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*d/b/a*  
**US Advisory Group**

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**March 30, 2022**

This brochure ("Brochure") provides information about the qualifications and business practices of US Advisory Group ("USAG"). You should review this Brochure in conjunction with our separate brochure supplement ("Supplement"). The Supplement(s) has been prepared for the purpose of providing information about the qualifications and background of the supervised person(s) working with you on our behalf or who may otherwise participate in the advisory services provided to you.

If you have any questions about the contents of this Brochure or our Supplement(s), please contact us at 781-246-0222 or [tmcdonald@usadvisory.com](mailto:tmcdonald@usadvisory.com). Additional information about USAG or any of our supervised persons (who are registered under our firm) is also available on the SEC's Investment Adviser Public Disclosure ("IAPD") which can be found at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

The format/layout of this Brochure has been dictated by the SEC. As such, the Brochure's table of contents can be found after the "Material Changes" section of this Brochure, not at the beginning of the Brochure. The subsections appearing under each heading shall follow the mandated ordering of the items required to be addressed in this Brochure as set forth in the instructions and guidance issued by the SEC in regard to Part 2A of the Form ADV. USAG's response to each such item shall immediately follow each numbered item. We encourage any reader of this Brochure to also refer to the SEC's instructions and guidance related to Part 2A of the Form ADV. Throughout this Brochure, any references to "we," "our," "ours," "us," etc. are meant to refer to USAG.

The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

## Item 2 Summary of Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

Since the filing of our last annual updating amendment, dated March 29, 2021, we have the following material changes to report:

- On May 7, 2020, the firm received a Paycheck Protection Program ("PPP") loan in the amount of \$60,960 through the U.S. Small Business Administration, which was part of the economic relief provided under the Coronavirus Aid, Relief, and Economic Security (CARES) Act. Due to the economic uncertainties surrounding the current COVID-19 pandemic, we believed it was necessary and prudent for us to apply for, and accept, the Payroll Protection Program loan offered by the Small Business Administration in order to support our ongoing operations. The firm used the PPP funds to continue payroll for the firm's employees, including employees primarily responsible for performing advisory functions for our clients, and to make other permissible payments. The loan is forgivable provided the firm satisfies the terms of the loan program. We have since satisfied and complied with the requirements set forth. On January 26, 2021, the loan was forgiven.
- We have updated our brochure to disclose and acknowledge that when we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries under ERISA and/or the IRC as applicable. For more information on this topic, including inherent conflicts of interest, and our compliance with Prohibited Transaction Exemption 2020-02 ("PTE 2020-02") refer to Item 4.
- We have updated our brochure to disclose that neither our firm nor any persons associated with our firm has any material financial interest in client transactions beyond the provision of investment advisory services disclosed in this brochure. Refer to Item 11.
- We have updated the brochure to clarify that Frederick V. McDonald III ("Tucker") and Christopher McDonald serve as the Managers of USAG. As such, we updated Item 19 (*Requirements for State-Registered Advisers*) in its entirety as Fredrick McDonald Jr. ("Rick") no longer serves as an executive officer or an investment adviser representative of USAG.

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## Item 4 Advisory Business

### Firm Profile

Wealth Management Partners, Inc. d/b/a US Advisory Group ("USAG") is a registered investment adviser based in Beverly, Massachusetts. We are organized as a corporation under the laws of the State of Massachusetts.

USAG provides investment management and financial planning services. Our investment management services are provided on a discretionary and non-discretionary basis.

### Years in Business

Date of formation: February 1998

Date of initial investment adviser registration: Prior to its registration with the State of Massachusetts, USAG was registered with the SEC from 1/29/1999 until 10/24/2016. USAG became registered with the State of Massachusetts on 7/21/2016.

### Direct Principal Owners & Managers

We are owned by Frederick V. McDonald Jr. ("Rick"), Frederick V. McDonald III ("Tucker") and Christopher McDonald. Tucker and Christopher McDonald serve as the Managing Members of USAG.

### (B.) USAG's Advisory Services

In this section, we will describe the services we offer as well as the fees that correspond to those services. As far as investment products on which we may provide advice, those product types are identified in the grid below.

#### Product Type Limitations

We generally provide investment advice in relation to the following specific types of securities/investments.

X	Exchange Listed Equities	X	Mutual funds (closed-end and open-end funds)
X	Over the counter equities	X	Real Estate Investment Trusts ("REITs")
	Equities of foreign issuers	X	Exchange traded funds
X	Interests in privately offered securities (hedge funds, venture capital funds, private equity funds, etc.) involving any of the following: <ul style="list-style-type: none"> <li>• Real estate</li> <li>• Oil and gas</li> <li>• Mortgages or other receivables/assets</li> </ul>	X	U.S. government securities
	Warrants	X	Options on securities
X	Corporate Debt Securities (other than commercial paper)		Options on commodities

X	Commercial paper		Options of Futures
X	Certificates of deposit		Futures contracts (tangibles)
X	Municipal Securities		Futures contracts (intangibles)
X	Variable life insurance		Other:
X	Variable annuities		Other:

### Specialized Services

	1. Financial planning.
	2. Quantitative analysis
	3. Market timing analysis
	4. Other:
X	5. None. Although we may offer one or more of the services mentioned immediately above, we do not limit our services to specializing in any single service area. In the following grid(s), we will describe both the services we offer as well as other key issues related to those services.

### Our Services

Service:	<b>Ongoing Asset Management</b>					
Service Description:	USAG provides investment management services to individuals and high net worth accounts. These services are implemented in conjunction with the client's investment objectives, risk tolerance level, liquidity needs, tax and/or legal implications and other concerns where applicable. Portfolios are designed with the optimal asset allocation mix of ETFs and mutual funds for each client. USAG will honor any reasonable restrictions on investing in certain securities or types of securities imposed by the client in writing. In our discretion, we may offer complimentary financial planning for those clients participating in our ongoing asset management services.					
Use of discretion:	<p><u>Discretionary</u>: If you participate in our discretionary portfolio management services, we require you to grant our firm discretionary authority to manage your account. Discretionary authorization will allow us to determine the specific securities, and the amount of securities, to be purchased or sold for your account without your approval prior to each transaction. Discretionary authority is typically granted by the investment advisory agreement you sign with our firm and the appropriate trading authorization forms.</p> <p><u>Non-discretionary</u>: If you enter into non-discretionary arrangements with our firm, we must obtain your approval prior to executing any transactions on behalf of your account. You have an unrestricted right to decline to implement any advice provided by our firm on a non-discretionary basis.</p>					
Service Fees:	For the service described above, we will charge fees in the following manner:					
	<table border="1"> <tr> <td>X</td> <td>Annual, asset-based fee</td> </tr> <tr> <td></td> <td></td> </tr> </table>		X	Annual, asset-based fee		
X	Annual, asset-based fee					
	<b>Asset-Based Fee Schedule</b>					
	<b>Account(s)/Portfolio Value</b>	<b>Annual Percentage</b>				

	First \$500,000	1.50%
	Next \$250,000	1.25%
	Next \$1,250,000	1.00%
	Above \$2,000,000	0.50%
	The annual fee schedule above shall be applied to your account on a "blended" basis. For avoidance of doubt, and as an example of how our blended billing procedures function, a hypothetical client account containing a balance of \$2,500,000 would pay 1.50% on the first \$500,000 of the client's account balance annually; 1.00% on the next \$250,000 of the client's account balance annually; 1.25% on the next \$1,250,000 of the client's account balance; and 0.50% on the remaining \$500,000 of the client's account balance annually.	
	Other fee/account maintenance conditions...	
	Minimum account / portfolio balance (initial):	\$500,000.00
	Minimum account / portfolio balance (ongoing):	\$500,000.00
	Minimum annual fee:	None
	All fee arrangements and minimum account sizes are negotiable at our sole discretion. Specific fee arrangements will be set forth in your service agreement ("Agreement") with us.	
Other fees:	<p>In addition to our service fees, you may be assessed other fees by parties independent from us. You may also incur, relative to certain investment products (such as mutual funds), charges imposed directly at the investment product level (i.e. advisory fees, administrative fees, and other fund expenses). Brokerage fees/commissions charged to you for securities trade executions may be billed to you by the broker-dealer or custodian of record for your account, not us. Any such fees are exclusive of, and in addition to our compensation. You will be solely and directly responsible for all fees, including fees other than those we may bill directly to you.</p> <p>Refer to Item V.(E) and Item 12 for additional information regarding other fees such as sales compensation, brokerage fees, custodial fees, etc.</p>	
Fee collection:	<p>For the service described above, we receive our service fees by the following method(s):</p> <p>Contemporaneously with the execution of the Agreement, you will be asked to sign an authorization that will allow the custodian of any of your account(s) to debit the account(s) the amount of our service fees and remit the fee to us. The authorization will remain valid unless and until we receive a written revocation of such authorization from you. In connection with this fee deduction process, the custodian will send you a statement, at least quarterly, indicating:</p> <ul style="list-style-type: none"> <li>• all amounts disbursed from the account, and</li> <li>• the amount of advisory fees paid directly to us.</li> </ul> <p>Our fees are computed by Envestnet, our service provider and then deducted by Pershing, the custodian</p> <p>Specific fee arrangements will be set forth in your Agreement with us.</p>	
Fee frequency/ti	For the service described above, the frequency and timing of our fee collection process occurs as follows:	

ming:	<input checked="" type="checkbox"/> quarterly <input type="checkbox"/> monthly <input checked="" type="checkbox"/> in advance <input type="checkbox"/> in arrears
Advanced billing and refunds:	Specific fee arrangements will be set forth in your Agreement with us.

Service:	<b>Financial Planning / Consulting Services</b>
Service Description:	<p>We may prepare a written Investment Policy Statement ("IPS") for our clients. Our financial planning services may involve consultation, analysis, and recommendations in the six areas of financial planning, which include (1) financial situation; (2) income taxes; (3) insurance; (4) investments; (5) retirement planning; (6) estate planning and (7) time horizon.</p> <p>The completed IPS lays out the risk/reward characteristics for the investable assets, performance benchmarks, as well as the control procedures and guidelines for the total portfolio. Our asset optimization program is designed to provide an understanding of the trade-offs between investment risk and return. These simulations assist us in determining a set of optimal asset allocation strategies which have the highest probability of meeting client needs.</p>
Use of discretion:	The Firm will not use discretion in regards to this service offering.
Service Fees:	<p>For the service described above, we may charge fees in the following manner:</p> <p><input checked="" type="checkbox"/> Flat/fixed fee</p> <p>Our fixed/flat fee for our financial planning services ranges from \$2,000 to \$10,000. The fixed fee is determined based on whether planning is for individuals, or as an ongoing retainer. The amount may be higher for corporations.</p> <p>All fees are negotiable at our sole discretion. Specific fee arrangements will be set forth in your Agreement with us.</p>
Fee collection:	<p>For the service described above, we receive our service fees by the following method(s):</p> <p><input checked="" type="checkbox"/> direct invoice to you</p> <p>Specific fee arrangements will be set forth in your Agreement with us.</p>
Fee frequency/timing:	These fees are limited to no more than 6 months of engagement, or, where projects are deemed to go longer than 6 months, fees will be charged in 6-month increments.
Advanced billing and refunds:	USAG and/or the client may terminate the investment advisory agreement, in whole or in part, at any time with 30 days written notice. Upon termination, any fees paid in advance will be prorated to the date of termination and any excess shall be refunded to the client. The client advisory agreement with the firm is non-transferable without the client's written approval.



Service:	<b>Family Office and Wealth Planning Services</b>
Service Description:	<p>We offer Family Office and Wealth Planning Services designed to help our clients organize their financial situation and plan for the successful transfer of wealth to the next generation in the most tax-advantaged manner. Such services generally include financial planning in the following areas:</p> <ul style="list-style-type: none"> <li>• Family Continuity;</li> <li>• Estate Planning and Trustee Oversight;</li> <li>• Integrated Tax and Financial Planning;</li> <li>• Lifestyle Management;</li> <li>• Family Philanthropy; and</li> <li>• Risk Management</li> </ul>
Service Fees:	<p>Our fee for family office and wealth planning services is assessed and negotiated on a case-by-case basis, but will typically vary between 0.50% and 1.50% depending upon the market value of your assets under our management, the type and complexity of the services provided, as well as the level of administration requested either directly or assumed by the client.</p> <p>The fee is determined at the inception of your advisory relationship with our firm. In determining the fee, we may include the assets in accounts of your family members (e.g. husband, wife, dependents, and related trust accounts) for whom we are providing services. We will endeavor to value your assets based upon a fair value methodology. Our valuation will depend on the information you provide to our firm. We may make certain assumptions when determining fair value, including but not limited to, comparable valuations on real estate, third party business valuations, and annual inflation rates.</p> <p>Our annual fee is billed and payable quarterly in advance based on the balance at the end of billing period. If our services are retained in the middle of a quarter, the fee for such quarter will be calculated on a pro rata basis, based upon the number of days remaining in the quarter.</p> <p>You may terminate the family office and wealth planning services agreement upon 30 days written notice to our firm. You will incur a pro rata charge for services rendered prior to the termination of the agreement, which means you will incur advisory fees only in proportion to the number of days in the quarter for which you are a client. If you have pre-paid advisory fees that we have not yet earned, you will receive a prorated refund of those fees.</p>

### IRA Rollover Recommendations

Effective December 20, 2021 (or such later date as the US Department of Labor ("DOL") Field Assistance Bulletin 2018-02 ceases to be in effect), for purposes of complying with the DOL's Prohibited Transaction Exemption 2020-02 ("PTE 2020-02") where applicable, we are providing the following acknowledgment to you. When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Under this special rule's provisions, we must:

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

We benefit financially from the rollover of your assets from a retirement account to an account that we manage or provide investment advice, because the assets increase our assets under management and, in turn, our advisory fees. As a fiduciary, we only recommend a rollover when we believe it is in your best interest.

**(C.) Customization of Advisory Services**

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To the fullest extent possible, we will endeavor to tailor our advisory services to meet the specific needs of each and every client. In order to determine a suitable course of action for an individual client, we will perform a review of our clients' financial circumstances. Such review may include, but would not necessarily be limited to, investment objectives, consideration of a client's overall financial condition, income and tax status, personal and business assets, risk profile, and other factors unique to a client's particular circumstances.

In making investment recommendations on behalf of a client, we will rely on a data gathering document or other questionnaire, which would be completed based on information provided by a client.

Our clients are free to impose any restrictions or other conditions with regard to how we provide our advisory services. If we agree to such restrictions and/or conditions, please be advised that restrictions and guidelines imposed by a client may affect the composition and performance of custom portfolios (as a result, performance of custom portfolios within the same investment objective may differ and a client should not expect that the performance of a custom portfolio will be identical to any other individual's portfolio performance) as well as any recommendations provided to the client.

**(D.) Wrap Fee Program Participation**

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None of our investment advisory services involve the use of wrap programs.

**(E.) Assets Under Management ("AUM")**

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AUM (discretionary):	\$45,425,014
AUM (non-discretionary):	\$0
Total AUM:	\$45,425,014
Date of AUM calculation:	January 31, 2021

## Item 5 Fees and Compensation

### (A). USAG Advisory Fees

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Refer above to Item 4.(B).

### (B). Fee Collection Process

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Refer above to Item 4.(B).

### (C). Other Fee/Expenses

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Refer above to Item 4.(B).

### (D). Fees Charged in Advance

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Refer above to Item IV.(B).

### (E). Additional Compensation

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Item V.(E) requires us to address situations in which we or any of our supervised persons accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds. Some of our supervised persons are registered with a broker dealer, and may receive compensation as a result of the sale of any securities or other investment products.

#### **Compensation for the Sale of Securities**

Persons providing investment advice on behalf of our firm are registered representatives with Private Client Services, LLC, a securities broker-dealer, and a member of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation. In their capacity as registered representatives, these persons receive compensation in connection with the purchase and sale of securities or other investment products, including asset-based sales charges, service fees or 12b-1 fees, for the sale or holding, of mutual funds. Compensation earned by these persons in their capacities as registered representatives is separate and in addition to our advisory fees. This practice presents a conflict of interest because persons providing investment advice to advisory clients on behalf of our firm who are registered representatives have an incentive to recommend investment products based on the compensation received rather than solely based on your needs. Persons providing investment advice to advisory clients on behalf of our firm can select or recommend, and in many instances will select or recommend, mutual fund investments in share classes that pay 12b-1 fees when clients are eligible to purchase share classes of the same funds that do not pay such fees and are less expensive. This presents a conflict of interest. You are under no obligation, contractually or otherwise, to purchase securities products through any person affiliated with our firm who receives compensation described above.

#### **Compensation for the Sale of Insurance Products**

Persons providing investment advice on behalf of our firm are licensed as independent insurance agents. These persons will earn commission-based compensation for selling insurance products, including insurance products they sell to you. Insurance commissions earned by these persons are

separate and in addition to our advisory fees. This practice presents a conflict of interest because persons providing investment advice on behalf of our firm who are insurance agents have an incentive to recommend insurance products to you for the purpose of generating commissions rather than solely based on your needs. You are under no obligation, contractually or otherwise, to purchase insurance products through any person affiliated with our firm.

### **(E).(2). Client-Directed Brokerage**

You have the ability to purchase investment products that we recommend through any broker-dealer or other financial institution you choose. If you choose to use a firm other than the broker-dealer(s) we may normally recommend, we may not be able to properly monitor your assets and therefore we cannot be held responsible for the success or failure of any investment products or strategies that you implement at firms other than those we recommend. In other words, our services and responsibilities will not apply to transactions you effect on your own whether through firms you choose on your own or through any broker-dealer we may recommend.

### **(E).(3). Brokerage Compensation**

USAG is not registered as a broker-dealer and thus, it does not receive transaction-based compensation for securities-related activities.

## **Item 6 Performance-Based Fees and Side-By-Side Management**

We do not charge performance-based fees.

## **Item 7 Types of Clients**

We will generally provide our services to the following types of clients:

- Individuals
- High net worth individuals
- Charitable Organizations

For information on any minimum fees, minimum initial/ongoing account balances, or other conditions we may impose, please refer to Item IV.(B).

## **Item 8 Methods of Analysis, Investment Strategies and Risk of Loss**

### **(A). Methods of Analysis**

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In the course of our management process and as appropriate on a case by case basis, we will employ some or all of the following methods of analysis. For a description of the risks related to each particular method of analysis, see the information following each analysis method description. A description of each key risk appears later in this section.

#### **Fundamental**

Fundamental analysis is generally the considered the opposite approach to technical analysis. Fundamental analysis involves the attempt to identify the intrinsic value (i.e. the actual, true/real value) of an investment instrument by examining any related economic, financial, and other quantitative/qualitative factors relevant to that instrument. Fundamental analysis can take into account anything that may impact the underlying value of the instrument. Examples of such things may include

large-scale economic issues such as the overall condition or current cycle of the economy, industry-specific or sector-specific conditions, etc. Other company/issuer-specific factors may also be taken into consideration such as the company's/issuer's current financial condition, management experience and capabilities, legal/regulatory matters, the overall type and volume of current and expected business, etc.

One of the goals of fundamental analysis is to attempt to derive a value that can be compared to the current market price for a particular financial instrument in hopes of determining whether the instrument is overpriced (time to sell) or underpriced (time to buy).

Key risk(s): Economic Risk, Financial Risk, Inflation Risk, and Interest Rate Risk.

Investing in securities or other investment products involves the risk of loss and you should be prepared to bear such losses.

### **Charting / Technical**

The terms "charting" and "technical" analysis are generally used synonymously and therefore, for the purpose of this document, we will use the term, "technical analysis." In most cases, technical analysis involves the evaluation of historical market data such as price and volume of a particular security or investment instrument. Technical analysis often times involves the use of charts, graphs, and other tools to evaluate historical factors relating to the investment instrument and perhaps the market as a whole. The goal of technical analysis is to try to identify historical trading patterns that suggest future trading activity or price targets.

Key risk(s): Economic Risk, Financial Risk, Inflation Risk, Interest Rate Risk, Legal/Regulatory Risk, Market Risk, Operational Risk, and Strategy Risk.

### **(B) Investment Strategies**

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#### **Long-Term Purchases**

Long-term purchases generally involve the acquisition of an investment instrument and holding it for a period of at least one year.

Key risk(s): Capital Risk, Economic Risk, Financial Risk, Inflation Risk, Interest Rate Risk, Legal/Regulatory Risk, Liquidity Risk, Market Risk, Operational Risk, Strategy Risk.

#### **Short-Term Purchases**

Short-term purchases generally involve the acquisition of an investment instrument and holding it for a period of not more than one year.

Key risk(s): Capital Risk, Economic Risk, Financial Risk, Higher Trading Costs, Interest Rate Risk, Legal/Regulatory Risk, Liquidity Risk, Market Risk, Operational Risk, Strategy Risk.

#### **Margin Trading**

Margin trading, or "trading on margin," as it is generally stated, involves the ability to purchase a dollar value of securities that is greater than the dollar value of funds you have available for the purchase. Essentially, trading on margin means that you can borrow additional funds, generally from the firm that holds your brokerage account, to purchase investment instruments that exceed the amount with which you have funded your account.

Key risk(s): Capital Risk, Credit Risk, Currency Risk, Higher Trading Costs, Inflation Risk, Legal/Regulatory Risk, and Margin Risk.

Investing in securities or other investment products involves the risk of loss and you should be prepared to bear such losses.

## **(B). (continued) Risk Disclosures**

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### **Capital Risk**

Capital risk is one of the most basic, fundamental risks of investing; it is the risk that you may lose 100 percent of your money. All investments carry some form of risk and the loss of capital is generally a risk for any investment instrument.

### **Credit Risk**

Credit risk can be a factor in situations where an investment's performance relies on a borrower's repayment of borrowed funds. With credit risk, an investor can experience a loss or unfavorable performance if a borrower does not repay the borrowed funds as expected or required. Investment holdings that involve forms of indebtedness (i.e. borrowed funds) are subject to credit risk.

### **Currency Risk**

Fluctuations in the value of the currency in which your investment is denominated may affect the value of your investment and thus, your investment may be worth more or less in the future. All currency is subject to swings in valuation and thus, regardless of the currency denomination of any particular investment you own, currency risk is a realistic risk measure. That said, currency risk is generally a much larger factor for investment instruments denominated in currencies other than the most widely used currencies (U.S. dollar, British pound, German mark, Euro, Japanese yen, French franc, etc.).

### **Economic Risk**

The prevailing economic environment is important to the health of all businesses. Some companies, however, are more sensitive to changes in the domestic or global economy than others. These types of companies are often referred to as cyclical businesses. Countries in which a large portion of businesses are in cyclical industries are thus also very economically sensitive and carry a higher amount of economic risk. If an investment is issued by a party located in a country that experiences wide swings from an economic standpoint or in situations where certain elements of an investment instrument are hinged on dealings in such countries, the investment instrument will generally be subject to a higher level of economic risk.

### **Financial Risk**

Financial risk is represented by internal disruptions within an investment or the issuer of an investment that can lead to unfavorable performance of the investment. Examples of financial risk can be found in cases like Enron or many of the dot com companies that were caught up in a period of extraordinary market valuations that were not based on solid financial footings of the companies.

### **Higher Trading Costs**

For any investment instrument or strategy that involves active or frequent trading, you may experience larger than usual transaction-related costs. Higher transaction-related costs can negatively affect overall investment performance.

### **Inflation Risk**

Inflation risk involves the concern that in the future, your investment or proceeds from your investment will not be worth what they are today. Throughout time, the prices of resources and end-user products generally increase and thus, the same general goods and products today will likely be more expensive in the future. The longer an investment is held, the greater the chance that the proceeds from that investment will be worth less in the future than what they are today. Said another way, a dollar tomorrow will likely get you less than what it can today.

### **Interest Rate Risk**

Certain investments involve the payment of a fixed or variable rate of interest to the investment holder. Once an investor has acquired or has acquired the rights to an investment that pays a particular rate (fixed or variable) of interest, changes in overall interest rates in the market will affect the value of the interest-paying investment(s) they hold. In general, changes in prevailing interest rates in the market will have an inverse relationship to the value of existing, interest paying investments. In other words, as interest rates move up, the value of an instrument paying a particular rate (fixed or variable) of interest will go down. The reverse is generally true as well.

### **Legal/Regulatory Risk**

Certain investments or the issuers of investments may be affected by changes in state or federal laws or in the prevailing regulatory framework under which the investment instrument or its issuer is regulated. Changes in the regulatory environment or tax laws can affect the performance of certain investments or issuers of those investments and thus, can have a negative impact on the overall performance of such investments.

### **Liquidity Risk**

Certain assets may not be readily converted into cash or may have a very limited market in which they trade. Thus, you may experience the risk that your investment or assets within your investment may not be able to be liquidated quickly, thus, extending the period of time by which you may receive the proceeds from your investment. Liquidity risk can also result in unfavorable pricing when exiting (i.e. not being able to quickly get out of an investment before the price drops significantly) a particular investment and therefore, can have a negative impact on investment returns.

### **Margin Risk**

- You can lose more funds than you deposit in a margin account. A decline in value of securities that are purchased on margin may require you to provide additional funds to the custodian holding your margin account in order to avoid a forced sale of those securities or other securities in your account.
- The custodian holding your margin account can force the sale of securities in your margin account. If the equity in your account falls below the margin maintenance level required by law or below the custodian's "house" requirement, the custodian can sell the securities in your account to cover the margin deficiency. You will be responsible for any shortfall in the account after such sale.
- Securities can be sold without contacting you prior to sale. Some investors mistakenly believe they must be contacted before a margin call becomes valid and that securities in their accounts cannot be liquidated to meet the call unless they have been contacted ahead of time. Most firms will attempt to notify you of margin calls, however, they are not required to do so. Even if the custodian has contacted you to provide a specific date by which you can meet a margin call, the custodian can still take necessary steps to protect its financial interests, including immediately selling the securities without notice to you.
- You are not entitled to choose which securities in your margin account are liquidated or sold to

meet your margin call. Because the securities are used as collateral for the margin loan, the custodian has the right to decide which securities to sell in order to protect its interests.

- The custodian can increase its "house" maintenance requirement at any time and is not required to provide you with advance, written notice. These changes in policy can take effect immediately and may result in the issuance of a margin maintenance call. Your failure to satisfy this call may cause a forced liquidation in your account.
- You are not entitled to an extension of time on a margin call. While an extension of time to meet margin requirements may be available to clients under certain conditions, a client does not have the right to the extension.

### **Market Risk**

The market value of an investment will fluctuate as a result of the occurrence of the natural economic forces of supply and demand on that investment, its particular industry or sector, or the market as a whole. Market risk may affect a single issuer, industry or sector of the economy or may affect the market as a whole. Market risk can affect any investment instrument or the underlying assets or other instruments held by or traded within that investment instrument.

### **Operational Risk**

Operational risk can be experienced when an issuer of an investment product is unable to carry out the business it has planned to execute. Operational risk can be experienced as a result of human failure, operational inefficiencies, system failures, or the failure of other processes critical to the business operations of the issuer or counter party to the investment.

### **Past Performance**

Charting and technical analysis are often used interchangeably. Technical analysis generally attempts to forecast an investment's future potential by analyzing its past performance and other related statistics. In particular, technical analysis often times involves an evaluation of historical pricing and volume of a particular security for the purpose of forecasting where future price and volume figures may go. As with any investment analysis method, technical analysis runs the risk of not knowing the future and thus, investors should realize that even the most diligent and thorough technical analysis cannot predict or guarantee the future performance of any particular investment instrument or issuer thereof.

### **Strategy Risk**

There is no guarantee that the investment strategies discussed herein will work under all market conditions and each investor should evaluate his/her ability to maintain any investment he/she is considering in light of his/her own investment time horizon. Investments are subject to risk, including possible loss of principal.

### **(C). Investment-Specific Risks**

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There is no single type of investment instrument that we predominantly recommend, however, please be mindful that all investments carry some form and degree of risk. Certain types of investments carry greater types and levels of risk than others and you should make sure that you fully understand not only the investment product itself but also the attendant risk factors associated with such products.



## Item 9 Disciplinary Information

The purpose of this section is for us to disclose to you any legal, disciplinary, or other events that you may consider material in your evaluation of our firm or the integrity of our management. Following each of the numbered items below, we shall provide details as to each applicable matter or we will answer "No" or "N/A." This information is presented in a question and answer format. The time period required to be covered by our answers in this section is ten years from the date of the events requiring disclosure.

### (A). Criminal or Civil Action

In any domestic, foreign, or military court of competent jurisdiction, has USAG, or any of its management persons...		
Been convicted of, or pled guilty or nolo contendere ("no contest") to (a) any felony; (b) a misdemeanor that involved investments or an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses?	Yes	No
Been identified as the named subject of a pending criminal proceeding that involves an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?	Yes	No
Been found to have been involved in a violation of an investment-related statute or regulation; or	Yes	No
Been the subject of any order, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, your firm or a management person from engaging in any investment-related activity, or from violating any investment-related statute, rule, or order?	Yes	No

### (B). Administrative Proceedings

Has USAG or any of its management persons been the subject of an administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority in which USAG or any of its management persons...		
Was found to have caused an investment-related business to lose its authorization to do business; or	Yes	No
Was found to have been involved in a violation of an investment-related statute or regulation and was the subject of an order by the agency or authority...denying, suspending, or revoking the authorization of USAG or one of its management persons to act in an investment-related business;	Yes	No
barring or suspending USAG or one of its management person's association with an investment-related business;	Yes	No
otherwise significantly limiting USAG or one of its management person's investment-related activities; or imposing a civil money penalty of more than \$2,500 on USAG or one of its management persons?	Yes	No

### (C). SRO Proceedings

Has USAG or any of its management persons been involved in a SRO proceeding in which USAG or any of its management persons ...		
Was found to have caused an investment-related business to lose its authorization to do business; or	Yes	No
Was found to have been involved in a violation of the SRO's rules and was: (i) barred or suspended from membership or from association with other members, or was expelled from membership; (ii) otherwise significantly limited from investment-related activities; or (iii) fined more than \$2,500?	Yes	No

## Item 10 Other Financial Industry Activities and Affiliations

### (A). Broker-Dealers

Neither USAG nor any of its management persons is registered as a broker-dealer nor do they have an application pending or otherwise in process for the purpose of seeking registration as a broker-dealer. Certain of our management persons, however, are currently or may become registered as registered representatives of a broker-dealer.

### (B). Futures Commission Merchants, Introducing Brokers, Commodity Trading Advisors, Commodity Pool Operators

Neither USAG nor any of its management persons is registered as a futures commission merchant, an introducing broker, a commodity trading adviser, or a commodity pool operator, nor do either parties have an application pending or otherwise in process for the purpose of seeking registration as any of these types of firms. Further, none of our management persons are registered as or currently seeking registration as associated persons of any of these types of firms.

### (C). Related Persons

The purpose of this section is to address any relationship or arrangement (that is material to (1) our advisory business or (2) our clients) that we or any of our management persons have with any of our related persons that meet certain categories as identified by the Form ADV.

#### **Broker-dealer, municipal securities dealer, or government securities dealer or broker**

Related Person: Frederick ("Tucker") McDonald III

Conflict: Frederick ("Tucker") McDonald III is registered representatives of Private Client Services, LLC. From time to time, they will offer clients advice or products from those activities. Clients should be aware that these services pay a commission and involve a conflict of interest, as commissionable products conflict with the fiduciary duties of a registered investment adviser.

How we address the Conflict(s): First and foremost, we address the conflicts described in the preceding section by disclosing them to you in this Brochure Supplement as well as in USAG's separate Brochure. As a matter of general policy, we aggressively discourage activities that put your

interests anywhere but first. Additionally, we have instituted a comprehensive supervisory process, detailed in our Policies and Procedures ("P&Ps") that was designed to address, among other things, conflicts of interest such as this one. In addition, we have designated a Chief Compliance Officer, as set forth on Schedule A of our Form ADV, to be the party responsible for the overall application and oversight of our supervisory process and our P&Ps. Our Chief Compliance Officer has the authority to delegate certain supervisory responsibilities to other supervised persons within our firm in order to ensure that our overall system of supervision is being adequately carried out and in a timely manner.

### **Sale of Insurance Products**

Conflict: Frederick McDonald III ("Tucker") sells insurance products.

How we address the Conflict(s): First and foremost, we address the conflicts described in the preceding section by disclosing them to you in this Brochure Supplement as well as in USAG's separate Brochure. As a matter of general policy, we aggressively discourage activities that put your interests anywhere but first. Additionally, we have instituted a comprehensive supervisory process, detailed in our Policies and Procedures ("P&Ps") that was designed to address, among other things, conflicts of interest such as this one. In addition, we have designated a Chief Compliance Officer, as set forth on Schedule A of our Form ADV, to be the party responsible for the overall application and oversight of our supervisory process and our P&Ps. Our Chief Compliance Officer has the authority to delegate certain supervisory responsibilities to other supervised persons within our firm in order to ensure that our overall system of supervision is being adequately carried out and in a timely manner. The firm maintains a fiduciary obligation to place its clients' interests first. However, clients should be aware that the receipt of additional compensation itself can create a conflict of interest, and may affect the judgment of this individual when making investment recommendations. In order to properly handle such potential conflicts of interest, the firm has adopted a Code of Ethics. Please see Item 11 (below) for further discussion related to the firm's Code of Ethics.

### **(D). Use of Other Investment Advisers**

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We do not use or otherwise recommend the use of other investment advisers in connection with our investment advisory services.

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

### **(A). Code of Ethics**

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We take great pride in our commitment to serving our clients' needs and the integrity with which we conduct our business. In our recent history, the financial services industry has come under significant scrutiny, especially in the area of the inherent responsibility of financial professionals to behave in the best interests of their clients.

We have developed a Code of Ethics ("Code") as a means of memorializing our vision of appropriate and professional conduct in carrying out the business of providing investment advisory services. Our Code addresses issues such as the following:

- Standards of conduct and compliance with applicable laws, rules, and regulations
- Protection of material non-public information
- The addressing of conflicts of interest
- Employee disclosure and reporting of personal securities holdings and transactions
- The firm's IPO and private placement policy

- The reporting of violations of the Code
- Educating employees about the Code
- Enforcement of the Code

Each of our representatives has been furnished with a copy of our Code. A copy of our Code is available to all current and/or prospective clients upon request.

### **(B). Participation in Client Trading**

Neither our firm nor any persons associated with our firm has any material financial interest in client transactions beyond the provision of investment advisory services as disclosed in this brochure.

### **(C). Trading Alongside Our Clients**

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USAG and/or its representatives may purchase or sell investments for their personal accounts that they have similarly recommended to clients. As required by Rule 204A-1 of the Investment Advisers Act of 1940, USAG has adopted a Code of Ethics that sets forth the basic policies of ethical conduct for all managers, officers, and employees of the firm. The Code of Ethics describes the firm's fiduciary duties and obligations to clients, and sets forth the firm's practice of supervising the personal securities transactions of employees who maintain access to client information.

The firm and related persons of the firm may invest in the same securities (or related securities, e.g., warrants, options or futures) that USAG or any of its related persons recommend to clients. Some of these investments may be placed at, or about the same time as, the placement of client securities transactions. This presents a conflict of interest, as the firm and its related persons may be incented to benefit from client transactions by placing their own interests ahead of those of the firm's clients. USAG requires that client transactions in Reportable Securities (as this term is defined in the Code of Ethics) be placed ahead of those of the firm or its related persons. USAG collects and maintains records of securities holdings and transactions made by employees. The firm reviews the personal trading practices of its employees to identify and resolve any potential or realized conflicts of interest.

#### Firm Procedures

In order to implement our Investment Policy, the following procedures have been put into place.

1. If we are recommending that any of our clients buy any security, no associated person may purchase that security prior to a client's purchase of that security; and
2. If we are recommending that any of our clients sell any security, no associated person may sell that security prior to a client's sale of that security.

As an alternative to the procedures described in the preceding points, we may include our own order(s) in a batch order with other client orders that would involve average pricing for the entire batch such that we would receive the same pricing as all other clients participating in the batch.

It is the primary intent of these procedures to ensure that the best interests of our clients are always served over that of our own. Trading on our own behalf that results in our own interests being served over that of our clients could be considered a breach of our fiduciary duty and thus, is aggressively discouraged.

## Item 12 Brokerage Practices

The purpose of this Item is to present to you the factors that we take into consideration when (1) selecting or recommending broker-dealers to you for the purpose of effecting transactions on your behalf and (2) for determining the reasonableness of such broker-dealers' compensation related to such transactions.

Unless the client directs otherwise, USAG shall generally recommend that all client accounts be maintained at, by, or through certain other firms that are unaffiliated with USAG. Such firms shall generally be broker-dealers that may also maintain registrations that allow such firms to engage in other types of businesses outside of their broker-dealer activities.

Clients may direct USAG to place transactions through a brokerage firm not generally recommended by USAG. If a client directs such transactions, such client should be aware that this instruction may cost the client more money and the client may pay higher brokerage commissions, as USAG may not be able to achieve the most favorable pricing.

Any such other firm may act in the capacity of "broker of record" for the client's accounts, in which case, another firm may serve as the custodian for the Client account(s). Alternatively, any such other firm may serve as both the "broker of record" and "custodian" for the client's accounts. In no case shall USAG act or attempt to act in the capacity of "broker of record" or "custodian" of the client's account, funds, or other assets.

USAG may recommend the following brokers of record and their corresponding custodian:

Broker of Record	Custodian
Private Client Services, LLC	Pershing

Factors that USAG considers in recommending certain broker-dealers or custodians to clients may include such entity's:

- the broker's capital depth,
- the broker's market access,
- the nature and character of the markets for the security to be purchased or sold,
- the execution,
- clearance and settlement capabilities of the broker selected and others considered, and
- reasonableness of the commission or its equivalent for the specific transaction.

USAG, through its independent relationship with PCS and TFA, has entered into agreements with Pershing, LLC, an independent self-directed brokerage and custodial agent. USAG utilizes Pershing because it believes it to be the single most efficient and cost effective wholesale brokerage firm in the industry. USAG has no financial ties or re-enumeration for introducing client accounts into Pershing, other than company described within this agreement.

### **(A).(1). Research and Soft Dollar Benefits**

Soft dollar benefits are items such as research or other products or services (other than the typical execution and other brokerage services available to all other investment advisers) that we may receive from a broker-dealer or other party in connection with the client securities transactions we direct to that/a broker-dealer(s). We do not participate in any soft dollar arrangements.

### **(A).(2). Brokerage for Client Referrals**

In certain circumstances, firms like ours may receive client referrals as a result of recommending particular broker-dealers or other service providers. We, however, do not participate in any formal arrangements wherein we receive client referrals from any particular broker-dealer in return for selecting or recommending such broker-dealer.

### **(A).(3). Directed Brokerage**

This item is intended to address situations where we may recommend, request, or require you to provide us instructions as to how to direct brokerage activity on your behalf.

#### **(A).(3)(a). Directed Brokerage - Recommended, Requested, or Required**

Not all investment advisers require their clients to direct brokerage activity through any particular broker-dealer. We do not routinely recommend, request, or require that you direct us as to how to execute brokerage transactions on your behalf (i.e. using a particular broker-dealer for execution purposes). You are free to choose one of the firm's that are mentioned previously in this section or you may direct us to another broker-dealer.

The Firm does not have a broker-dealer affiliate or another economic relationship that may cause a conflict of interest.

#### **(A).(3)(b). Directed Brokerage - Permitted**

Not all investment advisers require their clients to direct brokerage activity through any particular broker-dealer, however, you may direct us to use a particular broker-dealer (subject to our right to decline such a request) to execute some or all transactions for your account or otherwise on your behalf. In such an event, we will not negotiate terms and arrangements for the account with the other broker-dealer, and we will not seek better execution services or prices from other broker-dealers or be able to "batch" the transactions for execution through other broker-dealers with orders for other accounts we manage. As a result, you 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.

### **(B). Order Batching**

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Where the firm predominately invests in ETF's and mutual funds, all accounts are managed separately. The firm does not participate in any aggregation or block trading practices. Additionally, the firm does not receive any research, products, client referrals, or other services from a broker-dealer or third part in connection with client-based securities transactions (i.e. no soft dollars)

## **Item 13 Review of Accounts**

### **(A). Review of Accounts or Financial Plans**

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**Review of client accounts.**

Accounts will be monitored on a monthly basis by Frederick ("Tucker") McDonald III, President and Chief Compliance Officer. Accounts will be reviewed more frequently as necessary to respond to significant changes in client circumstances or changes in market conditions. Triggering factors to warrant more in depth review may include the following;

- a change in a client's investment objective
- a change in market conditions
- change in your employment status
- re-balancing of assets to maintain proper asset allocation
- other activity discovered as the account is normally reviewed.

### **(B). Non-Periodic Account Reviews**

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Events that may trigger further client account reviews in addition to the standard monthly review process may include, but would not be limited to, a notable increase in the volume of requests by the client to effect transactions in his/her accounts, where such transactions may appear to be inconsistent with the client's previously stated investment objectives. Other factors may include requests by the client to liquidate certain securities positions/contracts where such transactions may appear to be inconsistent with the client's previously stated investment objectives. Additional triggering factors could be the performance on an individual account being an outlier to the performance of accounts with similar investment objectives, and a very important trigger would be customer complaints. This last trigger would be a prime example of a trigger for an intermittent review of a client account.

### **(C). Reports to Clients**

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Clients will receive written brokerage statements each month from the custodian. Clients are encouraged to notify the firm of changes to their personal finances, especially those changes that might materially affect their investment plan.

USAG will provide quarterly holdings reports in addition to the monthly statements that clients receive from the custodian. The reports will generally include a portfolio appraisal, realized and unrealized gains/losses, income and expenses, contributions and withdrawals, and account performance history. Clients are encouraged to compare the reports received from USAG to those received from the custodian and immediately report any unexplained differences to USAG and/or the custodian, as appropriate.

## **Item 14 Client Referrals and Other Compensation**

### **(A). Compensation we Receive**

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USAG does not receive any economic benefit from a non-client for the provision of advisory services to the firm's clients.

### **(B). Compensation we Pay**

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Under certain circumstances, firms like ours may compensate other parties for having referred clients or potential investment advisory clients them. These sorts of arrangements are generally referred to as "solicitor" arrangements. USAG does not participate in any such arrangements



## Item 15 Custody

We engage in certain activities that result in us being deemed to have custody of certain of our client's funds and/or securities.

X	Automatic fee deduction from your brokerage or other trading accounts
	Physical possession or control (even temporary) of client funds or securities
	The ability to gain access to any client funds and/or securities
	One of our related persons has custody of funds and/or securities subject to our investment advisory services
	We or one of our related persons serves as the general partner, managing member, or other similar type of control person to an investment fund to which we provide investment advisory services.

As stated previously in Item XIII.(C)., your account statements will be provided by the qualified custodian that maintains physical possession of your accounts/assets. In the event that we also provide you information related to your accounts, you are urged to review that information to the information contained on the account statements or other statements received from the qualified custodian.

## Item 16 Investment Discretion

Before we can buy or sell securities on your behalf, you must first sign our discretionary management agreement and the appropriate trading authorization forms.

You may grant our firm discretion over the selection and amount of securities to be purchased or sold for your account(s) without obtaining your consent or approval prior to each transaction. We do not permit clients to impose any restrictions on a grant of discretionary authority. Refer to the *Advisory Business* section in this brochure for more information on our discretionary management services.

USAG limits its trades in a client's account to the extent that trades do not raise or elevate the risk assessment of the client's portfolio.

## Item 17 Voting Client Securities

### (A). Proxy Voting

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#### Proxy Voting Policies and Procedures and Client Instruction

We do not vote proxies on behalf of any securities you own.

## Item 18 Financial Information

### (A). Balance Sheet

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Under Rule 206(4)-4 of the Investment Advisers Act of 1940, investment advisers are required to disclose certain financial information about their business practices that might serve as material to the client's decision in choosing an investment adviser.



As of the date of this filing, USAG does not require the pre-payment of more than \$500 in fees per client six months or more in advance, nor does it maintain any financial hardships or other conditions that might impair its ability to meet its contractual obligations to clients.

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### **(B). Adverse Financial condition**

In the event that we have discretionary authority or custody of any of our clients' assets or if we require or solicit prepayment of more than \$500 in fees per client, six months or more in advance, we are required to disclose any financial condition that is reasonably likely to impair our ability to meet contractual commitments with our clients.

No such conditions exist.

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### **(C). Bankruptcy-Related Matters**

During the past ten years, USAG has not been the subject of a bankruptcy petition.

## **Item 19 Requirements for State-Registered Advisers**

Refer to the Parts 2B for background information about our principal executive officers, management personnel and those giving advice on behalf of our firm.

Our firm is not actively engaged in any business other than giving investment advice that is not already disclosed above.

Neither our firm, nor any persons associated with our firm are compensated for advisory services with performance-based fees. Refer to the *Performance-Based Fees and Side-By-Side Management* section above for additional information on this topic.

Neither our firm, nor any of our management persons have any reportable arbitration claims, civil, self-regulatory organization proceedings, or administrative proceedings.

## **Item 20 Additional Information**

### **Trade Errors**

In the event a trading error occurs in your account, our policy is to restore your account to the position it should have been in had the trading error not occurred. Depending on the circumstances, corrective actions may include canceling the trade, adjusting an allocation, and/or reimbursing the account.

### **Class Action Lawsuits**

We do not determine if securities held by you are the subject of a class action lawsuit or whether you are eligible to participate in class action settlements or litigation nor do we initiate or participate in litigation to recover damages on your behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held by you.

### **Information on Disciplinary History and Registration**

Massachusetts Residents: Pursuant to 950 CMR 12.205(8)(d), the disciplinary history, if any, of all investment advisers and their representatives may be obtained by calling The Massachusetts Securities Division at (617) 727-3548.