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## **FORM ADV PART 2A. BROCHURE**

**This brochure provides information about the qualifications and business practices of Abridge Partners, LLC. If you have any questions about the contents of this brochure, please contact us at 601-718-0000. 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.**

**Additional information about Abridge Partners, LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The searchable IARD/CRD number for Abridge Partners, LLC is 145599.**

**Abridge Partners, LLC is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.**

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## *Advisory Business*

Form ADV Part 2A, Item 4

Abridge Partners, LLC's registration was granted by the U.S. Securities and Exchange Commission on December 5, 2007. Gene Yates & Associates, LLC (EIN 26-1261036) owns fifty (50%) percent of the equity of the firm. Phil A. Younker & Associates, Ltd. (EIN 92-0121555) owns the remaining fifty (50%) percent of the equity of the firm. Gene A. Yates, Jr. (CRD Number 1036736) is an elected member of the firm. Phil A. Younker, Jr. (CRD Number 1435351) is also an elected member of the firm and is also the firm's Chief Compliance Officer. The firm is not publicly owned or traded. There are no indirect owners of the firm or intermediaries who have any ownership interest in the firm other than what has been disclosed above. The firm manages each client's portfolio on an individualized basis. Clients may impose restrictions on their accounts. The firm does not participate in wrap programs. As of December 31, 2018, the firm managed assets on a discretionary basis in the amount of \$161,972,311, representing 376 accounts and on a nondiscretionary basis in the amount of \$15,831,237 representing 53 accounts.

Abridge Partners, LLC ("Advisor") provides the following consulting services to its clients:

### Investment Advisory Services.

- A. **Analysis of Existing Positions:** Clients' current asset class weightings and current management structure is reviewed along with other family assets and tax situation. Advisor helps client define their current and future economic needs.
- B. **Develop structure:** Reviews of the various capital markets are performed both independently and in consideration of other capital markets. Various risk and return profiles are evaluated and the selected portfolio managers are reviewed with the client.
- C. **Implementation:** Custody arrangements are reviewed with the client and assets are transferred to the chosen custodial firm. Portfolio managers are employed.
- D. **Performance Evaluation:** A performance evaluation is prepared and delivered for each client portfolio no less than annually. The evaluation confirms that the asset class weightings are consistent with the client's investment policy. Each portfolio manager's performance is evaluated by the advisor against index and style benchmarks over different time periods.
- E. **Newsletters:** Periodical comments regarding advisors and portfolio manager decisions that impacted portfolio performance. Firm's view and future expectations are provided as well as steps taken as a result of these views.
- F. **Portfolio Adjustments:** Changes in asset class weightings are reviewed and adjusted if necessary. Taken into consideration are client changes relating to current and future economic needs, risk, tax implications and the timing of the adjustments.

Advisor also provides services for high net worth families involving multigenerational wealth. These planning and modeling services are coordinated with legal and accounting advisors employed by the client and often have implications regarding investment advisory services for any given client.

Advisor also offers investment management services by referring clients, where appropriate, to third-party money managers ("Outside Managers") for portfolio management services. We assist clients in selecting an appropriate allocation model and/or Outside Manager, completing the Outside Manager's investor profile questionnaire, interacting with the Outside Manager and reviewing the Outside Manager. Our review process and analysis of outside managers is further discussed in Item 8 of this Form ADV Part 2A. Client may impose reasonable restrictions on their account. Additionally, we will meet with the client on a periodic basis to discuss changes in their personal or financial situation, suitability, and any new or revised restrictions to be applied to the account. Fees pertaining to this service are outlined in Item 5 of this brochure.

## *Fees and Compensation*

Form ADV Part 2A, Item 5

### **Investment Advisory Services Fee**

The Advisor's fees are based on a percentage of assets the client has supervised by Advisor. Accounts which total less than \$500,000 in market value are billed at an annual rate of 1.5%. The annual fee for accounts larger than \$500,000 in market value is set forth below. Such asset management fees are payable quarterly in advance. All unearned or unapplied fees shall be refunded at once by Advisor.

\$500,001 - \$3,000,000	1.00%
\$3,000,001 - \$6,000,000	0.85%
\$6,000,001 - \$10,000,000	0.75%
\$10,000,001 - \$20,000,000	0.65%
\$20,000,001 +	0.55%

Fees are negotiable.

A client may cancel the agreement for services provided by Firm with thirty (30) days written notice. If Firm is in the process of performing planning services for a fixed fee that the client does not wish to have completed, Firm reserves the right to refund the unearned portion of the fixed fee as of the date of cancellation.

### **Multigenerational Wealth Services Fee**

The Advisor offers this service on a fixed fee basis. Fixed fees will be determined on a case by case basis with the fee based on the complexity of the situation and the needs of the client. The fixed fee will be agreed upon before the start of any work. The fee is negotiable. Fees for this service may be waived at the discretion of the Advisor for clients with significant assets managed by the firm.

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

Form ADV Part 2A, Item 6

None.

## *Types of Clients*

Form ADV Part 2A, Item 7

Clients are individuals, pension plans, profit sharing plans, trusts, estates, charitable organizations, corporations and other business entities. Fees are negotiable.

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

Form ADV Part 2A, Item 8

Methods of securities analysis are fundamental analysis and technical analysis.

**Fundamental analysis** involves analyzing individual companies and their industry groups, such as a company's financial statements, details regarding the company's product line, the experience, and expertise of the company's management, and the outlook for the company's industry. The resulting data is used to measure the true value of the company's stock compared to the current market value. The risk of fundamental analysis is that information obtained may be incorrect and the analysis may not provide an accurate estimate of earnings, which may be the basis for a stock's value. If securities prices adjust rapidly to new information, utilizing fundamental analysis may not result in favorable performance.

**Technical analysis** involves using chart patterns, momentum, volume, and relative strength in an effort to pick sectors that may outperform market indices. However, there is no assurance of accurate forecasts or that trends will develop in the markets we follow. In the past, there have been periods without discernible trends and similar periods will presumably occur in the future. Even where major trends develop, outside factors like government intervention could potentially shorten them. Furthermore, one limitation of technical analysis is that it requires price movement data, which can translate into price trends sufficient to dictate a market entry or exit decision. In a trendless or erratic market, a technical method may fail to identify trends requiring action. In addition, technical methods may overreact to minor price movements, establishing positions contrary to overall price trends, which may result in losses. Finally, a technical trading method may under perform other trading methods when fundamental factors dominate price moves within a given market.

Advisor employs the use of Outside Managers. Our analysis of outside managers involve the examination of the experience, expertise, investment philosophies, and past performance of the outside managers in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We monitor the manager's underlying holdings, strategies, concentrations and leverage as part of our overall periodic risk assessment. Additionally, as part of our due-diligence process, we survey the manager's compliance and business enterprise risks. A risk of investing with an outside manager who has been successful in the past is that he/she may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in an outside manager's portfolio. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the portfolio, making it a less suitable investment for our clients. Moreover, as we do not control the manager's daily business and compliance operations, we may be unaware of the lack of internal controls necessary to prevent business, regulatory or reputational deficiencies.

### **Material Risks Involved**

**All investing strategies we offer involve risk and may result in a loss of your original investment which you should be prepared to bear.** Many of these risks apply equally to stocks, bonds, commodities and any other investment or security. Material risks associated with our investment strategies are listed below.

**Market Risk:** Market risk involves the possibility that an investment's current market value will fall because of a general market decline, reducing the value of the investment regardless of the operational success of the issuer's operations or its financial condition.

**Strategy Risk:** The Adviser's investment strategies and/or investment techniques may not work as intended.

**Small and Medium Cap Company Risk:** Securities of companies with small and medium market capitalizations are often more volatile and less liquid than investments in larger companies. Small and medium

cap companies may face a greater risk of business failure, which could increase the volatility of the client's portfolio.

**Turnover Risk:** At times, the strategy may have a portfolio turnover rate that is higher than other strategies. A high portfolio turnover would result in correspondingly greater brokerage commission expenses and may result in the distribution of additional capital gains for tax purposes. These factors may negatively affect the account's performance.

**Limited markets:** Certain securities may be less liquid (harder to sell or buy) and their prices may at times be more volatile than at other times. Under certain market conditions we may be unable to sell or liquidate investments at prices we consider reasonable or favorable, or find buyers at any price.

**Concentration Risk:** Certain investment strategies focus on particular asset-classes, industries, sectors or types of investment. From time to time these strategies may be subject to greater risks of adverse developments in such areas of focus than a strategy that is more broadly diversified across a wider variety of investments.

**Interest Rate Risk:** Bond (fixed income) prices generally fall when interest rates rise, and the value may fall below par value or the principal investment. The opposite is also generally true: bond prices generally rise when interest rates fall. In general, fixed income securities with longer maturities are more sensitive to these price changes. Most other investments are also sensitive to the level and direction of interest rates.

**Legal or Legislative Risk:** Legislative changes or Court rulings may impact the value of investments, or the securities' claim on the issuer's assets and finances.

**Inflation:** Inflation may erode the buying-power of your investment portfolio, even if the dollar value of your investments remains the same.

#### **Risks Associated with Securities**

Apart from the general risks outlined above which apply to all types of investments, specific securities may have other risks.

**Commercial Paper** is, in most cases, an unsecured promissory note that is issued with a maturity of 270 days or less. Being unsecured the risk to the investor is that the issuer may default.

**Common stocks** may go up and down in price quite dramatically, and in the event of an issuer's bankruptcy or restructuring could lose all value. A slower-growth or recessionary economic environment could have an adverse effect on the price of all stocks.

**Corporate Bonds** are debt securities to borrow money. Generally, issuers pay investors periodic interest and repay the amount borrowed either periodically during the life of the security and/or at maturity. Alternatively, investors can purchase other debt securities, such as zero coupon bonds, which do not pay current interest, but rather are priced at a discount from their face values and their values accrete over time to face value at maturity. The market prices of debt securities fluctuate depending on such factors as interest rates, credit quality, and maturity. In general, market prices of debt securities decline when interest rates rise and increase when interest rates fall. The longer the time to a bond's maturity, the greater its interest rate risk.

**Bank Obligations** including bonds and certificates of deposit may be vulnerable to setbacks or panics in the banking industry. Banks and other financial institutions are greatly affected by interest rates and may be adversely affected by downturns in the U.S. and foreign economies or changes in banking regulations.

**Municipal Bonds** are debt obligations generally issued to obtain funds for various public purposes, including the construction of public facilities. Municipal bonds pay a lower rate of return than most other types of bonds.

However, because of a municipal bond's tax-favored status, investors should compare the relative after-tax return to the after-tax return of other bonds, depending on the investor's tax bracket. Investing in municipal bonds carries the same general risks as investing in bonds in general. Those risks include interest rate risk, reinvestment risk, inflation risk, market risk, call or redemption risk, credit risk, and liquidity and valuation risk.

**Options and other derivatives** carry many unique risks, including time-sensitivity, and can result in the complete loss of principal. While covered call writing does provide a partial hedge to the stock against which the call is written, the hedge is limited to the amount of cash flow received when writing the option. When selling covered calls, there is a risk the underlying position may be called away at a price lower than the current market price.

**Exchange Traded Funds** prices may vary significantly from the Net Asset Value due to market conditions. Certain Exchange Traded Funds may not track underlying benchmarks as expected. Short positions may be established through the use of exchange traded funds designed to correlate to specific indices described in your investment policy. Selling short specific exchange traded funds is permitted as well as purchasing exchange traded funds known as inverse funds that are constructed to increase in value when a specific index decreases in value.

**Investment Companies Risk.** When a client invests in open end mutual funds or ETFs, the client indirectly bears its proportionate share of any fees and expenses payable directly by those funds. Therefore, the client will incur higher expenses, many of which may be duplicative. In addition, the client's overall portfolio may be affected by losses of an underlying fund and the level of risk arising from the investment practices of an underlying fund (such as the use of derivatives). ETFs are also subject to the following risks: (i) an ETF's shares may trade at a market price that is above or below their net asset value; (ii) the ETF may employ an investment strategy that utilizes high leverage ratios; or (iii) trading of an ETF's shares may be halted if the listing exchange's officials deem such action appropriate, the shares are de-listed from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally. The Adviser has no control over the risks taken by the underlying funds in which client's invest.

#### *Disciplinary Information*

None.

Form ADV Part 2A, Item 9

#### *Other Financial Industry Activities and Affiliations*

Form ADV Part 2A, Item 10

Advisor utilizes the services of third party portfolio managers for the management of client assets. These advisory firms are independent of Firm and Firm is required to provide clients with each third party portfolio manager's Form ADV, Part 2A. and Part 2B.

#### **Recommendations or Selections of Other Investment Advisers**

Advisor refers clients to Outside Managers to manage their accounts. In such circumstances, The outside manager will bill the client directly. When referring clients to an Outside Manager, the client's best interest and suitability

of the Outside Manager will be the main determining factors of Advisor. This relationship is disclosed to the client at the commencement of the advisory relationship. The Advisor has no financial incentive to recommend the services of the Outside Manager. Clients are not obligated, contractually or otherwise, to use the services of any Outside Manager Advisor recommends. Additionally, Advisor will only recommend an Outside Manager who is properly licensed or registered as an investment adviser.

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

Form ADV Part 2A, Item 11

The firm has adopted a written Code of Ethics in compliance with SEC Rule 204A-1. The code sets forth standards of conduct and requires compliance with federal securities laws. Our code also addresses personal trading and requires our personnel to report their personal securities holdings and transactions to the Chief Compliance Officer of the firm. We will provide a copy of our Code of Ethics to any client or prospective client upon request.

Representatives of advisor may have the majority of their liquid net worth invested with the same portfolio managers, mutual funds and exchange traded funds as client accounts. Exceptions include but are not limited to funds and portfolio managers that are closed to new investors, former employer retirement plans where investment alternatives are limited, and investments unsuitable for client portfolios because they are not consistent with the services provided by Firm.

### ***Brokerage Practices***

Form ADV Part 2A, Item 12

Advisor recommends brokers to clients in circumstances including but not limited to the exercise of options on stock of public traded companies and strategies used to diversify concentrated holdings of publicly traded companies. Broker relationships in these situations are directly with the client and only the client maintains discretion for these transactions. Firm has priced other providers of these services to determine reasonableness of commissions charged for these transactions. No compensation is paid directly or indirectly to Firm in connection with these transactions.

Firm does not receive cash, commissions, or equipment from a non-client in connection with giving advice to clients. From time to time representatives of Firm are indirectly compensated for travel expenses by non-clients for research activities conducted at the offices of portfolio manager firms and custodians utilized by clients of Firm. Owners of Advisor frequently share research findings and share intellectual capital. Any travel and accommodations are generally fully paid for by but not limited to portfolio managers, insurance companies, custodians whose services are utilized by the firm or by clients of the firm. Furthermore, Advisor receives a discount for its performance reporting software. The discount is provided by one of the custodians utilized for client assets. There are additional miscellaneous soft dollar benefits which are received by the firm as well.

Generally, we combine multiple orders for shares of the same securities purchased for advisory accounts we manage (this practice is commonly referred to as "block trading"). We will then distribute a portion of the shares to participating accounts in a fair and equitable manner. The distribution of the shares purchased is typically proportionate to the size of the account, but it is not based on account performance or the amount or structure of management fees. Subject to our discretion, regarding particular circumstances and market conditions, when we combine orders, each participating account pays an average price per share for all transactions and pays a

proportionate share of all transaction costs. Accounts owned by our firm or persons associated with our firm may participate in block trading with your accounts; however, they will not be given preferential treatment.

Outside Managers used by Advisor may block client trades at their discretion. Their specific practices are further discussed in their ADV Part 2A, Item 12.

### *Review of Accounts*

Form ADV Part 2A, Item 13

Messrs. Yates and Younker undertake all reviews. Reviews are encouraged on at least a quarterly basis. There are no independent triggering mechanisms for the undertaking of a client review but sufficient reviews are assured to allow for individualized account management.

Advisor will provide a performance evaluation to clients no less than annually.

### *Client Referrals and Other Compensation*

Form ADV Part 2A, Item 14

We do not receive any economic benefit, directly or indirectly from any third party for advice rendered to our clients. Nor do we directly or indirectly compensate any person who is not advisory personnel for client referrals.

### *Custody*

Form ADV Part 2A, Item 15

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. We urge you to carefully review such statements and compare such official custodial records to the account statements or reports that we may provide to you. Our statements or reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

**Standing Letters of Authorization:** Advisor does maintain a standing letter of authorization (SLOA) where the funds or securities are being sent to a third party, and the following conditions are met:

- a. The client provides an instruction to the qualified custodian, in writing, that includes the client's signature, the third party's name, and either the third party's address or the third party's account number at a custodian to which the transfer should be directed.
- b. The client authorizes Advisor, in writing, either on the qualified custodian's form or separately, to direct transfers to the third party either on a specified schedule or from time to time.

- c. The client's qualified custodian performs appropriate verification of the instruction, such as a signature review or other method to verify the client's authorization and provides a transfer of funds notice to the client promptly after each transfer.
- d. The client has the ability to terminate or change the instruction to the client's qualified custodian.
- e. Advisor has no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party contained in the client's instruction.
- f. The client's qualified custodian sends the client, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.
- g. Advisor maintains records showing that the third party is not a related party of Advisor or located at the same address as Advisor.

### ***Investment Discretion***

Form ADV Part 2A, Item 16

The firm has limited investment discretion which is granted through the signing of a Limited Power of Attorney. The firm may, without first obtaining specific client consent, determine which securities are to be bought or sold and the amount of securities which are to be bought or sold.

### ***Voting Client Securities***

Form ADV Part 2A, Item 17

Advisor does not vote Client proxies. Therefore, Clients maintain exclusive responsibility for: (1) voting proxies, and (2) acting on corporate actions pertaining to the Client's investment assets. The Client shall instruct the Client's qualified custodian to forward to the Client copies of all proxies and shareholder communications relating to the Client's investment assets. If the client would like our opinion on a particular proxy vote, they may contact us at the number listed on the cover of this brochure. In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward you any electronic solicitation to vote proxies.

### ***Financial Information***

Form ADV Part 2A, Item 18

Because the firm does not receive fees more than six months in advance, no financial reporting is required at this time.