

Structured Notes Buying Program

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Structured Note Overview

Structured notes are hybrid securities that have components of both debt instruments and other underlying securities, such as equities, commodities, options, etc. Certain types of structured notes have the ability to enhance upside return while protecting a portion or all of downside risk. We typically employ these investments for clients as a complement to traditional long-only equity strategies. Below is a list of characteristics of structured notes:

- Principal and performance are tied to the performance of underlying equity markets, interest rates, currencies or commodities they are linked to;
- Structured notes can be allocated down to a \$1,000 face value level;
- Structured notes typically have a stated maturity date.



Why Invest in Structured Notes?

Investors may find structured notes attractive for the following reasons:

- Being linked to one or more indexes (e.g. S&P 500), structured notes offer potential for greater returns on both the upside and downside versus the index;
- Risk reduction through principal protection and/or buffering downside risk;
- Create a customized market view in a more cost effective manner;
- Access to broader markets and equity trade types (e.g. interest rates, commodities, stock baskets);
- Ability to generate outsized returns through the use of upside options.



Value Proposition of the Buying Program

We believe the creation of a Structured Notes Buying Program offers investors additional benefits beyond what is available in the retail market:

Market view

- Opposed to only accepting “off the shelf” products, Keel Point and Compass Ion will use their investment and market views to construct the note;

Retail vs. Institutional Pricing

- This Buying Program will obtain benefits from larger purchasing volume. Keel Point will buy through institutional desks on a competitive basis, thereby getting more favorable pricing and also avoiding the mark up a brokerage firm may charge;

Economies of Scale Buying

- Keel Point and Compass Ion will aggregate their clients assets in an effort to realize more favorable terms;

Portfolio Enhancement

- Increased diversification of asset classes, credit exposures, and counterparties.

Understanding Structured Notes

Buffered Return Enhanced Note (BREN)

Typically, this type of structured note is linked to an underlying equity index (e.g. S&P 500, Russell 2000, MSCI EAFE, etc...) where the underlying index performance more or less drives the performance of the structured note. As opposed to just buying an equity index outright, these notes provide some downside protection as well as leverage on the upside, usually up to a cap. Essentially the investor trades the ability to receive significant gains in order to achieve some protection on the downside. Typically, we believe these notes are most attractive in periods of high volatility and sideways moving markets.

In the following pages, we have included some hypothetical examples to help illustrate how the BREN structure works:

*Assumptions - Investment Terms**

Underlying index:	S&P 500
Upside Leverage:	2x
Cap on Index:	11.5%
Downside Protection:	10%
Max Potential Gain:	23.0% (2x the cap)
Downside Leverage Factor:	1.11%
Term:	12 months

Please see disclosures at the end of this presentation. Investment return does not include fees or taxes. Assumes notes are held to maturity. The assumptions regarding the negotiated structure that underlie the various scenarios may differ from the actual structure Keel Point and Compass Ion are able to negotiate. You may not invest directly in an index.

Understanding Structured Notes, cont'd

	Market Assumptions	Result of Buying Underlying Index	Result of Buying Structured Notes
Example 1	S&P 500 Index Fund = 850 S&P 500 Index in 1 year = 1020 % Gain in Year 1 = 20.00%	If you were to buy the S&P 500 Index, your expected return after year 1 would be approximately 20.00%	If you were to participate in the note referenced on the previous slide (see investment terms), your expected return after year 1 would be approximately +23.00%. This is due to the cap on the index return (11.5%) multiplied by the leverage factor (2x). Therefore, regardless of what the index returns above 11.50%, the max gain you will achieve on this note will be approximately 23.00%.
Example 2	S&P 500 Index Fund = 850 S&P 500 Index in 1 year = 910 % Gain in Year 1 = 7.00%	If you were to buy the S&P 500 Index, your expected return after year 1 would be approximately 7.00%	If you were to participate in the note referenced on the previous slide, your expected return after year 1 would be approximately +14.00%. This is due to the 2x leverage factor. As long as the return is below or equal to the cap on the index, you receive 2x the return of the index.
Example 3	S&P 500 Index Fund = 850 S&P 500 Index in 1 year = 765 % Loss in Year 1 = (10.00%)	If you were to buy the S&P 500 Index, your expected return after year 1 would be approximately (10.00%)	If you were to participate in the note referenced on the previous slide, your expected return after year 1 would be 0.00%. The initial principal value of your investment would still be intact as the note provides 10% downside protection.
Example 4	S&P 500 Index Fund = 850 S&P 500 Index in 1 year = 638 % Loss in Year 1 = (25.00%)	If you were to buy the S&P 500 Index, your expected return after year 1 would be approximately (25.00%)	If you were to participate in the note referenced on the previous slide, your expected return after year 1 would be (16.65%). The downside leverage factor of 1.11% “kicks in” after the initial index has declined by 10%, so you would be down 1.11% for every percentage point below 10%.

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Value Proposition Example

Below is a comparison of the “off the shelf” note from the previous slide as well as a customized Structured Note highlighting the value added through this program. Please note the more advantageous Upside Leverage and Max Gain terms (highlighted in red) compared to the terms of the “off the shelf” note. This is an example of how our efforts to negotiate better terms with multiple issuers ultimately benefits the client.

“Off the Shelf” Note

Trade Details/Characteristics

Term	12 months
Underlying Index	S&P 500
Upside Leverage	2.0x
Cap on Index	11.50%
Downside Buffer	10.00%
Downside Leverage	1.1111
Max Gain	23.00%

Hypothetical Payout at Maturity

Ending Index Level	Index Return	Total Return on Note	
1105.00	30.00%	23.00%	
1020.00	20.00%	23.00%	
977.50	15.00%	23.00%	
947.75	11.50%	23.00%	Max Gain
913.75	7.50%	15.00%	
892.50	5.00%	10.00%	
871.25	2.50%	5.00%	
850.00	0.00%	0.00%	
807.50	-5.00%	0.00%	Buffer Zone
765.00	-10.00%	0.00%	Buffer Zone
722.50	-15.00%	-5.56%	
510.00	-40.00%	-33.33%	
340.00	-60.00%	-55.56%	
170.00	-80.00%	-77.78%	
0.00	-100.00%	-100.00%	

Customized Note*

Trade Details/Characteristics

Term	12 months
Underlying Index	S&P 500
Upside Leverage	3.0x
Cap on Index	8.50%
Downside Buffer	10.00%
Downside Leverage	1.1111
Max Gain	25.50%

Hypothetical Payout at Maturity

Ending Index Level	Index Return	Total Return on Note	
1105.00	30.00%	25.50%	
1020.00	20.00%	25.50%	
977.50	15.00%	25.50%	
939.25	10.50%	25.50%	
922.25	8.50%	25.50%	Max Gain
892.50	5.00%	15.00%	
871.25	2.50%	7.50%	
850.00	0.00%	0.00%	
807.50	-5.00%	0.00%	Buffer Zone
765.00	-10.00%	0.00%	Buffer Zone
722.50	-15.00%	-5.56%	
510.00	-40.00%	-33.33%	
340.00	-60.00%	-55.56%	
170.00	-80.00%	-77.78%	
0.00	-100.00%	-100.00%	

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Euro Stoxx 50 Note #43, Morgan Stanley – 3/10/20

Below is a customized structured note that was jointly created by Compass Ion and Keel Point in December 2017. This note is tied to the Euro Stoxx 50 Index (SX5E), an index of the largest global conglomerate companies of Europe. If the Euro Stoxx 50 Index is at all positive at the maturity of the note (27 months), this would trigger a return of 1.83x times what the price return is for the index during that time period. If the index declines in value, there is a 10% downside buffer on the note, which provides first dollar protection against index losses.

Customized Note*

Trade Details/Characteristics

Term	27 months
Underlying Index	Euro Stoxx 50 Index
Upside Leverage	1.83x
Cap on Index	n/a
Downside Buffer	10%
Downside Leverage	1.11
Max Gain	Uncapped

Hypothetical Payout at Maturity

Index Return	Total Return on Note
100.00%	183.00%
50.00%	91.50%
20.00%	36.60%
10.00%	18.30%
5.00%	9.15%
1.00%	1.83%
0.00%	0.00%
-5.00%	0.00%
-10.00%	0.00%
-15.00%	-5.55%
-20.00%	-11.11%
-30.00%	-22.22%

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Additional Information

- Buying Program Manager – Keel Point Capital Advisors, LLC (Keel Point) is an SEC Registered Investment Advisor located in Vienna, VA;
- Custodian - Notes will be held in Client's Account at client custodian;
- 1% supplemental fee charged on the initial investment amount of each structured note; the fee is an administrative charge that will be shared 0.55% by Compass Ion Advisors LLC, 0.25% by Keel Point, 0.15% by Keel Point's Broker-Dealer, Advisors Asset Management (AAM), and 0.05% by Compass-Ion's Custodian, TD Ameritrade Institutional;
- Notes can be purchased in \$1,000 increments.

Important Risk Factor Disclosures:

Investments in Structured Notes are subject to a high degree of risk. Prospective purchasers of structured notes should consider the following factors before investing.

- 1. YOUR INVESTMENT IN THE NOTES MAY RESULT IN A LOSS OF SOME OR ALL OF YOUR PRINCIPAL:** Unlike ordinary debt securities, the notes do not pay interest and do not guarantee any return of principal at maturity unless specifically provided in notes that are designed with this purpose in mind. Most structured note payments are based on the performance of an underlying index (i.e., S&P 500) and if the underlying index were to decline 100% then the payment may result in a loss of all principal.
- 2. ISSUER CREDIT RISK:** Because any notes that may be issued by an issuer (i.e., JP Morgan, Goldman Sachs, Credit Suisse) would be its senior unsecured obligations, payment of any amount at maturity is subject to an issuer's ability to pay its obligations as they become due.
- 3. THE NOTES ARE NOT INSURED BY ANY GOVERNMENTAL AGENCY OF THE UNITED STATES OR ANY OTHER JURISDICTION:** The notes are not deposit liabilities of a bank and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency or program of the United States or any other jurisdiction. An investment in the notes is subject to the credit risk of the Issuer, and in the event that the Issuer is unable to pay its obligations as they become due, you may not receive the full payment at maturity of the notes. This debt is not guaranteed under the Federal Deposit Insurance Corporation's Temporary Liquidity Guarantee Program.
- 4. NO INTEREST OR DIVIDEND PAYMENTS OR VOTING RIGHTS:** As a holder of any notes that may be issued by an issuer, you will not receive any interest payments, and you will not have voting rights or rights to receive cash dividends or other distributions or other rights that holders of securities comprising the underlying index or basket may have.
- 5. CERTAIN BUILT-IN STRUCTURING AND SELLING COSTS WILL ADVERSELY AFFECT THE VALUE OF THE NOTES SOLD** While the payment at maturity of any notes would be based on the full principal amount of any notes sold by the issuer, the original issue price of any notes we purchase for your Account includes an agent's commission and the cost of hedging the issuer's obligations under such notes through one or more of its affiliates. As a result, the price, if any, at which an issuer will be willing to purchase such notes from you in secondary market transactions, if at all, will likely be lower than the original issue price and any sale prior to the maturity date could result in a substantial loss to you. The structured notes will not be designed to be short-term trading instruments so you should be willing to hold any notes that we ultimately purchase for your Account to Maturity.
- 6. POTENTIAL CONFLICTS:** An issuer (not Keel Point) of structured notes and its affiliates play a variety of roles in connection with any potential issuance of the notes described above, including acting as calculation agent and hedging its obligations under such notes. In performing these duties, the economic interests of the calculation agent and other affiliates of the issuer would be potentially adverse to your interests as an investor in such notes. One of Keel Point's roles in the Buying Program is to be aware and vigilant about the issuer conflicts.

Important Risk Factor Disclosures:

7. **LACK OF LIQUIDITY:** The notes purchased under the Structured Note Buying Program will not be listed on any securities exchange. There may be no secondary market for such notes, and neither the issuer nor the agent will be required to purchase notes in the secondary market.
8. **ISSUER CALL:** Some of these products are callable by the issuer, meaning the issuer (not the investor) can choose to call in the notes and redeem them before maturity.
9. **TAX CHARACTERIZATION:** These notes are structured in most cases to have the gains treated as long-term capital gains. This long-term capital gains treatment depends on investor capital being at risk. The risk that the notes would be recharacterized as debt instruments giving rise to ordinary income, rather than as an open transaction, is higher whenever the risk of loss is reduced with principal “guarantees” or “downside protection.” If the notes are treated as debt, they would be accounted for under the contingent payment debt instrument rules. These rules require investors to accrue taxable income each year, even though investors will not receive any cash with respect to the notes prior to maturity. Furthermore, any gain recognized upon sale or other disposition of the notes would generally be treated as ordinary income. If the notes are treated as an open transaction, investors should not be required to recognize taxable income over the term of the notes prior to maturity. Upon a sale or exchange of a note (including redemption of the notes at maturity), investors should recognize capital gain or loss equal to the difference between the amount realized and the investor’s tax basis in the note, which should equal the amount paid for the note. If the investor held the note for at least one year and one day, the gain or loss will be capital. Alternative treatments could also treat all or a portion of the gain or loss on sale or settlement as short term gain or loss, regardless of the length of time an investor has held the notes. Please consult your tax professional.
10. **LIMITED RETURN ON THE NOTES:** Your maximum potential payment on the notes will be limited to the redemption amount applicable for a payment date, as disclosed, regardless of the appreciation in the underlying index, which may be significant. Because the level of the underlying index at various times during the term of the notes could be higher than on the valuation dates and at maturity, you may receive a lower payment if redeemed early or at maturity, as the case may be, than you would have if you had invested directly in the underlying index.
11. **THE NOTES ARE NOT INSURED BY ANY GOVERNMENTAL AGENCY OF THE UNITED STATES OR ANY OTHER JURISDICTION:** The notes are not deposit liabilities of a bank and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency or program of the United States or any other jurisdiction. An investment in the notes is subject to the credit risk of the Issuer, and in the event that the Issuer is unable to pay its obligations as they become due, you may not receive the full payment at maturity of the notes. This debt is not guaranteed under the Federal Deposit Insurance Corporation’s Temporary Liquidity Guarantee Program.

Important Risk Factor Disclosures:

12. PERFORMANCE AND EFFECT OF INVESTMENT MANAGEMENT FEES: Actual performance may differ materially from (and may be lower than) that of the performance presented due to a number of components, including market conditions. As a result clients should not expect to achieve the results presented. Inclusion of indexes is for illustrative purposes only. Keep in mind that individuals cannot invest directly in any index, and index performance does not include transaction costs or other fees, which will affect actual investment performance.

HYPOTHETICAL NOTE RETURNS: Upside Leverage, Expected Returns and Hypothetical Payout at Maturity returns are presented gross of Compass Ion investment management fees. Your returns would be reduced by these management fees. The highest investment management fees Compass Ion Advisors, LLC (Compass Ion) charges are as follows: 1.25% on households with \$500,000 or less in assets, 1.1% on households with between \$500,001 and \$1,000,000 in assets, 1.0% on households with between \$1,000,001 and \$2,500,000 in assets, 0.9% on households with between \$2,500,001 and \$5,000,000 in assets, 0.8% on households with between \$5,000,001 and \$10,000,000 in assets, 0.7% on households with between \$10,000,001 and \$15,000,000 in assets, 0.6% on households with \$15,000,001 and above in assets. The following example illustrates Compass Ion's total investment management fees that a client would incur over various periods for a client with \$1,500,000 million in assets, a 1% fee (charged at year end), and a 5% annual return: Total advisory fees of \$15,750 over one year, \$49,652 over three years and \$87,029 over five years. This example should not be considered to represent actual fees or performance, which may be higher or lower than those shown.

General Disclosures:

Additional information, including advisory fees and expenses, is provided on Compass Ion's Form ADV Part 2. As with any investment strategy, there is potential for profit as well as the possibility of loss. Compass Ion does not guarantee any minimum level of investment performance or the success of any portfolio or investment strategy. All investments involve risk (as described above) and investment recommendations will not always be profitable. The investment return and principal value of an investment will fluctuate so that an investor's portfolio may be worth more or less than its original cost at any given time. Past performance is not a guarantee of future results.

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