



BLB&B Advisors, LLC
FINANCIAL GUIDANCE SINCE 1964SM

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**Form ADV Part 2A Brochure
March 28, 2023**

This brochure provides information about the qualifications and business practices of BLB&B Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at (215) 643-9100. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

BLB&B Advisors, LLC is a Registered Investment Adviser, registered with the United States Securities and Exchange Commission (SEC) under the Investment Advisers Act of 1940. Registration as an investment advisor does not imply a certain level of skill or training.

Additional information about BLB&B Advisors, LLC is also available on the SEC's website at <https://adviserinfo.sec.gov/>.

Item 2 - Material Changes

BLB&B Advisors, LLC's ("BLBB") previous Brochure was dated March 24, 2022. The material changes made to this Brochure since the last annual update are below:

- Item 4- Advisory Business- BLBB may make rollover recommendations to clients with qualified assets under ERISA and intends to rely on the prohibited transactions exemption afforded by The Department of Labor's rules on retirement asset recommendations versus education (DOL PTE 2020-02). Item 4 has been updated accordingly.
- Item 8- Methods of Analysis, Investment Strategies, and Risk of Loss- Third-Party Managers- Private Equity Funds- BLBB may recommend to accredited and qualified investors the opportunity to invest in certain third-party private equity funds. Item 8 has been updated accordingly.
- Item 10- BLBB may recommend clients hire one or more independent third-party consultants to provide specialized business services in support of the entrepreneur's or business owner's personal objectives. Information regarding such relationships is provided in Item 10.

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Item 4 - Advisory Business

BLB&B Advisors, LLC (“BLBB”), a Registered Investment Adviser registered with the United States Securities and Exchange Commission (“SEC”) under the Investment Advisers Act of 1940, provides investment management services to individuals, institutions, business owners and non-profit organizations.

As of December 31, 2022, BLBB managed approximately \$1,878,944,558 of which \$1,766,715,226 was managed on a discretionary basis.

BLBB’s investment advisory services include portfolio structuring, monitoring and researching of portfolio positions, implementing asset allocation strategies within portfolios, providing portfolio analysis, providing personalized financial planning and periodically conducting client conferences or educational seminars.

While BLBB generally manages assets on a discretionary basis, client assets may be managed on either a discretionary or non-discretionary basis and clients may impose certain restrictions on investing in certain securities or specific types of securities. The amount of equities and/or fixed income to be bought and/or sold varies by client based on the size, emphasis, and overall goal of each portfolio, as discussed and coordinated with each specific client.

BLBB does not participate in any wrap fee programs.

Financial Planning

As part of the advisory services provided to clients, BLBB provides financial planning which integrates different aspects of the client’s current financial situation to develop a plan that allows us to help the client meet their goals and objectives. During the financial planning process, the client will participate in meetings to identify and prioritize their objectives, gather information, evaluate recommendations, and track progress towards the goals. The financial planning relationship could include meetings with the client’s other specialized advisors (attorneys, accountants, etc.).

Depending on the client’s objectives, a formal written financial plan could cover general financial planning, estate planning, educational fund planning, business succession planning, individual tax planning, business planning, retirement planning, corporate retirement planning, risk management and insurance planning. While BLBB might make observations relating to legal or tax issues, BLBB does not provide legal or tax advice.

A BLBB financial plan generally consists of observations, assumptions, strategies, and recommendations. The client is generally presented with a formal written plan based on the information they have provided. The client could choose to implement all or part of the plan through BLBB or another professional of their choice. For certain consulting or ad-hoc requests, a written summary might not be provided.

Where a financial planning client has also engaged BLBB to provide investment advisory services, financial plan recommendations could create a potential conflict between the interests of the advisor and that of the client. For instance, if a financial planning recommendation were to increase the level of investment assets with the advisor, it would increase the advisory management fee paid to the advisor. While BLBB would prefer to provide investment advisory services to BLBB financial planning clients, financial planning clients of BLBB are under no obligation to engage BLBB for investment advisory services.

Financial Planning for Business Owners

For business owners, their business is often their largest asset. Through our entrepreneurial financial management offering, BLBB provides business owners trusted, knowledgeable counsel on how to maximize the value of that asset and recommend real-world implementable management controls, in an effort to mitigate risk to the business/entrepreneur. A financial plan for business owners incorporates various factors which may include, but are not limited to, strategic planning for the business, financing flexibility/efficiency, prudent risk management (insurance, legal structure, human resources), and

exit/succession planning in line with the entrepreneur's personal and family goals. BLBB has engaged an independent third-party consultant to provide these services to BLBB clients. BLBB, in its sole discretion, may pay some or all of these business consulting fees on behalf of the client.

ERISA Fiduciary Services

Certain services are provided as a fiduciary to specifically designated ERISA plans based on applicable definitions (contained in ERISA Section 404(a), IRC §4972, the Investment Company Act of 1940, and state laws). In performing the following services, BLBB will act as a fiduciary as defined by ERISA Section 3(21) or ERISA Section 3(38).

The services provided could include Investment Advice to the Plan Sponsor, Preparation of the Investment Policy Statement (IPS), Investment Menu Design, Selection of a Qualified Default Investment Alternative (QDIA), Performance Monitoring, Performance Reports, and Participant Education.

When BLBB provides investment advice to you regarding your retirement plan account, individual retirement account, or other qualified asset under ERISA, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security 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 BLBB operates under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Clients can engage BLBB to provide either education or recommendations with respect to qualified ERISA assets including:

- from a qualified plan to an IRA;
- from an existing third-party IRA to a BLBB IRA;
- changing the account type of an existing BLBB IRA;
- from a qualified plan to another qualified plan; and
- from an IRA to qualified plan rollover.

Such provisions also extend to other qualified assets such as Education Savings Accounts and retirement annuities. Clients should fully understand all of the conflicts, risks, costs & expenses, as well as potential benefits associated with moving qualified retirement assets. Clients are under no obligation to accept or follow BLBB's recommendations.

Rollover Recommendations

A conflict of interest arises when we make recommendations about retirement plan distributions and rollovers to IRAs, IRA to IRA transfers, IRA to plan rollovers, plan to plan rollovers, and changes of account types for a retirement plan or IRA (each, a "rollover recommendation") if it results in us receiving compensation that we would not have received absent the recommendation, for example, fees for advising or managing the investments in a rollover IRA. We mitigate this conflict through a prudent process to develop an informed recommendation that a rollover is in the best interest of the client. No client is under an obligation to roll over retirement plan or IRA assets to an account advised or managed by us. When we make a rollover recommendation, it is fiduciary advice under the Investment Advisers Act of 1940 (the "Advisers Act"). Also, when we provide investment advice to a plan participant about his/her retirement plan account or to an IRA owner about his/her IRA, which includes rollover recommendations, we are a fiduciary within the meaning of Title I of the Employee Retirement Income Security Act ("ERISA") and/or the Internal Revenue Code (the "Code"), as applicable, which are laws governing retirement accounts. In addition to being a conflict of interest, it is also a prohibited transaction under ERISA and/or the Code when we receive compensation as a result of the rollover. In that circumstance, we will comply with the conditions of exceptions to the prohibited transaction rules (e.g., an applicable prohibited transaction exemption such as PTE 2020-02).

Item 5 - Fees and Compensation

Fees for investment management are outlined in each client's Investment Management Agreement. Fees are generally charged in arrears and are calculated as a percentage of assets under management or a flat dollar amount. For percentage fee arrangements, portfolios are valued at the end of each calendar quarter and charged 1/4 of the annual fee rate based on the value of the portfolio at that time. Fees are prorated for intra-period deposits and withdrawals. Certain legacy contracts do not address proration for flows, and, in those cases, the fee is pro-rated based on inflows only. Fees for partial periods are prorated accordingly.

BLBB can offer fees that differ from our published rates for charitable clients, for qualified retirement plans, for employees and their families, for clients with unusual portfolios or service needs, and as required for competitive reasons. In addition, minimum fees may be waived. All deviations from published rates are subject to review and must be approved by BLBB's President.

Fee Schedule:

Assets Under Management	Fee
First \$1,000,000	1.00%
Next \$1 Million	0.85%
Next \$3 Million	0.70%
Next \$5 Million	0.55%
Thereafter	0.40%
Minimum Fee	\$1,500

Less 15% for charitable clients.

BLBB does not require a minimum household size but has a minimum household fee of \$1,500 which may be waived in certain circumstances.

Investment management fees for qualified retirement plan clients are generally charged at an annual rate of 0.50% but can vary based on the size and complexity of the plan.

When valuing a public security for billing purposes, BLBB will use that security's closing price or reported Net Asset Value or, if not available, the bid price of the last recorded transaction. In valuing securities, BLBB will generally use information provided by (1) Pershing, (2) the custodian or (3) quotations from an independent third-party pricing service or, in the case of alternative investments, the lesser of contributed capital or the third-party sponsor-provided net asset computation. In the rare absence of a published quotation (for public securities), BLBB will use its discretion based on comparable securities BLBB believes reasonably represent the security's value.

Fees are generally debited directly from client accounts, except in certain circumstances where clients are invoiced. Important information about the direct debiting of management fees:

- Clients must provide authorization for BLBB to deduct fees;
- Clients receive a statement from the custodian which shows their holdings as well as the fee deduction; and
- Clients are responsible for reviewing the accuracy of the fees being billed, as the custodian will not do so.

Fees are generally not charged for financial planning services or educational seminars/conferences if the client is already paying for investment management services.

Clients can cancel the Investment Management Agreement at any time by providing written notice to BLBB. Upon such notification, the portfolio will be valued and the fee prorated for the period elapsed since the last billing. There are no restrictions on, or penalties for, canceling an Investment Management Agreement.

BLBB and its affiliates have been providing investment management services for more than fifty years and BLBB provides a range of services to a wide variety of clients. Accordingly, there are many legacy billing arrangements, fee schedules, and minimum fee arrangements in place with fees that are higher or lower than our current published rates; the highest fee rate currently in effect is 1.25%. Accordingly, it is possible that similarly situated clients could pay disparate fees. Clients and prospective clients are encouraged to compare fee and service offerings across a variety of firms.

Purchase and sale transactions of securities involve custodial charges including but not limited to agency commissions. These fees are charged to the client by the client's custodian and BLBB receives no portion of these fees.

All fees paid to BLBB for investment management services are separate and distinct from fees and expenses charged by mutual funds, exchange-traded funds and notes (ETFs), and other packaged investment products that clients might hold in their accounts. Such fees and expenses are described in fund or ETF prospectuses. They will generally include a management fee, other fund or ETF expenses, and possibly a distribution fee. The purchase of exchange-traded funds and certain mutual funds might also involve transaction fees. BLBB receives no portion of any of these fees.

For non-qualified retirement plan clients, BLBB does not generally include mutual funds as part of the firm's investment strategies and specifically refrains from selecting those with front or back-end loads, or which pay distribution fees. In the event an existing securities portfolio is placed under BLBB's management, and that portfolio contains mutual funds paying 12b-1 fees, BLBB will review the client's holdings and, where feasible, will seek to process tax-free conversions into the lowest cost mutual fund share class available to the client, where applicable. However, in some cases this conversion may be delayed by ongoing discussions with the client, the financial planning process, or other factors. It is also possible that the lowest cost mutual fund share class available to the client may still pay a 12b-1 fee. If BLBB does make the decision to hold a particular mutual fund, it will do so exclusively in the best interest of the client. The reasons that BLBB may decide to hold such a fund include, but are not limited to, tax consequences and client direction. BLBB receives no portion of any 12b-1 fees.

For ERISA assets, in the event the only class of shares available is the 12b-1 class of shares, the record keeper is responsible for ensuring such fees are used to offset the plan's administrative costs and that administrative costs that remain, after the application of the 12b-1 fees, are paid by the plan in accordance with the arrangement between the plan and the qualified custodian.

Trading on Margin

In limited instances, BLBB may trade accounts on margin if granted authorization by the client. An account with a margin balance will incur margin interest which the custodian will charge in addition to BLBB's management fee. As BLBB's management fee is based on total assets under management, BLBB's fees would include any margin balance held in a client's account. This creates a potential conflict of interest because the use of margin can effectively increase the total assets under management. Clients are under no obligation to authorize BLBB's use of margin.

Cash Management

As part of the investment process, BLBB will routinely maintain and actively manage a percentage of each client's portfolio in cash or cash equivalents. Such cash is generally used to meet short term client cash needs or may be maintained to pay for additional investments in securities as needed. Clients will pay management fees on cash assets even though they may earn little to no interest and cash and cash equivalent assets generally do not appreciate in value.

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

BLBB does not charge "performance-based fees" or engage in side-by-side management.

Item 7 - Types of Clients

BLBB generally provides investment advice to individuals, trusts/estates/charitable organizations, corporations or business entities, pensions/profit sharing plans, and banks/thrift institutions.

Prior to accepting or opening an account for a client, BLBB must determine that there is a fit between the client's goals and objectives and BLBB's philosophy and decision-making process.

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

BLBB believes that the asset allocation decision is one of the most important ones a client will make. Accordingly, BLBB works closely with clients to select an appropriate investment objective for each account. This is generally done through financial planning, consultation with the client, or by client direction in BLBB's Investment Management Agreement. BLBB designs and maintains nine different investment objectives ranging from Conservative Income to Aggressive Growth.

Security selection within investment objectives depends on client-specific characteristics, portfolio size, and client preferences but generally includes individual stocks, individual bonds, Exchange Traded Funds, and select alternative investments. BLBB typically tries to identify high quality securities with attractive valuation and fundamental characteristics.

BLBB's security analysis methods include charting, fundamental, technical and cyclical strategies, and research.

BLBB's main sources of information include financial press, data services, corporate reports and activities, research materials prepared by others, corporate rating services and company filings (including annual reports, prospectuses and other SEC filings).

Use of Models

BLBB may use models to provide operational leverage and promote portfolio management efficiency and consistency. BLBB's models consist of ETFs, individual securities, individual bonds, select alternatives, or a combination thereof. BLBB's asset allocation strategy and the use of models has been designed to comply with the requirements of Rule 3a-4 of the Investment Company Act of 1940. Rule 3a-4 provides similarly managed accounts with similarly managed investment programs such as BLBB's with a safe harbor from the definition of an investment company. Those standards include that:

- BLBB's model accounts are fully discretionary and are chosen based on each client's specific investment objectives;
- Clients are permitted to switch between models and/or may place reasonable restrictions on investments held within their model portfolio;
- Clients receive written confirmations of their securities transactions; and

- Clients maintain all rights to the model’s underlying securities including the right to withdraw securities or cash, vote or delegate voting of securities held, impose reasonable restrictions on securities to be bought or held, and the ability of each client invested in a model to proceed directly as a security holder in any matters just as if the security were held by the client directly.

Global Macro Strategy

BLBB’s Global Macro Strategy offers an option for accounts seeking a diversified portfolio of ETFs selected by BLBB’s ETF Committee and supervised by the financial advisor. These portfolios span nine different levels of investment risk (ranging from Conservative Income to Aggressive Growth) and are regularly rebalanced. Similarly, BLBB’s Concentrated Global Macro Strategy offers a diversified portfolio of ETFs of up to five asset classes including stocks, fixed income and a cash component based on nine different levels of investment risk from Conservative Income to Aggressive Growth. BLBB works with the client to determine whether one of these strategies is appropriate for the client’s investment goals and objectives and then manages the selected strategy on an ongoing basis.

Environmental, Social and Governance (‘ESG’) Strategy

BLBB Advisors, through its philanthropic entity, BLBB Charitable, has directly, and/or indirectly, supported organizations that share BLBB’s values around environmental and social issues. As a logical extension of BLBB’s core beliefs, BLBB offers clients ESG conscious investment options. While security selection and model formation are similar to other BLBB offerings, ESG investing entails the use of an additional “filter” identifying, evaluating, and incorporating environmental, social, and governance considerations. ESG investing involves certain risks and there is no assurance that ESG securities will outperform, or underperform, BLBB portfolios constructed of securities not subject to ESG considerations.

While BLBB will identify ESG securities by analyzing third party information provided by what BLBB believes are reputable and reliable third-party providers, BLBB is inherently dependent on third party information to accurately identify and categorize ESG securities. While BLBB is confident in its evaluation process and the third-party vendors providing ESG information, there is no guarantee that BLBB will be successful identifying ESG securities.

Client investments in ESG securities are facilitated through ETFs and other pooled vehicles. Given BLBB’s approach to ESG investments, BLBB is unable to advocate ESG considerations for the underlying companies that comprise the ETFs in which BLBB invests.

Certain ESG entities may also be subject to costly standards or other requirements not inherent in non-ESG securities that could negatively impact an ESG security’s value or its ability to compete against similar non-ESG related offerings. In addition, the internal expense ratios of many ESG securities exceed those of similar securities without an ESG focus. While BLBB receives no part of those internal expenses, clients should carefully evaluate all costs associated with their investment options. Clients interested in ESG investments are encouraged to consult with their BLBB financial advisor prior to investing.

Third-Party Managers

BLBB Advisors may recommend the use of independent third-party managers for certain BLBB client accounts. While BLBB is responsible for the initial and ongoing due diligence of any third-party managers recommended, clients must be qualified and receive and execute investment advisory documentation with the third-party manager directly. While BLBB has confidence in any third-party manager it recommends, BLBB does not have any control over, or input into, specific investments made by such third-party managers. In addition, some third-party investments may be less liquid or have certain holding requirements. Clients are encouraged to thoroughly review and understand the risks and limitations associated with investing with any third-party manager prior to investing. Investment management and transaction fees paid to third-party managers are separate from, and in addition to, management fees paid

to BLBB and BLBB receives no remuneration from third-party managers for referring or maintaining assets with the third-party manager.

Third- Party Managers for Alternative Assets

In addition to direct alternative investments with third-party managers, BLBB may utilize one or more “alternatives platforms” or other fund of fund structures to facilitate the delivery of alternative investment options. Clients should be aware that not all custodians are able to offer the same alternative product(s), platform, class of shares, transaction costs, fees, or expenses. While BLBB seeks to obtain the best possible execution at each respective custodian, a client’s custodial relationship will impact investment options, transaction fees, and related investment expenses, and clients may be able to purchase the same alternative product from another custodian at a lower total cost.

Third- Party Managers- Private Equity Funds

BLBB may recommend client investments in certain private equity funds managed by third-party private equity fund managers. Investments in private equity funds are only available to accredited investors, are illiquid, have certain holding requirements, and are subject to performance-based fees. BLBB clients are encouraged to thoroughly review and understand the risks and limitations associated with private equity fund investing. Investment management, performance, and transaction fees paid to private equity fund managers are separate from, and in addition to, management fees paid to BLBB. BLBB receives no remuneration from private fund managers for referring or maintaining assets with the private equity fund manager.

Risks

Investing in securities markets involves the risk of loss that clients should be prepared to bear. The most common forms of risk that investors should consider are:

- Market Risk - The risk to a specific investment or portfolio that the value could decline due to general market conditions not specifically related to a particular security. Examples include real or perceived adverse market conditions now or in the future, changes in the outlook for earnings and changes in interest rates or currency and exchange rates.
- Interest-Rate Risk - The risk that an investment's value will change due to a change in the absolute level of interest rates, in the spread between two rates, in the shape of the yield curve or in any other interest rate relationship.
- Inflation Risk - The risk of loss of purchasing power due to rising prices of goods and services.
- Credit Risk - The possibility that a debt issuer might not be able to repay you for your investment principal or interest owed to you.
- Reinvestment Risk - The risk that an investor faces when an investment matures and the new interest rates available are less than they were previously.
- Currency Exchange Risk - A form of risk that comes from the change in price of one country’s currency against another.
- Business Risk - Often referred to as company risk, this is the risk of owning one or only a few investments in specific companies. This risk includes competition, technological obsolescence of the company’s products or systems, reductions in the market demand and pricing for the company’s products (such as reduced pricing for oil and natural gas), regulatory changes which make the company’s business model no longer competitive (and in some cases permissible), management missteps, cybersecurity risk, and fraud whether real or perceived.

- **ETF and Mutual Fund Risk** - When investing in an ETF or mutual fund, you will bear additional expenses based on your pro rata share of the ETF's or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds. You may also incur brokerage costs when purchasing or selling ETFs.
- **Leverage Risk** - This risk comes from using debt, or margin, to fund investments. As debt must be repaid regardless of investment performance, leverage has the potential to multiply your losses or gains.
- **Liquidity Risk** - The risk that your investment cannot be converted into cash when you would like.
- **Political Risk** – The risk an investment's returns could suffer as a result of political changes or instability in a country. Instability affecting investment returns could stem from a change in government, legislative bodies, or foreign policy makers or military control.
- **Alternative Investment Risk** - Alternative investment strategies are subject to greater volatility than investments in traditional securities. Investments may include derivative instruments, including options, futures, swaps, structured securities, and other derivative instruments that may involve a high degree of financial risk. Investing in alternative investments in general, including alternative funds, is speculative, not suitable for all clients, and intended for experienced and sophisticated investors who are willing to bear the high financial risks of the investment, which can include:
 - Loss of all or a substantial portion of the investment due to leveraging, short-selling, or other speculative investment practices
 - Valuation of underlying illiquid assets
 - Potential delays in tax reporting
 - Risks associated with the operations, personnel, and processes of the manager
 - Investment allocation practices
 - Conflicts of interests, compliance policies and procedures, and governance matters
 - Numerous and significant strategy-specific risks

While our investment process is designed with an awareness of the risks listed above, it is impossible to eliminate all of these risks when investing. While individual portfolio structuring can take many of these risks into consideration, there can be no assurance of success in investing or that BLBB's attempts to address risk will prove to be successful.

Other Potential Risks

Cybersecurity - With the increased use of technology, BLBB is susceptible to operational, information security and related risks. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyber-attacks include, but are not limited to, gaining unauthorized access to digital systems for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Cyber incidents impacting BLBB can cause disruptions and impact business operations, potentially resulting in the inability to transact business, financial losses, violations of applicable privacy and other laws, regulatory fines, penalties, or reputational damage. While BLBB has established a business continuity plan and risk management systems intended to identify and mitigate cyber incidents, there are inherent limitations in such plans and systems including the possibility that certain risks have not been identified. Furthermore, BLBB cannot control the cybersecurity plans and systems put in place by third

party service providers and issuers in which client portfolios invest. As a result, clients could be negatively impacted.

Impact of Disease Epidemics - The outbreak of an infectious disease in the United States or elsewhere, such as the novel coronavirus (*e.g.*, “**COVID-19**”), together with any resulting travel restrictions or quarantines, could result in disruptions to the adviser and/or third-party service providers on which the adviser relies. Given that the nature, timing, and severity of an outbreak is unknown, the extent to which an epidemic might impact the adviser, its investments, or its advisory operations is uncertain. In addition to impacting the adviser and the adviser’s third-party providers, a pandemic may, and most likely will, have a negative impact on the economy and business activity in the United States and worldwide leading to potential significant disruption, volatility, and losses across financial markets. Clients of the adviser must be prepared for such losses and while the adviser has processes in place to ensure business continuity and to monitor the performance of its vendors and underlying investments, the uncertainty around the nature, type, breadth, and duration of an epidemic and the overall potential impact to the adviser’s operations and client investments is unclear.

Reliance on third-parties - In conducting its investment management business, BLBB relies on various third-party vendors to provide custodial, recordkeeping, and other business-related services to BLBB and BLBB clients. While BLBB monitors such third parties in an effort to ensure services provided by these vendors meet BLBB’s expectations and the needs of BLBB clients, both BLBB and BLBB clients are subject to potential risk resulting from the failure of one or more of BLBB’s vendors. While BLBB maintains a Business Continuity Plan and seeks to mitigate potential risks through vendor monitoring and redundancy, there is no guarantee BLBB will be successful in doing so.

Item 9 - Disciplinary Information

Neither BLBB nor any of its employees have any disciplinary history to report.

Item 10 - Other Financial Industry Activities and Affiliations

Supervised persons may also serve on boards or committees for certain non-profit or other charitable organizations. It is expected that services provided by supervised persons to these organizations will not interfere with the supervised person’s service to BLBB and/or BLBB clients.

BLBB utilizes the services of certain third-party providers with expertise in services BLBB believes are complimentary to providing clients comprehensive retirement, financial planning and advisory services (“Ancillary Services”). Examples of such Ancillary Services include, but are not limited to, healthcare needs analysis, elder care planning, tax efficiency planning, and trust, estate or wealth transfer strategies. Clients are responsible for payment of Ancillary Services’ costs but depending on each client’s overall assets under BLBB’s management, BLBB may, in its sole discretion, directly pay certain Ancillary Services’ expenses from management fees collected or may reimburse clients through fee rebates for some or all of the costs associated with these Ancillary Services. BLBB does not receive any remuneration or benefit for referring clients to Ancillary Service providers.

For entrepreneurs or business owners looking to achieve personal business objectives, maximize business valuations, or transfer family or other business interests, BLBB may recommend clients hire one or more independent third-party consultants to provide specialized business services in support of the entrepreneur’s or business owner’s personal objectives. Such services are provided under separate agreement with the independent consultant(s) and while BLBB may assist these third-party consultants with billing or other administrative services, consulting fees are independent of, and separate from, BLBB’s investment management fees. BLBB does not receive any remuneration or other financial benefit for referring clients to third-party consultants. BLBB, at its sole discretion, may pay certain consulting fees directly from BLBB Investment management fees.

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

BLBB has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct and the fiduciary duty owed to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading and the use of material non-public information, restrictions and the reporting of gifts and business entertainment, and personal securities trading procedures, among other things. All supervised persons at BLBB must acknowledge the terms of the Code of Ethics annually and as amended.

Officers, directors, and employees of BLBB and its affiliates are permitted to trade for their own accounts in securities that are recommended to and/or purchased for BLBB's clients. At no time, to the extent controllable by BLBB, will the transactions of BLBB or its associates be given priority over client transactions. The Code of Ethics is designed to ensure that the personal securities transactions, activities, and interests of the employees of BLBB will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code of Ethics, certain classes of securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with the best interest of BLBB's clients. As the Code of Ethics permits employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored in order to identify potential conflicts of interest between BLBB and its clients.

Employees of BLBB may have personal investments in public or private securities or companies which are recommended to, or utilized by, BLBB clients. BLBB monitors such outside business activities and investments to ensure any considerations given to these products or services are in BLBB's clients' best interest.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis. In such circumstances, the affiliated and client accounts will receive securities at a total average price. BLBB will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions would be explained on the order documentation.

It is BLBB's policy that the firm will not engage in any principal transactions for client accounts. Principal transactions are generally defined as transactions where an advisor, acting as principal for its own account or the account of an affiliated broker-dealer, buys any security from, or sells any security to, a client.

BLBB also does not engage in cross trades between client accounts. An agency cross transaction is defined as a transaction where a person acts as an investment advisor in relation to a transaction in which the investment advisor, or any person controlled by or under common control with the investment advisor, acts as broker for both the client and for another person on the other side of the transaction.

A complete copy of BLBB's Code of Ethics is available to clients and prospective clients upon request by contacting BLBB's Chief Compliance Officer.

Item 12 - Brokerage Practices

Clients of BLBB are required to designate the brokerage firm through which their account transactions will be effected. Not all investment advisers require their clients to direct brokerage. BLBB is required to disclose that by directing brokerage, BLBB might not be able to include directed accounts in aggregated trades in order to achieve the most favorable execution of client transactions. This practice could result in higher commissions or smaller discounts on client transactions with directed brokers.

In addition, clients are advised that the custodial landscape is currently in a state of flux as custodians, in order to compete, move toward lower or, in some cases, no trading commissions. However, there is a cost to executing and settling trades. As a result, custodians are establishing a wide and everchanging range of service offerings, direct expenses, and indirect opportunity costs in an effort to remain profitable. Clients are therefore encouraged to consult with their financial advisor and evaluate all of the costs, expenses and services provided by the various custodians to determine which custodian is best suited to meet each client's needs and investment style.

Regardless of the broker-dealer selected, any discounted commission rate available to the client will be dependent upon the client's ability to negotiate such discounted rates with the broker they select. Clients could pay more to direct brokerage so they should periodically review the terms of their brokerage arrangements to ensure that such arrangements meet their needs and are competitive in the market in relation to the services offered. In designating an executing broker, clients should also consider services other than trade execution they require.

Clients can direct trading to Fidelity Institutional Wealth Services, Pershing Advisor Solutions, Trade PMR, or to another qualified custodian of their choosing and there are differences in pricing, services and software tools that are available to BLBB and to the client. While BLBB does not independently select custodians for clients and strives to make it clear that it remains the client's obligation to enter into a relationship and to negotiate terms with their custodian of choice, a potential conflict of interest exists in that BLBB does receive certain benefits from having client assets with particular custodians. Each custodian has specific benefits and any consideration by BLBB to recommend clients to a particular custodian is based on each client's complexity and servicing needs. Clients are under no obligation to follow BLBB's recommendation regarding a custodian.

Whenever possible, BLBB will attempt to initiate orders for all clients simultaneously. As BLBB utilizes the services of its clients' custodians, the timing of client trades will vary by custodian by trade. BLBB has no control over the sequencing or timing of client trade executions and does not employ any specific type of trade rotation/sequencing policy. There may also be some disparity in trading between each custodian as BLBB's ability to effect trades at each custodian will be based on a variety of factors (i.e. number of accounts participating and overall volume of shares traded), the specifics of which are beyond BLBB's control.

BLBB accounts are managed by individual financial advisors by client/household. In fulfilling their fiduciary obligations, BLBB financial advisors generally operate independently and may take similar or contrary positions to other BLBB financial advisors, within specific clients or across client accounts. While BLBB attempts to efficiently manage trading across the firm in the best interest of clients, BLBB's structure may limit BLBB's ability to do so.

In addition, trade execution for non-discretionary accounts will be delayed as BLBB's requirement to obtain non-discretionary account trade approval from the client will inevitably result in delayed execution.

Trade Errors

BLBB's error correction policy is designed to ensure that clients are treated fairly and, following error correction, are in the same position they would have been if the error had not occurred. If it appears that a trade error has occurred, BLBB will review the relevant facts and circumstances to determine an appropriate course of action.

Soft Dollars

"Soft dollars" were historically generated when an investment advisor entered into an agreement with an executing broker to receive back a portion of the commissions generated by the advisor's client trades. The soft dollars were allocated to the investment advisor and could then be used to purchase items or services from the broker-dealer. BLBB does not receive "soft dollar benefits" so any such benefits available would not be a factor in recommending a broker-dealer or custodian to clients.

Other Economic Benefits

BLBB receives without cost from Fidelity, Pershing, Trade PMR and other financial institutions, computer software and related systems support that allow BLBB to better monitor and manage client accounts. BLBB receives the software and related support without cost because BLBB renders investment management services to clients that maintain accounts at these institutions. The software and support are not provided in connection with securities transactions of clients (i.e., not “soft dollars”). The software and related systems support benefit BLBB but not its clients directly. In fulfilling its duties to its clients, BLBB endeavors always to put the interests of its clients first. Clients should be aware, however, that BLBB’s receipt of other economic benefits from a broker/dealer/custodian creates a conflict of interest since these benefits could influence BLBB’s willingness to accept one broker/dealer/custodian over another that does not furnish similar software, systems support or services. Specifically, BLBB receives some or all of the following benefits from other financial institutions:

- Receipt of duplicate client confirmations and bundled duplicate statements;
- Access to a trading desk that exclusively services its institutional traders;
- Access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and
- Access to an electronic communication network for client order entry and account information.

Flourish Cash

BLBB Flourish Cash is a BLBB branded product provided by Flourish Cash (‘Flourish’). Flourish is a service offered by Flourish Financial LLC, a registered broker-dealer and FINRA member. **Flourish Financial, LLC is not a bank.** Flourish Financial provides cash management services to registered investment advisers like BLBB and other financial institutions. Flourish has access to a wide range of cash management solutions through various select FDIC-member banks (‘Program Banks’) which allows Flourish to provide what it believes are better rates for short term cash deposits than traditional money market sweep vehicles generally offered by custodians.

While Flourish Financial allows BLBB to co-brand their Flourish product, BLBB does not play any part in the management of Flourish assets nor does BLBB receive any fees or remuneration from Flourish for deposits made or assets held at Flourish by BLBB clients. Assets held in BLBB Flourish Cash accounts are not subject to BLBB oversight and BLBB collects no asset management fees or other considerations for BLBB client Flourish deposits.

A Flourish Cash account is a brokerage account offered by Flourish Financial, LLC. The cash balance in a Flourish Cash account is swept from the brokerage account to deposit account(s) at one or more Program Banks. Because assets are maintained through Program Banks, assets invested through Flourish are protected by FDIC insurance. FDIC coverage limits are outside of BLBB’s control, are subject to change, and vary by the type of account opened so clients must review all Flourish offering materials directly for details regarding eligibility, coverage limits and conditions.

The accounts at Program Banks pay a variable rate of interest.

Clients interested in a BLBB Flourish Cash account are encouraged to review all offering documents provided by Flourish Financial, LLC and consult with their BLBB Financial Advisor prior to making a deposit.

Item 13 - Review of Accounts

Accounts are regularly reviewed by a financial advisor of the firm. When actions are pending or if market or security-specific circumstances warrant, accounts will be reviewed more frequently as deemed necessary by the financial advisor. Each financial advisor has the responsibility to act in the best interests of their clients and to provide investment advice in the client’s best interests and consistent with the client’s objectives.

Ongoing contact with the client is maintained by each financial advisor and his/her assistant, providing the client an opportunity to update their investment objectives and goals and to implement or modify any reasonable restrictions on the management of the account. The number of accounts varies among the financial advisors as to type and size.

In addition to any BLBB account statement, statements and confirmations are also sent directly to clients from the custodian they have selected. Clients are encouraged to compare their custodial statements with BLBB's statements and to promptly notify BLBB of any discrepancies.

Item 14 - Client Referrals and Other Compensation

BLBB does not receive compensation for referring clients to other service providers. BLBB does not receive any economic benefits from any third parties for advisory services offered to its clients.

If a client is introduced to BLBB by a solicitor, BLBB pays that solicitor a referral fee in accordance with the SEC's marketing rules, and any corresponding state securities law requirements. Any such referral fee shall be paid solely from the investment management fee of the referred client and shall not result in any additional charge to the client. Clients will be informed, in writing, of any solicitor arrangement before they enter into a contract with BLBB.

Item 15 - Custody

BLBB is deemed to have custody of client assets as the majority of accounts are subject to automatic fee deduction. In order to avoid additional regulatory requirements in these cases, BLBB follows the procedures outlined in "Item 5 - Fees and Compensation." Client assets are held at a qualified custodian and clients receive periodic statements and trade confirmations from the custodian directly. Clients should review these statements carefully as they contain important information regarding their BLBB managed account. In addition to the statements and confirmations, clients generally receive quarterly statements from BLBB. BLBB urges clients to compare account statements received from their custodian to any statements received from BLBB.

While it is BLBB's intent to not have custody of client assets other than as a result of fee deduction as described above, there are limited circumstances under which BLBB may obtain custody (e.g. power of attorney or named Trustee on a client's account). In these cases, such accounts are subject to a Surprise Verification Audit pursuant to paragraph (a)(1) of Rule 206(4)-2 of the Investment Advisers Act of 1940 by an outside independent AICPA-certified public accountant.

While BLBB shall issue appropriate instructions to the custodian of the account in connection with settlement of portfolio transactions, neither BLBB nor its affiliates shall have any responsibility with respect to collection of income, reclamation of withheld taxes, physical acquisition, or safekeeping of the assets of the account. All such duties of collection, physical acquisition and safekeeping shall be the sole obligation of the account's qualified custodian.

Item 16 - Investment Discretion

While clients of BLBB generally grant the firm discretionary investment management authority to select securities and to execute transactions, clients may engage the services of BLBB on either a discretionary or non-discretionary basis.

Clients are also offered the opportunity to impose reasonable restrictions on investing in certain securities. In these situations, BLBB will consider the request for implementation if it is a reasonable request.

Item 17 – Voting Client Securities

BLBB will not vote proxies for securities held in client accounts. The client maintains authority and responsibility for the voting of proxies which are provided to them by their custodian. For accounts Subject to ERISA, BLBB assigns proxy responsibility to the plan sponsor or other plan fiduciary.

Class Action Litigation

BLBB has engaged Chicago Clearing Corporation ('CCC') to monitor for and file class action litigation paperwork on behalf of BLBB clients entitled to participate in such class actions. Clients are requested to provide an initial blanket authorization through their Investment Management Agreements ('IMA') at the time the initial IMA is executed. Clients are permitted to change their blanket authorization at any time upon written notice to BLBB. Where clients have decided to utilize CCC, clients are permitted to opt out of any particular class action litigation claim by notifying CCC in writing. BLBB is not responsible for notifying eligible clients at the commencement of any particular class action and clients understand that, when a claim is settled, it will be necessary for BLBB to share client information such as client name and account number with CCC in order to allow CCC to process underlying client claims.

BLBB does not receive any fees or remuneration from CCC for allowing CCC to provide class action litigation services. CCC earns fees based on a percentage of the total claim awarded. CCC's fee (up to 15% of any claim awarded) is generally deducted from each client's settlement proceeds and net settlement proceeds are then processed into BLBB client accounts. Where payment for CCC's services through the reduction of client settlement proceeds is limited or not available, CCC will make other suitable payment arrangements with BLBB clients directly. If a client opts out of the service or particular class action litigation claim, BLBB is under no obligation to advise or act on behalf of that client regarding class action claims.

Item 18 - Financial Information

BLBB is not required to disclose any financial information pursuant to this item as BLBB does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance. Furthermore, BLBB has never been the subject of a bankruptcy petition and does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.

BLBB Advisors, LLC is wholly owned by BLBB Holdings, LLC. Certain BLBB Holdings Members, former Members, and Member family members ("Contributing Members") are also clients of BLBB. Contributing Members, through individual or other related family accounts, have historically, and may in the future, provide operating capital ("Member Capital") to BLBB to fund business expansion or other expenditures. Member Capital provided to BLBB is the responsibility of BLBB only and BLBB negotiates and repays Member Capital solely from the operating income of BLBB.