

Soaring Capital Management, LLC

Form ADV Part 2A – Disclosure Brochure

Effective: March 22, 2022

This Form ADV Part 2A (“Disclosure Brochure”) provides information about the qualifications and business practices of Soaring Capital Management, LLC (DBA “Soaring Capital” or the “Advisor”). If you have any questions about the contents of this Disclosure Brochure, please contact the Advisor at (203) 969-5193 or by email at info@soaringcapitalllc.com.

The information in this Disclosure Brochure has not been approved or verified by SEC or by any state securities authority. Registration of an investment advisor does not imply any specific level of skill or training. This Disclosure Brochure provides information about Soaring Capital to assist you in determining whether to retain the Advisor.

Additional information about Soaring Capital and its Advisory Persons is available on the SEC’s website at www.adviserinfo.sec.gov by searching with the Advisor’s firm name or CRD# 308942.

**Soaring Capital Management, LLC
Darien, CT
Phone: (203) 969-5193**

Item 2 – Material Changes

Form ADV 2 is divided into two parts: *Part 2A (the "Disclosure Brochure")* and *Part 2B (the "Brochure Supplement")*. The Disclosure Brochure provides information about a variety of topics relating to an Advisor's business practices and conflicts of interest. The Brochure Supplement provides information about the Advisory Persons of Soaring Capital.

For convenience, the Advisor has combined these documents into a single disclosure document. Soaring Capital believes that communication and transparency are the foundation of its relationship with clients and will continually strive to provide you with complete and accurate information at all times. Soaring Capital encourages all current and prospective clients to read this Disclosure Brochure and discuss any questions you may have with the Advisor.

Material Changes

- The Advisor added a new method for fee calculation that allows for the monthly fee billing.
- The Advisor added Charles Schwab & Co. Inc. and Interactive Brokers, LLC as Client custodians.

Future Changes

From time to time, the Advisor may amend this Disclosure Brochure to reflect changes in business practices, changes in regulations or routine annual updates as required by the securities regulators. This complete Disclosure Brochure or a Summary of Material Changes shall be provided to you annually and if a material change occurs.

At any time, you may view the current Disclosure Brochure on-line at the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with the Advisor's firm name or CRD# 308942. You may also request a copy of this Disclosure Brochure at any time by contacting the Advisor at (203) 969-5193.

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Item 4 – Advisory Business

A. Firm Information

Soaring Capital Management, LLC (“Soaring Capital” or the “Advisor”) is organized as a Limited Liability Company (LLC) under the laws of the State of Connecticut. Soaring Capital was founded in March 2020, and is wholly owned and operated by Brian F. Moss, CFA. (Founder and Chief Executive Officer). Soaring Capital was born out of the vision of the founder, Brian F. Moss, CFA to deliver something better in the world of wealth management to take a broader view of opportunities and risks and to think and act independently from the crowd. This Disclosure Brochure provides information regarding the qualifications, business practices, and the advisory services provided by Soaring Capital.

B. Advisory Services Offered

Soaring Capital provides investment advisory services to individuals, high net worth individuals, families, 401(k), business entities, trusts, estates and charitable organizations (each referred to as a “Client”). Soaring Capital serves as a fiduciary to Clients, as defined under applicable laws and regulations. As a fiduciary, the Advisor upholds a duty of loyalty, fairness and good faith towards each Client and seeks to mitigate potential conflicts of interest. Soaring Capital’s fiduciary commitment is further described in the Advisor’s Code of Ethics. For more information regarding the Code of Ethics, please see Item 11 – Code of Ethics, Participation or Interest in Client

The Advisor’s services can broadly be defined as follows:

- 1) Investment Management Services entails the management of investment portfolios.
- 2) Financial Planning Services involves a holistic examination of each Client’s financial situation which may include, but is not limited to, goals, tax planning, debt management, insurance needs analysis, retirement planning, savings, divorce planning, contingency planning, social security planning, education savings, and philanthropic planning.

Soaring Capital provides Clients with two levels of service:

- Comprehensive Wealth Management Service (“Comprehensive”) – Full service investment management and financial planning. This service is intended for high net worth Clients and business entities who may require more complex planning and a differentiated investment portfolio.
- Glidepath IQ – Digital investment management solution for Clients who may require less intensive financial guidance, advice and planning and may require a less complex investment portfolio to meet their goals and objectives.

Refer to page 6 of this Disclosure Brochure for more information about Glidepath IQ. Additionally, refer to Item 5 for information on fees for each service.

Investment Management Services

Soaring Capital strives to make the complex world of investing understandable and endeavors to provide peace of mind about financial goals and objectives to our Clients. We provide a customized financial plan that is holistic in nature that fits each Client’s stated objectives and tolerance for risk. We collaborate with Clients to develop objectives within suitable risk/reward parameters relative to their financial circumstances, and then develop an appropriate asset allocation strategy.

Soaring Capital provides institutionally rigorous, quantitative, and evidenced based investment management using techniques, methods, processes and knowledge learned from broad multi-asset class experience in equities, fixed

income, options, hedging as well as with strategies typically used by hedge funds, private equity investors, quantitative investment firms and other investment strategies.

Soaring Capital believes in taking a long-term approach to investing; minimizing investment cost; diversifying investments; and controlling volatility and risk. Soaring Capital believes that financial markets are largely efficient therefore it is not prudent to try to time the market. Generally, the length of time Clients invest is a bigger determinate of long-term success versus attempting to pick the tops and bottoms of the market. That being said, there are typically times, based on deviations from historically valuation, when we believe that incremental alpha (or excess return) can be captured by changing the portfolio asset allocation to a larger cash or bond weighting.

While Soaring Capital builds Client portfolios primarily using exchange listed instruments, we also believe that there are certain investments whereby exposure is best obtained via private market opportunities. Therefore, if appropriate, and if the Client is qualified, the Advisor may recommend allocations to private investments including private equity, hedge funds, loans, private debt/credit, venture capital, real estate, direct deal and other such opportunities.

Clients receive a custom-tailored Investment Policy Statement (“IPS”). The IPS represents the directives or parameters that are specific to each Client. The IPS is a living document that is used by Soaring Capital to guide the creation and management of the investment portfolio(s). The details in IPS drive the Client investment portfolio composition and investment asset allocation. Clients are advised to promptly notify Soaring Capital if there are changes in their financial situation or investment objectives.

Based on the details in the Client Investment Policy Statement, Soaring Capital will allocate Client investment assets among an appropriate combination of individual equities and debt securities, exchange-traded funds (ETFs”), exchange-traded notes (“ETNs”), mutual funds, options or unaffiliated independent managers. The use of independent managers is intended to provide Clients with idiosyncratic or differentiated exposure to investment opportunities that are difficult to obtain otherwise. See section below *Use of Independent Managers* for important disclosures and information.

Soaring Capital evaluates and selects investments for inclusion in Client portfolios only after applying internal due diligence. Soaring Capital may recommend, on occasion, reweighting investment allocations to diversify or increase or decrease asset class weightings. The Advisor may recommend cash or cash equivalent positions as a possible hedge and may recommend harvesting gains or losses or recommend over weighting or underweighting positions due to changes in either Client risk tolerance or perceived risk.

While Soaring Capital’s investment approach is principally focused on long term investing, the Advisor may buy or sell positions that have been held for less than one year to meet the Client’s objectives or due to market conditions. Each Client has the ability to place reasonable restrictions on the types of investments to be held in their respective portfolio, subject of acceptance by the Advisor.

Responsible Investing – Soaring Capital believes that the environment is something to be protected and that we should encourage businesses to be good stewards of our land, animals, air and bodies of waters. Additionally, we believe, that we should encourage and promote fair and equitable trade and inclusion of women and minorities. To that end, Soaring Capital has the ability to tailor Client investment portfolios specific to responsible investments considerations. Soaring Capital’s models can analyze how Client’s investments score on responsible investment factors such as environmental, social, governance (“ESG”), minority, woman led, among others and can emphasize or deemphasize these characteristics while minimizing the tracking error to a stated index while also minimizing portfolio costs.

Soaring Capital has the ability to assist Clients with the following:

- Understanding the foundational details of a client’s total financial situation, identifying both short and long-term goals to achieve results for today and in the future.

- Retirement planning, education planning, estate planning, tax planning, budgetary assistance, legacy and philanthropic planning and business consulting, etc.
- Developing a thorough capital income needs analysis showing the assets required to achieve the identified goals along with the probability of achieving those goals.
- Identifying risk and loss tolerance as guides for designing an investment portfolio with the recommended asset allocation strategy.
- Designing and modeling a portfolio acceptable with meeting stated goals. If needed, tailoring individual accounts based on Client specific objectives, financial situation and needs pursuant to an Investment Management Agreement, which may include certain investment restrictions imposed by the Client.
- Assessing return on investments and restrictions on investing in certain securities or types of securities (if needed).
- Recommending investments and strategies from carefully researched managers and their product offerings. Implementing an investment strategy utilizing a variety of investible asset classes including exchange traded funds (“ETFs”), separately managed accounts (“SMAs”), individual securities and alternative and private investments when appropriate.
- Collaborating with other advisors on decisions that affect the overall wealth management plan, including estate planning attorneys, insurance agents and tax advisors. Soaring Capital does not provide legal or tax advice. Soaring Capital is not required to verify any information received from these advisors.
- Providing periodic and consistent monitoring and review of progress towards the achievement of goals and objectives.
- Delivering communication on both a scheduled and as needed basis to review the portfolio performance and update Soaring Capital’s records with new information that may require alternations in the portfolio construction.
- Providing ongoing counsel and advice on any and all financial decisions, as needed, such as a decision to buy or sell a business, invest in a project, vacation home purchase, etc.
- Retirement spend down or decumulation planning.
- Review and evaluation of outside investments (e.g. self-directed 401k account offered by employer).

Use of Independent Managers

Soaring Capital may recommend that Clients utilize one or more unaffiliated independent investment managers (collectively “Independent Managers” for all or a portion of a Client’s investment portfolio, based on the Client’s needs and objectives. In such instances, the Client will be required to authorize and enter into an investment management agreement with the Independent Manager that defines the terms in which the Independent Manager will provide services. The Advisor will perform initial and ongoing due diligence to ensure that the strategy remains aligned with the Client’s objectives and overall best interests. The Client will be provided with a copy of the Independent Managers’ Form ADV Part 2A – Disclosure Brochure.

Glidepath IQ – Soaring Capital’s automated investment solution

Soaring Capital offers a digital investment management solution for Clients who require less intensive financial guidance, advice and planning. This service offering is called Glidepath IQ. Prospective clients of Glidepath IQ must complete an online questionnaire that assists Soaring Capital in determining the Client’s risk tolerance, goals and objectives. The Client will engage in an initial meeting either in person, over the phone or via video conference to understand goals, retirement planning and risk tolerance. After opening and funding an account, Clients can engage with Soaring Capital as needed to discuss financial topics such as savings goals, retirement planning, first time home purchase, etc. These engagements will primarily occur via electronic means such as email, video conference or phone. At a minimum the Glidepath IQ team will contact the Client to discuss their investments and any changes to their financial situation. Portfolios created via Glidepath IQ currently utilize exchange-traded funds (“ETFs”) as their primary investment vehicles. Clients of Glidepath IQ investing over \$200,000 can opt to use automatic tax-loss harvesting algorithms. Glidepath IQ differs from Soaring Capital’s Comprehensive Wealth Management in the following ways:

- Soaring Capital’s Comprehensive Wealth Management Clients have complex financial lives and require more individualized attention.
- Soaring Capital interacts more frequently with Comprehensive Wealth Management Clients.
- Soaring Capital’s Comprehensive Wealth Management Clients may engage with a larger more seasoned team of investment professionals
- Comprehensive Wealth Management Client investment portfolios may include a wider array of investments and strategies and might entail more active management.
- Glidepath IQ portfolios are rebalanced automatically to maintain their asset allocation.
- Comprehensive Wealth and Glidepath IQ services differ on fees. Please see Item 5 to understand fee differences.

At no time will Soaring Capital accept or maintain custody of Client’s funds or securities, except for the limited authority as outlined in Item 15 – Custody. All Client assets will be managed by the designated account[s] at the Custodian, pursuant to the terms of the advisory agreement. See Item 12 – Brokerage Practices.

Soaring Capital serves as a fiduciary to our Clients, as defined under the applicable laws and regulations. As a fiduciary, the Advisor upholds a duty of loyalty, fairness and good faith towards each Client and seeks to mitigate potential conflicts of interest.

C. Tailored Advisory Services

Prior to engaging Soaring Capital to provide investment advisory services, each Client is required to enter into an agreement with the Advisor that define the terms, conditions, authority and responsibilities of the Advisor and the Client.

These services may include:

- Establishing an Investment Strategy – Soaring Capital, in connection with the Client, will develop a strategy that seeks to achieve the Client’s goals and objectives, taking into consideration the Client’s financial situation, risk tolerance, and time horizon.
- Portfolio Construction – Soaring Capital will develop a portfolio for the Client that is intended to meet the stated goals and objectives of the Client.
- Investment Management and Supervision – Soaring Capital will provide investment management and ongoing oversight of the Client’s investment portfolio.

D. Wrap Fee Program

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. Soaring Capital does not participate in any wrap fee programs.

E. Assets Under Management

As of December 31, 2021, assets under management are:

| | |
|-------------------------------|--------------|
| Discretionary Assets | \$11,527,935 |
| Non-Discretionary Assets..... | \$104,225 |
| Total Assets..... | \$11,632,160 |

Item 5 – Fees and Compensation

The following paragraphs detail the fee structures and compensation methodologies for services provided by the Advisor. Each Client engaging the Advisor for services described herein shall be required to enter into a written agreement with the Advisor and/or the Independent Manager[s]. Furthermore, the Advisor is not permitted to make any changes to Client fees including fee percentages, breakpoints, frequency, pro-ration, or methodology without written Client consent.

Soaring Capital allows clients to pay based on two methodologies:

- 1) Monthly in arrears based on the monthly ending market value of assets under management during the billing month; or
- 2) Quarterly in arrears based on the average daily market value of assets under management during the billing quarter.

A. Fees for Advisory Services

Comprehensive Wealth Management Services

For clients who engage Soaring Capital for Comprehensive Wealth Management services, the Advisor will charge a single combined fee for investment management and financial planning services based on the following schedule.

Comprehensive Wealth Management Services Fee:

- \$500k - \$1M: 1.25% per annum
- \$1M - \$3M: 1.00% per annum
- \$3M - \$5M: 0.75% per annum
- \$5M - \$10M 0.50% per annum
- \$10M and up 0.40% per annum

The advisory fee is a blended fee and is calculated by assessing the percentage rates using the predefined levels of assets as shown in the above chart. As an example, based on the quarterly method, an account with an average daily balance over a quarter of \$4,000,000 would pay an effective fee of 1.00% with the annual fee of \$40,000. The quarterly fee is determined by the following calculation: $((\$1,000,000 \times 1.25\%) + (\$2,000,000 \times 1.00\%) + (\$1,000,000 \times 0.75\%)) \div 4 = \$10,000$. The average daily balance is calculated by taking the sum of your account

balance net of any excluded assets, at the end of each day of the billing cycle divided by the number of days in the billing cycle.

Advisory fees are directly debited from Client accounts. Accounts initiated or terminated during a calendar quarter will be charged a pro-rated fee based on the amount of time remaining in the billing period. An account may be terminated with written notice at least 30 calendar days in advance. Since fees are paid in arrears, no rebate will be needed upon termination of the account. Any prorated amount will be calculated and billed to the Client for payment. In situations where the Client's advised assets are not held by a custodian with which the Advisor has an agreement to deduct Advisor fees, the Advisor will directly bill the Client for compensation in accordance to the fee schedule detailed in the Investment Advisory Agreement.

Glidepath IQ Fee:

Soaring Capital's Glidepath IQ service fees are charged at a rate of 60 bps (0.60%) per annum. Additional fees are charged for automated tax loss harvesting and for managing responsible investment/impact/ESG aware portfolios. Fees are as follows:

- Glidepath IQ base fee - 60 bps (0.6%) per annum
- Tax Harvesting - Glidepath IQ base fee plus 15 bps (0.15%) per annum
- Responsible Investing/ESG Aware Investment Management – Glidepath IQ base fee plus 15bps (0.15%) per annum

The fees for Glidepath IQ are subject to the same terms and conditions and calculation methodologies used in the Comprehensive Wealth Management service. Fees are directly debited from Client accounts.

Use of Independent Managers – As noted in Item 4, the Advisor may implement all or a portion of a Client's investment portfolio utilizing one or more Independent Managers. To eliminate any conflict of interest, the Advisor does not earn any compensation from an Independent Manager. The Advisor will only earn its wealth management fee as described above. Independent Managers will not typically offer any fee discounts, but may have a breakpoint schedule which will reduce the fee with an increased level of assets placed under management with an Independent Manager. The terms of such fee arrangements are included in the Independent Manager's disclosure brochure and applicable contract[s] with the Independent Manager.

Soaring Capital's fees are potentially negotiable and will vary from client to client based on a variety of factors, such as market value of the Client's assets under management, investment strategy, and the nature and/or complexity of the client relationship. Soaring Capital waives its fees for family members and employees; employee family members pay a lower fee.

B. Fee Billing

Soaring Capital's Client Advisory Agreement and the separate agreement with the Custodian authorize Soaring Capital to debit the client's account for the amount of the firm's fee and to directly remit that management fee to Soaring Capital. Clients will be provided with a statement, at least quarterly, from the Custodian reflecting deduction of the investment advisory fee. It is the responsibility of the Client to verify the accuracy of these fees as listed on the Custodian's brokerage statement as the Custodian does not assume this responsibility. Clients provide written authorization permitting advisory fees to be deducted by Soaring Capital to be paid directly from their account[s] held by the Custodian as part of the wealth management agreement and separate account forms provided by the Custodian. In situations where the Client's advised assets are not held by a custodian with which the Advisor has an agreement to deduct Advisor fees, the Advisor will directly bill the Client for compensation in accordance to the fee schedule detailed in the Investment Advisory Agreement.

Use of Independent Managers – For Client accounts implemented through an Independent Manager, the Advisor and the Independent Manager will each assume the responsibility for calculating and deducting their respective fees from the Client’s account[s].

C. Other Fees and Expenses

Clients may incur certain fees or charges imposed by third parties, other than Soaring Capital, in connection with investments made on behalf of the Client’s account[s]. The Client is responsible for all custody and securities execution fees charged by the Custodian. The fees charged by Soaring Capital are separate and distinct from these custody and execution fees. In addition, all fees paid to Soaring Capital for investment advisory services are separate and distinct from the expenses charged by mutual funds and ETFs to their shareholders, if applicable. These fees and expenses are described in each fund’s prospectus. These fees and expenses will generally be used to pay management fees for the funds, other fund expenses, account administration (e.g., custody, brokerage and account reporting), and a possible distribution fee. A Client may be able to invest in these products directly, without the services of Soaring Capital, but would not receive the services provided by Soaring Capital which are designed, among other things, to assist the Client in determining which products or services are most appropriate for each Client’s financial situation and objectives. Accordingly, the Client should review both the fees charged by the fund[s] and the fees charged by Soaring Capital to fully understand the total fees to be paid. Please refer to Item 12 – Brokerage Practices for additional information.

D. Payment of Fees and Termination

The agreement between Soaring Capital and the Client will continue in effect until terminated in writing by either party pursuant to the terms of the agreement. A Client may terminate their account[s] with Soaring Capital by providing written notice at least 30 calendar days in advance. Additionally, Soaring Capital reserves the right to terminate Client account[s] by providing written notice at least 30 calendar days in advance. Soaring Capital’s fees are prorated through the date of termination and any remaining balance is debited from the account(s), as appropriate.

Use of Independent Managers In the event that a Client should wish to terminate their relationship with the Independent Managers, the terms for termination will be set forth in the respective agreement[s] between the Client and Independent Managers. The Advisor will assist the Client with the termination and transition as appropriate.

E. Compensation for Sales of Securities

Soaring Capital does not buy or sell securities to earn commissions and does not receive any compensation for securities transactions in any Client account, other than the investment advisory fees noted above.

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

Soaring Capital does not charge performance-based fees for its investment advisory services. The fees charged by Soaring Capital are as described in Item 5 above and are not based upon the capital appreciation of the funds or securities held by any Client.

Soaring Capital does not manage any proprietary investment funds or limited partnerships (for example, a mutual fund or a hedge fund) and has no financial incentive to recommend any particular investment option to its Clients.

Item 7 – Types of Clients

Soaring Capital offers wealth management services to individuals, high net worth individuals, families, 401(k), business entities, trusts, estates and charitable organizations. The amount of each type of Client is available on Soaring Capital’s Form ADV Part 1A. These amounts may change over time and are updated at least annually by

the Advisor. Soaring Capital generally requires a minimum relationship size of \$1,000,000 to effectively implement its investment approach under the Comprehensive Wealth Management service and \$200,000 for Glidepath IQ program. Additionally, certain Independent Managers may impose a minimum.

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

A. Methods of Analysis and Investment Strategies

Methods of Analysis:

Soaring Capital generally subscribes to the modern portfolio theory and the efficient market hypothesis of market behavior and uses these theories as the backdrop in the design of Client portfolios. The Advisor designs long term-oriented portfolios that include asset classes which are expected to vary in the patterns of returns, thereby dampening the volatility of the overall portfolio. The Advisor generally believes that markets are efficient and therefore the majority of a Client's portfolio return will be derived from asset allocation versus market timing. The Advisor also believes that there are certain times when markets become inefficient and it is at these times when there are opportunities to adjust investment portfolios to attempt to profit from the inefficiency. The advisory believes in minimizing investment cost and maximizing return for unit of risk. The majority of investment exposure is usually obtained via passive investments however the manager believes that there are certain markets and opportunities that are best obtained via actively managed vehicles or funds or private (non-public market) investment opportunities.

Modern Portfolio Theory:

Modern Portfolio Theory is a theory of investment which attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, by carefully diversifying the proportions of various assets. Modern Portfolio Theory assumes that investors are risk adverse, 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.

Methods of Analysis

Soaring Capital may use one or more of the following methods of analyses or investment strategies when providing investment advice to Clients, subject to the Clients' investment objectives, risk tolerance, time horizons and stated guidelines:

- **Fundamental Analysis.** We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell). We look at historical and present financial statements of the company, annual reports, governmental filings and business activities. Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock. Individualized analysis of underlying documentation can vary.
- **Technical Analysis.** We analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and potentially predict future price movement. Technical analysis does not necessarily consider the underlying financial condition of a company. This presents a risk in that a poorly managed or financially unsound company may underperform regardless of market movement. Past performance is not a guarantee of future performance.

- **Quantitative Analysis.** We use mathematical models and statistical modeling in an attempt to obtain more accurate measurements of a company's quantifiable data, such as the value or price per share or earnings per share and predict changes to that data. A risk in using quantitative analysis is that the models used may be based on assumptions that prove to be incorrect. Quantitative analysis does not necessarily factor in all variables.
- **Qualitative Analysis.** We subjectively evaluate non-quantifiable factors such as quality of management, labor relations, and strength of research and development factors not readily subject to measurement and predict changes to share price based on that data. A risk in using qualitative analysis is that our subjective judgment may prove incorrect.
- **Charting.** We display the performance of a security for review in a graphic version. It can be setup for any length of time and helps determine how the security will perform over time. Generally, it is used to predict trends within the security during certain time frames. We look at prospectuses, research materials, financial newspapers and magazines. There is no guarantee that past trends will reoccur.
- **Asset Allocation.** Rather than focusing primarily on securities selection, we attempt to identify an appropriate ratio of securities, fixed income, and cash suitable to the Client's investment goals and risk tolerance. A risk of asset allocation is that the Client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the Client's goals.
- **Mutual Fund and/or ETF Analysis.** We look at the experience and track record of the manager of the mutual fund or exchange traded fund (ETF) in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We also look at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in another fund[s] in the Client's portfolio. A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by the Client may purchase the same security, increasing the risk to the Client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the holding[s] less suitable for the Client's portfolio.
- **Alternative Non-traded Private Investments.** We look to potential transactions sourced by offerors known to Soaring Capital and its related persons. Analysis may include evaluation and due diligence of the transaction, offerors and related persons, performance history and experience of offerors and related persons, liquidity of investment, current and future cash flow potential, and associated risks. Significant risk may be associated with private non-traded investments, and such risk may not necessarily be mitigated by our analysis. This is for sophisticated investors with large net worth and liquid assets to cover losses if necessary. Soaring Capital's analysis methods rely on the assumption that the investment vehicles which we recommend for our Clients, the companies whose securities we purchase and sell on behalf of our Clients, the rating agencies that review these securities, and other publicly or privately available sources of information about these securities, are providing accurate, timely and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate, misleading or untimely information. This is an ongoing risk with regard to all the strategies discussed below.

Investment Strategies

Soaring Capital may use the following strategies in managing Client accounts. Investment strategies and advice may vary depending upon each Client's specific financial situation. As such, we determine investments and allocations

based upon the Client's predefined objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and other various suitability factors. The Client's restrictions and guidelines may affect the composition of his/her portfolio.

- **Long-term Purchases.** We purchase securities with the idea of holding them in the Client's account for a year or longer. Typically, we employ this strategy when we believe the securities to be currently undervalued, and/or we want exposure to a particular asset class over time, regardless of the current projection for this class. A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantages of short-term gains that could be profitable to a Client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.
- **Short-term Purchases.** When utilizing this strategy, we purchase securities with the idea of selling them when they reach their price targets or passes its catalyst. We do this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase.
- **Margin Transactions.** If granted authority to do so, we may purchase stocks for your portfolio with money borrowed from your brokerage account. This allows you to purchase more stock than you would be able to with your available cash and allows us to purchase stock without selling other holdings. Margin trading is not a fundamental part of Soaring Capital's overall investment strategy, but we may use this strategy very occasionally when given authority and we determine that it is suitable given a Client's stated investment objectives and tolerance for risk.
- **Options.** We may use options as an investment strategy. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or bond, is a security. An option is also a derivative, because it derives its value from an underlying asset. We may also utilize structured notes, closed end funds or mutual funds that utilize options strategies. The two types of options are calls and puts. A call gives us the right to buy an asset at a certain price within a specific period of time. We will buy a call if we have determined that the stock will increase substantially before the option expires. A put gives us the holder the right to sell an asset at a certain price within a specific period of time. We will buy a put if we have determined that the price of the stock will fall before the option expires. We will use options to speculate on the possibility of a sharp price swing. We will also use options to "hedge" a purchase of the underlying security; in other words, we will use an option purchase to limit the potential upside and downside of a security we have purchased for your portfolio. We use "covered calls", in which we sell an option on security you own. In this strategy, you receive a fee for making the option available, and the person purchasing the option has the right to buy the security from you at an agreed-upon price. We use a "spreading strategy", in which we purchase two or more option contracts (for example, a call option that you buy and a call option that you sell) for the same underlying security. This effectively puts you on both sides of the market, but with the ability to vary price, time and other factors. Option trading is not a fundamental part of Soaring Capital's overall investment strategy, but we may use this strategy occasionally when given authority and we determine that it is suitable given a Client's stated investment objectives and tolerance for risk.
- **Lending/Collateral.** We may use the securities within a Client's account as collateral for a loan or borrowing a security. In addition, there may be a fee/interest to pay to maintain the loan/borrow the security. Some securities may be "hard-to-borrow," and therefore there may not be a readily identifiable market, or the market will charge a higher fee for borrowing. In addition, the collateral security is still exposed to credit, interest and liquidity risks. If a Client is borrowing against a security, the value of that security may shift, which would leave the Client in an unlimited risk position. This is for sophisticated investors with large net worth and liquid assets to cover losses if necessary.

B. Risk of Loss

Investing involves a risk of loss. Clients should be prepared to bear investment loss, including the loss of the original principal. Clients should never presume that future performance of any specific investment or investment strategy will be profitable. Further, there may be varying degrees of risk depending on different types of investments. Clients should know that all investments carry a certain degree of risk ranging from the variability of market values to the possibility of permanent loss of capital. Although portfolios seek principal protection, asset allocation and investment decisions may not achieve this goal in all cases. There is no guarantee a portfolio will meet a target return or an investment objective. Risks to capital include, but may not be limited to, changes in the economy, market volatility, company results, industry sectors, accounting standards and changes in interest rates. Investments are generally subject to risks inherent in governmental actions, exchange rates, inflation, deflation, and fiscal and monetary policies. Market risks include changes in market sentiment in general and styles of investing. Diversification will not protect an investor from these risks and fluctuations.

Note: Soaring Capital does not engage in high-frequency trading activities.

Additional risks may include:

Market risk: Either the stock market as a whole, or the value of an individual company, goes down resulting in a decrease in the value of Client investments. Stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. Common stock (or its equivalent) is generally exposed to greater risk than preferred stocks and debt obligations of an issuer.

Company risk: There is always a certain level of company or industry specific risk that is inherent in each investment. Although this risk can be reduced through appropriate diversification, it cannot be eliminated. There is the risk that the issuer will perform poorly or have its value reduced based on factors specific to the issuer or its industry. If the issuer experiences credit issues or defaults on debt, the value of the issuer may be reduced.

Exchange traded fund and mutual fund risk: The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds. Clients will incur additional costs associated with ETFs and mutual funds (see Item 5).

Management risk: Investments managed by us vary with the success and failure of our investment strategies, research, analysis and determination of portfolio securities.

Foreign investments risks: Non-U.S. investments, currency and commodity investments may contain additional risks associated with government, economic, political or currency volatility.

Emerging markets risks: Emerging markets can experience high volatility and risk in the short term.

Liquidity risks: Generally, assets are more liquid if many investors are interested in a standardized product, making the product relatively easy to convert into cash. Specialized investments may have reduced liquidity.

Bond risks: Investments in bonds involve interest rate and credit risks. Bond values change according to changes in interest rates, inflation, credit climate and issue credit quality. Interest rate increases will reduce the value of a bond. Longer term bonds are more susceptible to interest rate variations than shorter term, lower yield bonds.

Alternative Investments (Private non-traded securities, limited partnerships) Risks: Alternative Investments are normally an investments with companies or sectors that are not publicly traded. These investments are normally very illiquid and can be volatile; therefore, they are not ideal for Clients with frequent or unknown cash needs. There is normally no public market for alternative investments, if investors need to sell their shares they will so mostly like at a substantial discount. Further, depending on the terms of the investment, the investor may not be able to transfer or sell his/her shares. The risk of investing in alternative investments is the majority or complete loss of invested funds depending on the underlying companies. In addition, investors may not see any return on investment for some time depending on the type of investment; these investments should be seen as a long-term investment subject to high risk of loss.

Real Estate Investment Trusts (“REITs”) risks: Investing in Real Estate Investment Trusts (“REITs”) involves certain distinct risks in addition to those risks associated with investing in the real estate industry. Equity REITs may be affected by changes in the value of the underlying property owned by the REITs, while mortgage REITs may be affected by the quality of credit extended. REITs are subject to heavy cash flow dependency, default by borrowers and self-liquidation. REITs, especially mortgage REITs, are also subject to interest rate risk (i.e., as interest rates rise, the value of the REIT may decline).

Options risks: Investments in options contracts have the risk of losing value in a relatively short period of time. Option contracts are leveraged instruments that allow the holder of a single contract to control many shares of an underlying stock. This leverage can compound gains or losses.

Non-Purpose Loan risk: Non-Purpose Loans carry a number of risks, including but not limited to the risk of a market downturn, tax implications if collateralized securities are liquidated, and an increase in interest rates. A decline in the market value of collateralized securities held in the account[s] at the Custodian, may result in a reduction in the draw amount of the Client’s line of credit, a demand from the lending program that the Client deposit additional funds or securities in the Client’s collateral account[s], or a forced sale of securities in the Client’s collateral account[s].

Because of the inherent risk of loss associated with investing, we are unable to represent, guarantee or even imply that our services and methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate Clients from losses due to market corrections or declines. Past performance is not a guarantee of future returns. Investing in securities and other investments involve a risk of loss that each Client should understand and be willing to bear. Clients are reminded to discuss these risks with the Advisor.

Generally

Cash balances are typically invested daily in interest-bearing money market accounts, unless the Client directs otherwise. Our strategies and investments may have unique and significant tax implications. Soaring Capital will manage portfolios with an awareness of tax implications, but long-term wealth compounding is our primary consideration. Specific goals regarding account tax efficiency should be set forth in a writing signed by both us and the Client. Regardless of account size or other factors, Soaring Capital strongly recommends that its Clients continuously consult with a tax professional prior to and throughout the investing of Clients' assets. Each Client is responsible for contacting his/her tax advisors to determine which cost basis accounting method is the right choice for the Client. Clients should provide Soaring Capital with written notice of a Client's selected accounting method, and Soaring Capital will alert the Client's custodian of the individually selected accounting method. Clients should be aware that decisions about cost basis accounting methods will need to be made before trades settle, as the cost basis method cannot be changed after settlement.

Note that there may be other circumstances not described here that could adversely affect a client’s investment and prevent their portfolio from reaching its objective.

Item 9 – Disciplinary Information

There are no legal, regulatory or disciplinary events involving Soaring Capital or its management persons. Soaring Capital values, the trust you place in the Advisor. The Advisor encourages Clients to perform the requisite due diligence on any advisor or service provider that the Client engages. The backgrounds of the Advisor and its Advisory persons are available on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with the Advisor’s firm name or CRD#308942.

Item 10 – Other Financial Industry Activities and Affiliations

A. Broker-Dealer Registration and Registered Representatives

Soaring Capital is not registered, nor does it have an application pending to register, as a broker dealer. No management person is registered, nor does any management person have an application pending to register, as a registered representative of a broker-dealer.

B. Futures and Commodity Registration

Soaring Capital is not registered, nor does it have an application pending to register, as a futures commission merchant, commodity pool operator or a commodity trading advisor. No management person is registered, nor does any management person have an application pending to register, as an associated person of a futures commission merchant, commodity pool operator or a commodity trading advisor.

C. Financial Industry Affiliations

Soaring Capital does not have any financial industry affiliations to disclose.

D. Selection of Other Advisers

Soaring Capital does not receive, directly or indirectly, compensation from other investment advisers that it recommends or selects for its clients.

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

As a fiduciary, our firm and its associates have a duty of utmost good faith to act solely in the best interests of each client. Our Clients entrust us with their funds and personal information, which in turn places a high standard on our conduct and integrity. Our fiduciary duty is a core aspect of our Code of Ethics and represents the expected basis of all of our dealings. The firm also adheres to the Code of Ethics and Standards of Professional Conduct adopted by the CFA® Institute., and accepts the obligation not only to comply with the mandates and requirements of all applicable laws and regulations but also to take responsibility to act in an ethical and professionally responsible manner in all professional services and activities. This code does not attempt to identify all possible conflicts of interest, and literal compliance with each of its specific provisions will not shield the Advisor or associated persons from liability for personal trading or other conduct that violates a fiduciary duty to advisory clients. A summary of the Code of Ethics' Principles is outlined below.

- Integrity – The Advisor shall offer and provide professional services with integrity.
- Objectivity – The Advisor shall be objective in providing professional services to Clients.
- Competence – The Advisor shall provide services to Clients competently and maintain the necessary knowledge and skill to continue to do so in those areas in which they are engaged.
- Fairness – The Advisor shall perform professional services in a manner that is fair and reasonable to Clients, principals, partners, and employers, and shall disclose conflict(s) of interest in providing such services.
- Confidentiality - The Advisor shall not disclose confidential client information without the specific consent of the Client unless in response to proper legal process, or as required by law.
- Professionalism – The Advisors’ conduct in all matter shall reflect credit of the profession.

- Diligence - The Advisor shall act diligently in providing professional services.

We will, upon request, promptly provide a complete code of ethics.

Soaring Capital allows employees to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients. Owning the same securities that are recommended (purchase or sell) to Clients presents a conflict of interest that, as fiduciaries, must be disclosed to Clients and mitigated through policies and procedures. As noted above, the Advisor has adopted the Code of Ethics to address insider trading (material non-public information controls); gifts and entertainment; outside business activities and personal securities reporting. When trading for personal accounts, employees have a conflict of interest if trading in the same securities. The fiduciary duty to act in the best interest of its Clients can be violated if personal trades are made with more advantageous terms than Client trades. However, the size of personal trades likely to be transacted in would not have a practical impact on prices in those securities. Soaring Capital will always document any transactions that could be construed as conflicts of interest and will always transact Client business before their own when similar securities are being bought or sold.

Item 12 – Brokerage Practices

A. Recommendation of Custodian[s]

Soaring Capital does not have discretionary authority to select the broker-dealer/custodian for custody and execution services. The Client will engage the broker-dealer/custodian (herein the "Custodian") to safeguard Client assets and authorize Soaring Capital to direct trades to the Custodian as agreed upon in the investment advisory agreement. Further, Soaring Capital does not have the discretionary authority to negotiate commissions on behalf of Clients on a trade-by-trade basis.

While Soaring Capital does not exercise discretion over the selection of the Custodian, it may recommend the Custodian[s] to Clients for custody and execution services. Clients are not obligated to use the Custodian recommended by the Advisor and will not incur any extra fee or cost associated with using a custodian not recommended by Soaring Capital. However, the Advisor may be limited in the services it can provide if the recommended Custodian[s] is not engaged. Soaring Capital may recommend the Custodian based on criteria such as, but not limited to, reasonableness of commissions charged to the Client, services made available to the Client, and its reputation.

Soaring Capital will generally recommend that Clients establish their account[s] at Charles Schwab & Co. Inc, TD Ameritrade Institutional or Interactive Brokers, LLC. These firms are FINRA-registered broker-dealers and members SIPC and serve as the Client's "qualified custodian". Soaring Capital maintains institutional relationships with these firms, whereby the Advisor receives economic benefits such as access to systems and research. Please see Item 14 below. Following are additional details regarding the brokerage practices of the Advisor:

1. Soft Dollars - Soft dollars are revenue programs offered by broker-dealers/custodians whereby an advisor enters into an agreement to place security trades with a broker-dealer/custodian in exchange for research and other services. **Soaring Capital does not participate in soft dollar programs sponsored or offered by any broker-dealer/custodian. However, the Advisor receives certain economic benefits from the Custodian. Please see Item 14 below.**

2. Brokerage Referrals - Soaring Capital does not receive any compensation from any third party in connection with the recommendation for establishing an account.

3. Directed Brokerage - All Clients are serviced on a "directed brokerage basis", where Soaring Capital will place trades within the established account[s] at the Custodian designated by the Client. Further, all Client accounts are traded within their respective account[s]. The Advisor will not engage in any principal transactions (i.e., trade of any

security from or to the Advisor's own account) or cross transactions with other Client accounts (i.e., purchase of a security into one Client account from another Client's account[s]). Soaring Capital will not be obligated to select competitive bids on securities transactions and does not have an obligation to seek the lowest available transaction costs. These costs are determined by the Custodian.

B. Aggregating and Allocating Trades

The primary objective in placing orders for the purchase and sale of securities for Client accounts is to obtain the most favorable net results taking into account such factors as 1) price, 2) size of the order, 3) difficulty of execution, 4) confidentiality and 5) skill required of the Custodian. Soaring Capital will execute its transactions through the Custodian as authorized by the Client. Soaring Capital may aggregate orders in a block trade or trades when securities are purchased or sold through the Custodian for multiple (discretionary) accounts in the same trading day. If a block trade cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated in a manner that is consistent with the initial pre-allocation or other written statement. This must be done in a way that does not consistently advantage or disadvantage any particular Client accounts.

Item 13 – Review of Accounts

A. Frequency of Reviews

Securities in Client accounts are monitored on a regular and continuous basis by the Advisor. Formal reviews are generally conducted at least annually or more frequently depending on the needs of the Client.

B. Causes for Reviews

In addition to the investment monitoring noted in Item 13.A., each Client account shall be reviewed at least annually. Reviews may be conducted more frequently at the Client's request. Accounts may be reviewed as a result of major changes in economic conditions, known changes in the Client's financial situation, and/or large deposits or withdrawals in the Client's account. The Client is encouraged to notify Soaring Capital if changes occur in the Client's personal financial situation that might adversely affect the Client's investment plan. Additional reviews may be triggered by material market, economic or political events.

C. Review Reports

The Client will receive brokerage statements no less than quarterly from the Custodian. These brokerage statements are sent directly from the Custodian to the Client. The Client may also establish electronic access to the Custodian's website so that the Client may view these reports and their account activity. Client brokerage statements will include all positions, transactions and fees relating to the Client's account[s]. The Advisor may also provide Clients with periodic reports regarding their holdings, allocations, and performance.

Item 14 – Client Referrals and Other Compensation

A. Compensation Received by Soaring Capital

Soaring Capital is a fee-based advisory firm that is compensated solely by its Clients and not from any investment product. Soaring Capital does not receive commissions or other compensation from product sponsors, broker-dealers or any un-related third party. Soaring Capital may refer Clients to various unaffiliated, non-advisory professionals (e.g. attorneys, accountants, estate planners) to provide certain financial services necessary to meet the goals of its Clients. Likewise, Soaring Capital may receive non-compensated referrals of new Clients from various third parties.

Participation in Institutional Advisor Platform

Soaring Capital has established an institutional relationship with Charles Schwab & Co. Inc, TD Ameritrade and Interactive Brokers, LLC ("Custodians") to assist the Advisor in managing Client account[s]. Access to the Custodians' platforms is provided at no charge to the Advisor. The Advisor receives access to software and related support without cost because the Advisor renders investment management services to Clients who maintain assets at these Custodians. The software and related systems support may benefit the Advisor, but not its Clients directly. In fulfilling its duties to its Clients, the Advisor endeavors at all times to put the interests of its Clients first. Clients should be aware, however, that the receipt of economic benefits from a Custodian creates a conflict of interest since these benefits may influence the Advisor's recommendation of this Custodian over one that does not furnish similar software, systems support, or services.

B. Client Referrals from Solicitors

Soaring Capital may pay referral fees to independent persons or firms ("Solicitors") for introducing Clients to us. Any such referral fee arrangement is in accordance with corresponding state securities law requirements. Whenever we pay a referral fee, we require the Solicitor to provide the prospective client with a copy of this document (our Firm Brochure) and a separate disclosure statement that includes the following information:

- The Solicitor's name and relationship with our firm;
- The fact that the Solicitor is being paid a referral fee;
- The amount of the fee; and
- The fee paid to us by the Client will not be increased above our normal fees in order to compensate the Solicitor.

As a matter of firm practice, the advisory fees paid to us by Clients referred by solicitors are not increased as a result of any referral.

Other Compensation: No other compensation is received other than what is already disclosed.

Item 15 – Custody

Soaring Capital does accept custody of Client funds, only for the withdrawal of client fees and the use of Standing Letters of Authorization.

For Client accounts in which Soaring Capital directly debits their advisory fee:

- i. Soaring Capital will send a copy of its invoice to the custodian at the same time that it sends the Client a copy
- ii. The custodian will send at least quarterly statements to the Client showing all disbursements for the account, including the amount of the advisory fee
- iii. The Client will provide written authorization to Soaring Capital, permitting them to be paid directly for their accounts held by the custodian.

Clients should receive at least quarterly statements from the qualified custodian that holds and maintains Client's investment assets.

Item 16 – Investment Discretion

Soaring Capital generally has discretion over the selection and amount of securities to be bought or sold in Client accounts without obtaining prior consent or approval from the Client. However, these purchases or sales may be subject to specified investment objectives, guidelines, or limitations previously set forth by the Client and agreed to by Soaring Capital. Discretionary authority will only be authorized upon full disclosure to the Client. The granting of such authority will be evidenced by the Client's execution of an investment advisory agreement containing all applicable limitations to such authority. All discretionary trades made by Soaring Capital will be in accordance with each Client's investment objectives and goals.

Item 17 – Voting of Client Securities

Soaring Capital does not accept proxy-voting responsibility for any Client. Clients will receive proxy statements directly from the Custodian. The Advisor will assist in answering questions relating to proxies, however, the Client retains the sole responsibility for proxy decisions and voting.

Item 18 – Financial Information

Neither Soaring Capital, nor its management, have any adverse financial situations that would reasonably impair the ability of Soaring Capital to meet all obligations to its Clients. Neither Soaring Capital, nor any of its Advisory Persons, has been subject to a bankruptcy or financial compromise. Soaring Capital is not required to deliver a balance sheet along with this Disclosure Brochure, as the Advisor does not collect advance fees of \$1,200 or more for services to be performed six months or more in the future.

Item 19 – Information Regarding Firm Compliance Officer and Principal

Principals and Associates

Brian F. Moss, CFA wholly owns Soaring Capital Management, LLC. A description of Mr. Moss' education and business background is included in the brochure supplement, Form ADV Part 2B, which is provided to clients at the commencement of any relationship. Clients can also request a copy at any time by contacting us at number provided on the cover page of this document or by visiting us at www.soaringcapitalllc.com.

Other Business Activities

Brian F. Moss is not engaged in any investment-related business or occupation (other than this advisory firm).

Performance Based Fees

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

Material Disciplinary Disclosures

Neither Brian F. Moss nor Soaring Capital has ever been involved in an arbitration claim of any kind or been found liable in a civil, self-regulatory organization, or administrative proceeding.

Material Relationships That Management Persons Have with Issuers of Securities

Neither Brian F. Moss, nor Soaring Capital, have any relationship or arrangement with issuers of securities.

Soaring Capital Management, LLC
Form ADV Part 2B – Disclosure Supplement
for
Brian F. Moss, CFA
Founder and Chief Executive Officer

Effective: March 1, 2022

This Form ADV 2B (“Brochure Supplement”) provides information about the background and qualifications of Brian F. Moss (CRD# 1971907) in addition to the information contained in the Soaring Capital Management, LLC (“Soaring Capital” or the “Advisor”, CRD# 308942) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the Soaring Capital Disclosure Brochure or this Brochure Supplement, please contact the Advisor at (203) 969-5193.

Additional information about Mr. Moss is available on the SEC’s Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 1971907.

Item 2 – Educational Background and Business Experience

F. Firm Information

Brian F. Moss is dedicated to advising Clients of Soaring Capital as a Founder and Chief Executive officer.

Mr. Moss earned an honors degree, Bachelor of Arts in Economics from Union College in 1990.

Professional Designations:

CFA – Chartered Financial Analyst

Mr. Moss earned the CFA charter. The Chartered Financial Analyst (CFA) charter is a globally respected, graduate-level investment credential established in 1962 and awarded by CFA Institute - the largest global association of investment professionals.

There are currently more than 150,000 CFA Charterholders working in 134 countries. To earn the CFA charter, candidates must: 1) pass three sequential, six-hour examinations; 2) have at least four years of qualified professional investment experience; 3) join CFA Institute as members; and 4) commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.

High Ethical Standards

The CFA Institute Code of Ethics and Standards of Professional Conduct, enforced through an active professional conduct program, require CFA Charterholders to:

- Place their clients' interests ahead of their own
- Maintain independence and objectivity
- Act with integrity
- Maintain and improve their professional competence
- Disclose conflicts of interest and legal matters

Global Recognition

Passing the three CFA exams is a difficult feat that requires extensive study (successful candidates report spending an average of 300 hours of study per level). Earning the CFA charter demonstrates mastery of many of the advanced skills needed for investment analysis and decision making in today's quickly evolving global financial industry. As a result, employers and clients are increasingly seeking CFA Charterholders-often making the charter a prerequisite for employment.

Additionally, regulatory bodies in 22 countries and territories recognize the CFA charter as a proxy for meeting certain licensing requirements, and more than 125 colleges and universities around the world have incorporated a majority of the CFA Program curriculum into their own finance courses.

Comprehensive and Current Knowledge

The CFA Program curriculum provides a comprehensive framework of knowledge for investment decision making and is firmly grounded in the knowledge and skills used every day in the investment profession. The three levels of the CFA Program test a proficiency with a wide range of fundamental and advanced investment topics, including ethical and professional standards, fixed-income and equity analysis, alternative and derivative investments, economics, financial reporting standards, portfolio management, and wealth planning.

The CFA Program curriculum is updated every year by experts from around the world to ensure that candidates learn the most relevant and practical new tools, ideas, and investment and wealth management skills to reflect the dynamic and complex nature of the profession. To learn more about the CFA charter, visit www.cfainstitute.org

Business Background:

| | |
|----------------|--------------------------------------------------------------------------------------------------|
| 2020 – Present | Founder and Chief Executive Officer Soaring Capital Management, LLC |
| 2019 – 2019 | Consulting – Masterworks, io, LLC |
| 2016 – 2018 | Partner, Managing Director Barrington Capital Group, L.P. |
| 2006 – 2016 | Managing Director Optima Fund Management, LLC (Forbes Family Trust) |
| 2000 – 2006 | Partner, Head of Alternative Investments RiskMetrics Group, Incorporated (JP Morgan spin-off) |
| 1992 – 2000 | Director Thomson Reuters |
| 1990 – 1992 | Co-Manager Strategy UBS Global Wealth Management |

Item 3 – Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Mr. Moss. Mr. Moss has never been involved in any regulatory, civil or criminal action. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against Mr. Moss.

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. **As previously noted, there are no legal, civil or disciplinary events to disclose regarding Mr. Moss.**

However, the Advisor does encourage you to independently view the background of Mr. Moss on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 1971907.

Item 4 – Other Business Activities

Mr. Moss is not engaged in any investment-related business or occupation (other than this advisory firm).

Item 5 – Additional Compensation

Mr. Moss does not receive any economic benefit from any person, company, or organization, other than Soaring Capital Management, LLC in exchange for providing clients advisory services through Soaring Capital Management, LLC.

Item 6 – Supervision

Mr. Moss serves as a Founder, Chief Executive Officer and Chief Compliance Officer of Soaring Capital, the Chief Compliance Officer. Mrs. Moss can be reached at (203) 969-5193.

Soaring Capital has implemented a Code of Ethics, an internal compliance document that guides each Supervised Person in meeting their fiduciary obligations to Clients of Soaring Capital. Further, Soaring Capital is subject to regulatory oversight by various agencies. These agencies require registration by Soaring Capital and its Supervised Persons. As a registered entity, Soaring Capital is subject to examinations by regulators, which may be announced or unannounced. Soaring Capital is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.

Privacy Policy

Privacy Policy Effective: March 27, 2021

Our Commitment to you:

Soaring Capital Management, LLC (“Soaring Capital” or the “Advisor”) is committed to safeguarding the use of personal information of our Clients (also referred to as “you” and “your”) that we obtain as your Investment Advisor, as described here in our Privacy Policy (“Policy”).

Our relationship with you is our most important asset. We understand that you have entrusted us with your private information, and we do everything that we can to maintain that trust. Soaring Capital (also referred to as "we", "our" and "us") protects the security and confidentiality of the personal information we have and implements controls to ensure that such information is used for proper business purposes in connection with the management or servicing of our relationship with you.

Soaring Capital does not sell your non-public personal information to anyone. Nor do we provide such information to others except for discrete and reasonable business purposes in connection with the servicing and management of our relationship with you, as discussed below.

Details of our approach to privacy and how your personal non-public information is collected and used are set forth in this Policy.

Why you need to know?

Registered Investment Advisors (“RIAs”) must share some of your personal information in the course of servicing your account. Federal and State laws give you the right to limit some of this sharing and require RIAs to disclose how we collect, share, and protect your personal information.

What information we may collect from you?

| | |
|----------------------------------------------------------|---------------------------------|
| Drivers’ license number | Date of birth |
| Social security number or taxpayer identification number | Assets and liabilities |
| Name, address and phone number [s] | Investment activity |
| Email address[es] | Income and expenses |
| Account information (including other institutions) | Investment experience and goals |

What Information we may collect from other sources?

| | |
|-----------------------------------------------|-----------------------------------------------------|
| Custody, brokerage and advisory agreements | Account applications and forms |
| Other advisory agreements and legal documents | Investment questionnaires and suitability documents |
| Transactional information with us or others | Other information needed to service account |

| | |
|--|--|
| | |
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How do we protect your information?

To safeguard your personal information from unauthorized access and use we maintain physical, procedural and electronic security measures. These include such safeguards as secure passwords, encrypted file storage and a secure office environment. Our technology vendors provide security and access control over personal information and have policies over the transmission of data. Our associates are trained on their responsibilities to protect Client’s personal information. We require third parties that assist in providing our services to you to protect the personal information they receive from us.

How do we share your information?

An RIA shares Client personal information to effectively implement its services. In the section below, we list some reasons we may share your personal information.

| Basis for Sharing | Do we share? | Can you limit? |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|-------------------|
| <p>Servicing our Clients</p> <p>We may share non-public personal information with non-affiliated third parties (such as administrators, brokers, custodians, regulators, credit agencies, other financial institutions) as necessary for us to provide agreed upon services to you, consistent with applicable law, including but not limited to: processing transactions; general account maintenance; responding to regulators or legal investigations; and credit reporting.</p> | <p>Yes</p> | <p>No</p> |
| <p>Marketing Purposes</p> <p>Soaring Capital does not disclose, and does not intend to disclose, personal information with non-affiliated third parties to offer you services. Certain laws may give us the right to share your personal information with financial institutions where you are a customer and where Soaring Capital or the client has a formal agreement with the financial institution. We will only share information for purposes of servicing your accounts, not for marketing purposes.</p> | <p>No</p> | <p>Not Shared</p> |

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| Authorized Users Your non-public personal information may be disclosed to you and persons that we believe to be your authorized agent[s] or representative[s]. | Yes | Yes |
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