflation.
- Reinvestment Risk: This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., interest rate). Reinvestment risk primarily relates to fixed income securities.
- Financial Risk: Excessive borrowing to finance a business' operations increases the risk of profitability because the company must meet the terms of its obligations in good times and bad. During periods of

financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

- Market Risk (Systematic 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 your portfolio will fluctuate, there is a risk that you will lose money.
- Unsystematic Risk: Unsystematic risk is the company-specific or industry-specific risk in a portfolio. The combination of systematic (market risk) and unsystematic risk is defined as the portfolio risk that the investor bears. While the investor can do little to reduce systematic risk, he or she can affect unsystematic risk. Unsystematic risk may be significantly reduced through diversification. However, even a portfolio of well-diversified assets cannot escape all risk.
- Credit Risk: Credit risk is the risk that the issuer of a security may be unable to make interest payments and/or repay principal when due. A downgrade to an issuer's credit rating or a perceived change in an issuer's financial strength may affect a security's value, and thus, impact performance. Credit risk is greater for fixed income securities with ratings below investment grade (BB or below by Standard & Poor's Rating Group or Ba or below by Moody's Investors Service, Inc.). Fixed income securities that are below investment grade involve higher credit risk and are considered speculative.
- Income Risk: Income risk is the risk that falling interest rates will cause the investment's income to decline.
- Call Risk: Call risk is the risk that during periods of falling interest rates, a bond issuer will call or repay a higher-yielding bond before its maturity date, forcing the investor to reinvest in bonds with lower interest rates than the original obligations.
- Purchasing Power Risk: Purchasing power risk is the risk that your investment's value will decline as the price of goods rises (inflation). The investment's value itself does not decline, but its relative value does, which is the same thing. Inflation can happen for a variety of complex reasons, including a growing economy and a rising money supply. Rising inflation means that if you have $1,000 and inflation rises 5 percent in a year, your $1,000 has lost 5 percent of its value, as it cannot buy what it could buy a year previously.
- Political Risks: Most investments have a global component, even domestic stocks. Political events anywhere in the world may have unforeseen consequences to markets around the world.
- Regulatory Risk: Changes in laws and regulations from any government can change companies' market value to such regulations. Certain industries are more susceptible to government regulation. Changes in zoning, tax structure, or laws impact the return on these investments.
- Risks Related to Investment Term: Securities do not follow a straight line up in value. All securities will have periods of time when the current price of the security is not what we believe it is truly worth. If you require us to liquidate your portfolio during one of these periods, you will not realize as much value as you would have had the investment had the opportunity to regain its value.

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

Shares of mutual funds are distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per-share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes in the market value of the fund's holdings. The trading prices of a mutual fund's shares can differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to NAV.

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

Certain funds recommended by MAMC may contain international equity and/or fixed income securities. Investing outside the United States involves additional risks, such as currency fluctuations, periods of illiquidity, and price volatility. These risks may be greater with investments in developing countries.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to the client's evaluation of MAMC or the integrity of MAMC's management. There have been no reportable criminal, civil, or regulatory actions related to investments or an investment-related business against MAMC or any of its management persons.

Item 10 – Other Financial Industry Activities and Affiliations

Neither MAMC nor any of our employees is registered or has an application pending to register as a broker-dealer or a registered representative of a broker-dealer.

Neither MAMC, nor its representatives, are registered or have an application pending to register as a futures commission merchant, commodity pool operator, commodity trading advisor, or a representative of the foregoing.

MAMC is affiliated with another registered investment adviser, Retirement Researcher, LLC, through common ownership and control. It is expected that MAMC and its representatives may recommend Retirement Researcher, LLC's services to certain clients. No client of MAMC is under any obligation to use the services of Retirement Researcher, LLC. **Please Note**: The recommendation by MAMC or any of its representatives that a client engages Retirement Researcher, LLC for advisory services presents a conflict of interest, as MAMC or its representatives could have the incentive to make such a recommendation based on funds received, rather than on a particular client's needs. Clients are reminded that they are under no obligation to engage Retirement Researcher, LLC, and are free to engage other unaffiliated investment advisers.

MAMC is also affiliated with McLean Insurance Solutions, LLC ("MIS"), a wholly owned subsidiary of MAMC and a licensed insurance agency. Certain representatives of MAMC are also licensed insurance agents of MIS. The recommendation that a client purchase an insurance commission product from MIS, or one of MAMC's representatives in their separate capacities as insurance agents, presents a material conflict of interest, as the receipt of commissions provides an incentive to recommend insurance products based on commissions received, rather than on a particular client's need. No client is under any obligation to purchase any commission products from MIS or any of MAMC's licensed insurance agents. Clients are reminded that they may purchase insurance products recommended by MAMC through other, non-affiliated insurance agents and agencies.

MAMC also maintains an affiliation with RISA, LLC ("RISA®"). RISA® is responsible for the development of the Retirement Income Style Awareness® Profile (the "RISA® Profile"). The RISA® Profile is a tool that can be used by third-party professionals to assist in identifying the characteristics and personality traits of clients that may be useful in identifying appropriate investment strategies. RISA® is not a registered investment adviser and does not play any role in matching RISA® Profile results with any investments, investment strategies, investment allocations, asset classes, or any other forms of investment advice. Any recommendation by MAMC to utilize the services of RISA® presents a conflict of interest, as the use of RISA®'s services would potentially result in the payment of compensation to an affiliate of MAMC.

Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading

MAMC has adopted a Code of Ethics for all supervised persons of the firm, describing its high standard of business conduct and fiduciary duty to its clients. The Code of Ethics includes provisions relating to compliance, conflicts of interest, the protection of confidential client information, a prohibition on insider trading, restrictions on accepting significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at MAMC must acknowledge the terms of the Code of Ethics annually or as amended.

A copy of the MAMC's Code of Ethics is available to any client or prospective client upon request.

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

MAMC and/or its representatives may buy or sell securities that are also recommended to clients. This practice may create a situation where MAMC and/or its representatives are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. Practices such as "scalping" (i.e., a practice whereby the owner of shares of a security recommends that security for investment and then immediately sells it at a profit upon the rise in the market price which follows the recommendation) could take place if MAMC did not have adequate policies in place to detect such activities. In addition, this requirement can help detect insider trading, "front-running" (i.e., personal trades executed prior to those of MAMC's clients), and other potentially abusive practices.

MAMC has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of its "Access Persons." MAMC's securities transaction policy requires that an Access Person must provide the Chief Compliance Officer or his/her designee with a written report of their current securities holdings within ten (10) days after becoming an Access Person. Additionally, each Access Person must provide the Chief Compliance Officer or his/her designee with a written report of the Access Person's current securities holdings at least once each twelve (12) month period thereafter on a date MAMC selects; provided, however, that at any time that MAMC has only one Access Person, he or she shall not be required to submit any securities report described above.

MAMC and/or its representatives may also buy or sell securities at or around the same time as those securities are recommended to clients. This practice creates a situation where MAMC and/or its representatives are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. As indicated above, MAMC has a personal securities transaction policy in place to monitor the personal securities transaction and securities holdings of each of its Access Persons.

Item 12 – Brokerage Practices

In the event that the client requests that MAMC recommend a broker-dealer/custodian for execution and/or custodial services, MAMC generally recommends that investment advisory accounts be maintained at Fidelity Brokerage Services, LLC or Charles Schwab & Co., Inc. ("Custodians"). Prior to engaging MAMC to provide investment advisory services, the client will be required to enter into a formal custodial/clearing agreement with each designated broker-dealer/custodian.

Factors that MAMC considers in recommending the above-referenced Custodians include the historical relationship with MAMC, financial strength, reputation, execution capabilities, pricing, research, and service. Although the transaction fees paid by MAMC's clients shall comply with MAMC's duty to seek best execution, a client may pay a transaction fee that is higher than another qualified broker-dealer might charge to effect the same transaction where MAMC determines, in good faith, that the transaction fee is reasonable. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, transaction rates, and responsiveness. Accordingly, although MAMC will seek competitive rates, it may not necessarily obtain the lowest possible rates for client account transactions. Transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, MAMC's investment advisory fees.

1. **Non-Soft Dollar Research and Benefits**

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, MAMC can receive from the above-referenced custodians without cost (and/or at a discount) support services and/or products, certain of which allow MAMC to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by MAMC are investment-related research; pricing information and market data; access to a trading desk; receipt of duplicate client statements and confirmations; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; compliance and/or practice management-related publications; discounted or gratis consulting services; discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events; marketing support-including client events; computer hardware and/or software and/or other products used by MAMC in furtherance of its investment advisory business operations.

Certain of the above support services and/or products assist MAMC in managing and administering client accounts. Others do not directly provide such assistance but rather assist MAMC to manage and further develop its business enterprise.

MAMC's clients do not pay more for investment transactions effected and/or assets maintained at MAMC's recommended custodians as a result of this arrangement. There is no commitment made by MAMC to any custodian to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

Notwithstanding the foregoing, MAMC pays a $2,500 quarterly fee to Fidelity Brokerage Services, LLC for the benefits received from the same. This quarterly fee is waived if MAMC maintains $25 million or more in taxable assets at Fidelity Brokerage Services, LLC. This arrangement presents a conflict of interest in that MAMC is incentivized to recommend Fidelity Brokerage Services, LLC as a qualified custodian in order to receive this fee waiver, rather than basing such recommendation on a client's best interests.

Charles Schwab & Co., Inc. Additional Services. MAMC also receives from Charles Schwab & Co., Inc. certain additional economic benefits ("Additional Services") that may or may not be offered to any other independent investment advisors. Specifically, the Additional Services include price discounts for Charles Schwab & Co., Inc.'s automatic portfolio rebalancing service for advisors known as "iRebal." MAMC is eligible to receive these Additional Services if minimum amounts (starting at $300 million) of client taxable assets are either already on the Charles Schwab & Co., Inc. platform or are committed to being placed on it. Please Note: The Additional Services give MAMC an incentive to request that the client maintain its account with Charles Schwab & Co., Inc. based on MAMC's interest in receiving the Additional Services, rather than based on the client's interest in receiving the best value in custody services and the most favorable execution of transactions.

The non-taxable assets excluded from the maintenance and commitment levels described above are those that constitute "plan assets" of plans subject to Title 1 of the Employee Retirement Income Security Act of 1974, amended, or of plans, as defined in Section 4975 of the Internal Revenue Code (which include IRAs). If MAMC does not maintain the relevant level of taxable assets on the platform, MAMC may be required to make a payment to Charles Schwab & Co., Inc. calculated on the basis of the shortfall.

Charles Schwab & Co., Inc. provides the Additional Services to MAMC in its sole discretion and at its own expense, and MAMC does not pay any fees to Charles Schwab & Co., Inc. for the Additional Services. MAMC and Charles Schwab & Co., Inc. have entered into a separate agreement to govern the terms of the provision of the Additional Services.

2. Brokerage for Client Referrals

TD Ameritrade Referral Service. MAMC previously received client referrals through the TD Ameritrade AdvisorDirect program ("AdvisorDirect"). MAMC ceased accepting broker referrals through AdvisorDirect in approximately May 2021. Charles Schwab & Co., Inc. took over the program as a result of the merger with TD Ameritrade Inc. in 2023. MAMC remains obligated to pay Charles Schwab & Co., Inc. an ongoing fee (not to exceed 0.25%) for each successful client relationship established as a result of past AdvisorDirect referrals ("Solicitation Fee").

MAMC also pays Charles Schwab & Co., Inc. the Solicitation Fee on any advisory fees received by MAMC from any of a referred client's family members, including a spouse, child, or any other immediate family member who resides with the referred client and hired MAMC on the recommendation of such referred client. MAMC does not charge clients referred through AdvisorDirect any fees or costs higher than its standard fee schedule offered to its clients or otherwise pass Solicitation Fees paid to Charles Schwab & Co., Inc. onto its clients. MAMC does not otherwise provide direct or indirect compensation to broker-dealers in exchange for client referrals.

3. Directed Brokerage

MAMC does not generally accept directed brokerage arrangements (when a client requires that account transactions be executed through a specific broker-dealer). In such client-directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and MAMC will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by MAMC. As a result, a client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. In the event that the client directs MAMC to effect securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative brokerage arrangements that may be available through MAMC. Higher transaction costs adversely impact account performance. Transactions for directed accounts will generally be executed following the execution of portfolio transactions for non-directed accounts.

Order Aggregation. To the extent that MAMC provides investment management services to its clients, the transactions for each client account generally will be executed independently, unless MAMC decides to purchase or sell the same securities for several clients at approximately the same time. In such instances, MAMC may (but is not obligated to) combine or "bunch" such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among the MAMC's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. MAMC shall not receive any additional compensation or remuneration as a result of such aggregation.

Trade Corrections. Where a trading error in a client account is caused by MAMC, MAMC will be responsible for and reimburse the client for losses resulting from the trade correction. In instances where multiple trades are corrected at the same time for the same client, MAMC will net the results of each correction against each other. Gains received during these corrections may be used to offset losses resulting from other corrections within the total trade error correction. MAMC may also correct trade errors by reallocating a purchased security to another client(s) account(s) in situations in which MAMC determines such allocation will be in the clients' best interest. If a correction of an error caused by MAMC results in a net gain (net gains are defined as positive error account balances resulting from trade corrections), the gain will be automatically moved to a designated error account and subsequently donated to charity.

Item 13 – Review of Accounts

Account assets are supervised regularly by investment adviser representatives of MAMC. The review process includes an assessment of the client's objectives, an evaluation of the investment strategies in use, an assessment of the need to rebalance the portfolio, and monitoring of the portfolio. Additional reviews may be warranted due to a change in the client's financial situation or investment objectives that MAMC is made aware of, or market/economic conditions.

With respect to employer-sponsored retirement plans, MAMC reviews plan offerings based upon contractual undertakings with the plan sponsor or designated fiduciary.

MAMC clients are provided with investment performance reports on a quarterly basis. The reports include portfolio performance review, transactional history, the market value of current positions, interest, dividends, and management fees deducted from the account(s).

Additionally, the account custodian provides account statements to clients on a monthly basis. Clients are encouraged to compare the reports issued by MAMC with the statements provided by account custodian(s).

An employee benefit retirement plan client receives performance reports from its record keeper, custodian, or other third-party service providers.

Item 14 – Client Referrals and Other Compensation

MAMC may compensate people, including but not limited to, certified public accounting firms, qualified custodians/broker-dealers, and investment advisers for client referrals.. See Item 12 above for additional details regarding TD Ameritrade's AdvisorDirect referral service.

As discussed under Item 12, MAMC receives certain economic benefits from one or more qualified custodians that it recommends to clients. In addition, as discussed in Item 8, MAMC receives research and related services from a mutual fund and separately managed account provider. Please see the respective Items for further details.

Item 15 – Custody

MAMC is not a custodian but does engage in certain activities that result in being deemed to have custody or possession of client funds or securities under Advisers Act Rule 206(4)-2. In circumstances where MAMC may be deemed to have custody, we will comply with the requirements of Rule 206(4)-2 and associated SEC guidance.

Clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer/custodian or program sponsor for the client accounts on a no less than quarterly basis. Clients are advised to review these statements carefully. Those clients to whom MAMC provides investment advisory services may also receive a quarterly report from MAMC summarizing account activity and performance.

Please Note: To the extent that MAMC provides clients with periodic account statements or reports, the client is urged to compare any statement or report provided by MAMC with the account statements received from the account custodian. **Please Also Note**: The account custodian does not verify the accuracy of the MAMC's advisory fee calculation.

Custody is also disclosed in Form ADV because MAMC has the authority to transfer money from client account(s) to third-parties pursuant to Standing Letters of Authorization. Accordingly, MAMC will follow the safeguards specified by the SEC in its February 21, 2017, Investment Adviser Association No-Action Letter rather than subject such arrangements to an annual surprise CPA audit.

Item 16 – Investment Discretion

With respect to accounts that MAMC manages on a discretionary basis, the client grants MAMC a "limited power of attorney" at the outset of an advisory relationship, authorizing MAMC to select the identity and amount of securities to be bought or sold on the client's behalf. In all cases, however, such discretion is to be exercised in a manner consistent with the agreed-upon investment objectives for the particular client account.

When selecting securities and determining amounts, MAMC observes the investment policies, limitations, and restrictions of the clients for which it advises. Investment guidelines and restrictions must be provided to MAMC in writing.

Item 17 – Voting Client Securities

General. Except for client assets held in MAMC's Tax-Managed Core Equity strategies and certain employer-sponsored retirement plan clients (discussed in Item 8, above), as a matter of firm policy and practice, MAMC does not have authority to and does not vote proxies on behalf of its clients. Clients are instructed to inform their custodian that MAMC should not be designated as the party to receive information on voting client proxies. The obligation to vote client proxies shall remain with the client. Clients shall in no way be precluded from contacting MAMC for advice or information about a particular proxy vote. However, MAMC shall not be deemed to have proxy-voting authority solely as a result of providing such advice to clients.

Should MAMC inadvertently receive proxy information for a security held in a client's account, MAMC will immediately forward such information to the client but will not take any further action with respect to the voting of such proxy. Upon termination of the advisory relationship, MAMC shall make a good faith and reasonable attempt to forward proxy information inadvertently received by MAMC on behalf of clients to the forwarding address provided by clients to MAMC. Clients are solely responsible for taking any action in legal proceedings regarding securities owned or previously owned by clients. MAMC does not advise or review any documentation related to such legal actions, including, but not limited to, proofs of claim in class action suits.

Proxy Voting – Tax-Managed Core Equity Strategies & Certain Employer-Sponsored Retirement Plan Clients.
MAMC shall exercise proxy voting authority only over securities separately held and managed in a client account per one or more of MAMC's Tax-Managed Core Equity strategies or when expressly agreed upon, in writing, between MAMC and an employer-sponsored retirement plan.

As a registered investment adviser, MAMC has a fiduciary duty to act solely in the best interest of its clients. As part of this duty, MAMC recognizes that it must exercise voting rights in the best interest of clients.

It is the general policy of MAMC to support the management of the companies in which it invests and will cast votes in accordance with management's proposals. However, MAMC reserves the right to depart from this policy to avoid voting decisions that are believed may be contrary to our clients' best interests.

Clients may obtain a copy of MAMC's complete voting policies and procedures and information about how the firm voted a client's proxies by contacting MAMC by telephone at (703) 827-0636 or by email at compliance@mcleanam.com.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about MAMC's financial condition. MAMC has no financial commitment that impairs its ability to meet contractual and fiduciary obligations to clients and has not been the subject of a bankruptcy proceeding.