December 20, 2023

Form ADV | Part 2A
Supplemental Information

Dinergy

Wealth Management

Dinergy Wealth Management, LLC
d/b/a Dinergy

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This brochure provides information about the qualifications and business practices of Dinergy®. If you have any questions about the content of this brochure, please contact us at 513.878.0200 or info@dinergywealth.com. 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 Dinergy® also is available on the SEC's website at www.adviserinfo.sec.gov

Any references to Dinergy® as a registered investment adviser or its related persons as registered advisory representatives does not imply a certain level of skill or training.

Dinergy® and the Uni-D symbol are registered trademarks of Dinergy Financial, LLC.

As used in this brochure, the words, "Dinergy®", "we", "our", and "us" refer to Dinergy® and the words "you", "your", and "client" refer to you as either a client or prospective client of our firm. In addition, you may see the term "Associated Person" used in this brochure. As used in this brochure, our Associated Persons are our firm's officers, employees, and all individuals providing investment advice on behalf of our firm.

Item 2: Material Changes

This Firm Brochure, dated December 20, 2023, is prepared according to the SEC's requirements and rules, updating our August 1, 2023 disclosures.

This brochure provides notice that Martin Murray has assumed the role of Chief Compliance Officer for the firm.

We will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. Furthermore, we will provide you with other interim disclosures about material changes as necessary.

Item 3: Table of Contents

Item 4: Advisory Business

Dinergy® is a registered investment advisor based in Cincinnati, Ohio. The firm was formed in 2016 as a limited liability company (LLC) under the laws of the State of Ohio. The full legal name of our firm is Dinergy® Wealth Management, LLC, but we operate principally under the name Dinergy®.

Principal Owners

We are wholly owned by Dinergy® Financial, LLC. The principal owners of Dinergy® Financial, LLC are Timothy M Fitzharris, Joseph D. Lind, Jr., Martin J. Murray, and Phyllis A. Jackson.

Primary Advisory Services

Our main focus is to manage investment portfolios for individual clients, high net-worth families, business entities, trusts, estates, and charitable organizations.

Investment Management Services

We provide investment management services with personalized strategy recommendations based on your unique needs and view of financial risk(s). These recommendations may include traded market securities (i.e. stocks, bonds, mutual funds, exchange traded funds, etc.), fixed income investments (i.e. fixed annuities, variable annuities, etc.), or a combination of both as dictated by your unique circumstances.

We sponsor managed asset programs that are offered on a wrap fee basis. A wrap fee program is defined as any advisory program under which a specified fee or fees not based upon transactions in a client's account is charged for investment advisory services (which may include portfolio management or advice concerning the selection of other investment advisers) and the execution of client transactions. All fees associated with the investments, management, and administration of a wrap fee program account are paid by us from the advisory services fee you pay us.

The Dinergy® Tactical Risk & Investment Management Program is a wrap fee asset management program using accounts established with Charles Schwab & Co., Inc. ("Schwab") as the account custodian. Through our managed account programs, we provide investment management services, including providing continuous investment advice to and making investment for you based your individual needs. During your initial meeting with your advisor, you will be asked to complete a Confidential Client Profile to help us understand your relationship with financial risk, risk tolerance, and long-term financial goals. A specific asset allocation strategy and suitability profile is crafted to focus on your specific goals, risk profile and objectives. The Confidential Client Profile defines your relationship with financial risk, your risk tolerance and investment objectives. Your information should be updated regularly, but at a minimum biannually.

Before we assess any fees or provide formal advice, we will provide you with an Investment Management Agreement ("Agreement") for your review, understanding and signature. The Agreement includes the terms and conditions under which your assets will be managed. Your execution of the Agreement authorizes us to exercise discretion to determine the specific securities, and the amount of securities to be purchased or sold for your account without your approval prior to each transaction.

You must appoint us as your investment advisor of record on specified accounts (collectively, the "Account"). The Account consists only of separate account(s) held by Schwab, a qualified custodian, under your name. The qualified custodian maintains physical custody of all funds and securities of the Account, and you retain all rights of ownership (e.g. right to withdraw securities or cash, exercise or delegate proxy voting and receive transaction confirmations) of the Account.

Our asset management services are provided on a discretionary basis. With discretionary authority, we make all decisions to buy, sell or hold securities, cash or other investments in the managed accounts in our sole discretion without consulting with you before implementing any transactions. We currently exercise our discretionary authority to choose among domestic and/or foreign stocks (large-, mid-, & small-cap), domestic bonds (Treasury, Municipal, Corporate), notes, (Treasury, Corporate), options, cash or cash equivalents, ETFs, Mutual Funds, and/or Third Party Money Managers (defined below) of our choosing.

Discretionary authority is limited. We do not have access to your funds and/or securities with the exception of having advisory fees deducted from your account and paid to us by the account custodian. You may also place reasonable limitations on the discretionary power granted to us so long as the limitations are specifically set forth or included as an attachment to the client agreement.

Any fee deduction is done pursuant to your prior written authorization provided to the account custodian. The Agreement will remain in effect between you and us until terminated by either party in writing account to the terms contained in the Agreement.

The Agreement will include schedules of the investment accounts you wish us to manage, the specific fees we charge and how we bill and collect those fees.

Custodians may also be broker/dealers, and they may have different account fees, execution charges and capacities. If you choose a different Custodian other than the one selected by us, you may pay higher account-related fees and execution charges. This may occur because custodial services are based on several factors. Factors may include, but are not limited to: cost, expected level of asset safety, client confidentiality, communication and reporting. We base all decisions on the individual investment circumstances of each client.

In certain circumstances the account Custodian may offer the option of charging execution fees based upon the level of assets maintained in the managed account (asset-based pricing) versus implementing a fee for each transaction executed. If asset-based pricing is provided as an option we will conduct a cost/benefit analysis to determine which pricing method would be in the long-term best interest of our clients. Whether transaction based pricing or asset based pricing is in the best interest of an individual client may vary over the span of a client relationship in response to possible service provider contractual changes and/or overall market condition adjustments to our pricing structure.

Use of Unaffiliated Third Party Money Managers

We may utilize unaffiliated investment advisory firms (Third Party Money Managers) as part of our Tactical Risk & Investment Management Program. If we elect to use Third Party Money Managers, they are chosen based on a variety of factors including, but not limited to, asset management experience, historical performance records (noting that past performance is not a guarantee of future performance), strategic alignment with our investment philosophy, and your unique financial goals/objectives. If we elect to use a Third Party Money Manager for any client, that Third Party Money Manager will be registered to provide advisory services in the state in which that client resides.

Use of Solicitors

We may develop client relationships through unaffiliated individuals or organizations (Solicitors). If we elect use to a Solicitor, they will be compensated by us, their compensation will not affect your fee, they will meet the regulatory obligations of the state in which the solicitation occurs and they will inform you of their role through a separate solicitation agreement.

Financial Planning

Dinergy® provides personal financial planning services consistent with a client's financial status, investment objectives and tax status. When you retain our financial planning services, we meet with you to gather information about your financial background, circumstances to consider, your goals, objectives and your relationship with financial risk. Once we determine your long-term objectives (both financial and non-financial), we develop short-term, targeted objectives. At that point, we review and analyze the financial information you provided to us and deliver to you a written financial plan.

Dinergy® Tactical Financial Planning Program

Tactical Financial Plans are offered to our asset management clients that do not require an extensive analysis of their financial situation. The Dinergy® Tactical Financial Plan process includes an assessment of your relationship toward financial risk, an understanding of your financial goals, an assessment of your cash-flow, and construction of a recommended portfolio designed to help you work towards those goals while limiting risk.

General information related to our Financial Planning Services

You are under no obligation to act on our financial planning recommendations. Financial plans are based on your financial situation at the time we prepare the plan and on the financial information you provide. You must promptly notify us if your financial situation, goals, objectives or needs change.

Our financial planning services do not involve implementing any transaction on your behalf or the active and ongoing monitoring or management of your investments or accounts. You have the sole responsibility for determining whether to implement our financial planning and consulting recommendations. To the extent that you would like to implement any of our investment recommendations through Dinergy®, you must execute a separate written agreement with us for our asset management services.

You may elect to periodically update your financial plan during the term of the financial planning services as identified on the Financial Planning Agreement.

Insurance Product Recommendation

Dinergy® is under common control with Dinergy® Insurance Agency ("DIA"), which is a licensed insurance agency. Certain of our representatives are licensed insurance agents of DIA in their individual capacities, and may recommend the purchase of certain insurance-related products on a commission basis. Clients can therefore engage certain of our representatives to purchase insurance products on a commission basis through DIA.

Disclaimers

We may provide limited tax and legal information as a consequence of providing investment advisory services to our clients. This information is general in nature, is not complete, and may not apply to your specific situations. We make no warranties and are not responsible for your use of this information of for any errors or inaccuracies resulting from your use. Be sure to consult with your tax and legal professionals for specific advice related to your situation.

Client Assets Managed by Us

As of December 20, 2023, we were actively managing $19,140,000 of client assets on a discretionary basis plus $0 of client assets on a non-discretionary basis for a total of $19,140,000 assets under management.

Item 5: Fees and Compensation

This section provides details about the fees and compensation arrangements of each of our services.

Investment Management Services

Our annual advisory fees for Investment Management Services are based upon a percentage of assets under management and are assessed on a quarterly basis. You will be charged in advance at the beginning of each calendar quarter based upon the value (market value or fair market value in the absence of market value, plus any credit balance or minus any debit balance), of your account at the end of the previous quarter.

Our annual advisory fees are inclusive of any management fees charged by Third Party Money Managers we may choose for your assets. As discussed below in further detail, all fees paid to us for investment advisory services are separate and distinct from the fees and expenses charged directly to clients in the form of mutual fund and/or ETF expenses disclosed in the prospectuses of each fund.

Fees are prorated for accounts opened or increased during the quarter.

An additional fee for the current quarter will be assessed if assets in excess of Ten Thousand and no/100 Dollars ($10,000) are deposited after the beginning of the quarter, prorated based on the number of calendar days remaining in the quarter during which the service will be in effect. Fees will be debited from the account in accordance with the client authorization in the Investment Management Agreement.

Prepaid, unearned fees for the current quarter will be refunded if assets in excess of Ten Thousand and no/100 Dollars ($10,000) are withdrawn after the beginning of the quarter, prorated based on the number of calendar days in the quarter during which the service was in effect. Fees will be rebated to the account in accordance with the client authorization in the Investment Management Agreement.

Our annual fee for Investment Management Services generally ranges from 0.5% to 2.15% depending on the size of the assets under management and the services being rendered. A minimum of $100,000 of assets under management is required for this service. This account size may be negotiable under certain circumstances. We may group certain related client accounts (e.g. multiple accounts in a household) for the purposes of achieving minimum account size requirements and determining the annual fee.

Dinergy's asset based fee schedule for accounts is detailed below, although we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs are considered in determining the negotiated fee charged the client. These include the complexity of the client, assets placed under management, anticipated future additional assets; related accounts, portfolio style, account composition, reports, among other factors. The specific annual fee schedule is identified in the Investment Management Services Agreement Schedule of Services & Fees between us and each client.

Assets Under Management	Annual Advisory Fee
Below $250,000	2.15%
$250,001 – 2,000,000	1.85%
$2,000,001 - $3,000,001	1.60%
$3,000,001 - $5,000,001	1.20%
Above $5,000,000	negotiable

In certain limited circumstances, we may reduce fee for clients that are also our employees, their family members or their friends, based on the client's relationship with us and/or certain other criteria (anticipated future earning capability, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations, etc.).

Our fees may be higher or lower than fees charged by other financial professional offering similar services. We reserve the right to modify our fee schedule in the future by providing you with 30 days notice of any modification.

Financial Planning

Fees charged for our financial planning services are negotiable based upon the type of client, the services requested, the complexity of the client's situation, the composition of the client's account and other advisory services provided.

The following are the fee arrangements available for financial planning services we offer:

Newsletters

Newsletters are provided to clients and prospective clients free of charge.

General Information

Termination of Investment Management Services Relationship

An Investment Management Services agreement may be terminated at any time, by either party, for any reason upon receipt of prior written notice. Upon termination of any account, any quarterly prepaid, unearned fees will be promptly refunded pro-rata, and any earned, unpaid fees will be due and payable.

You have the right to terminate an agreement without penalty within five (5) business days after entering into the agreement.

Mutual Fund & Exchange Traded Funds (ETFs) Fees

All fees paid to us for investment advisory services are separate and distinct from the fees and expenses charged directly to clients in the form of fund expenses and disclosed in the prospectuses of each fund.

Each fund describes its fees in details in its prospectus. The fund's expense ratio typically includes the related fees that are paid by the fund's shareholders. Many funds charge a marketing fee (known as a 12b-1 fee) that can be, in part, shared with advisors for the purpose of marketing the fund to clients. We do not receive any compensation (12b-1 or otherwise) from any mutual fund or ETF in return for our investment decisions regarding said funds.

Mutual funds recommended by us may be available directly from the fund company or through another financial service provider. Non-advisory accounts typically have upfront or backend charges. Please refer to each funds' prospectus. We may offer funds or share classes of funds that you may be qualified to purchase outside of our firm.

If you terminate your account with us, we may liquidate or exchange these investments for the share class corresponding to the size of your individual investment in the fund. Dollars received from the redemption of fund shares outside of our management may have tax consequences or additional costs from sales charges and/or redemption fees. Such redemption fees would be in addition to our fee.

Some or all of the services available through us may be available through other companies at a different cost. Please review the factors that determine the charges and how the services are calculated. Some factors to consider include the size of your account, type(s) of your account(s), transaction charges and the range of advisory services and ancillary charges of each.

All clients, whether or not they have funds in their portfolio, will incur brokerage, custodian fees and other transaction costs. Our brokerage practices are discussed in Item 12 below.

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

Neither Dinergy® nor any of our supervised persons accepts performance-based fees (i.e., fees based on a share of capital gains on or capital appreciation of your assets).

Item 7: Types of Clients

Our clients will generally include individuals, business entities, trusts, estates, and charitable organizations. We generally require a $100,000 minimum asset level for investment management services. We, in our sole discretion, may reduce our minimum asset requirement and/or charge a lesser investment management fee based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition negotiations with client, etc.). Please Note: You may make additional contributions to the account or withdrawals from the account, provided the account continues to meet minimum account size requirements.

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

Methods of Analysis

We may use the following methods of analysis in formulating investment advice:

Charting

This is a set of techniques used in technical analysis in which charts are used to plot price movement, volume, settlement prices, open interest, and other indicators in order to anticipate future price movements. Users of these techniques, called chartists, believe that past trends in these indicators can be used to extrapolate future trends.

Charting is likely one of the most subjective of all methods of investment analysis since it relies on proper interpretation of chart patterns. The risk of reliance upon chart patterns is that the next day's data can always negate the conclusions reach from prior days' patterns. Also, reliance upon chart patterns bears the risk of a certain pattern being negated by a larger, more encompassing pattern that has not yet shown itself.

Fundamental

This is a method of evaluating a security by attempting to measure its intrinsic value by examining related economic, financial and other qualitative and quantitative factors. Fundamental analysis attempts to study everything that can affect the security's value, including macroeconomic factors (like the overall economy and industry conditions) and individually specific factors (like the financial condition and management of a company). The end goal of performing fundamental analysis is to produce a value that an investor can compare with the security's current price in hopes of determining what sort of position to take with that security (underpriced = buy, overpriced = sell or short). Fundamental analysis is considered to be the opposite of technical analysis. Fundamental analysis is about using real data to evaluate a security's value. Although most analysts use fundamental analysis to value stocks, this method of valuation can be used for just about any type of security.

The risk associated with fundamental analysis is that it is somewhat subjective. While a quantitative approach is possible, fundamental analysis usually entails a qualitative assessment of how market forces interact with one another in their impact on the investment in question. It is possible for those market forces to point in different directions, thus necessitating an interpretation of which forces will be dominant This interpretation may be wrong and could therefore lead to an unfavorable investment decision.

Technical

This is a method of evaluating securities by analyzing statistics generated by market activity, such as past prices and volume. Technical analysts do not attempt to measure a security's intrinsic value, but instead use charts and other tools to identify patterns that can suggest future activity. Technical analysts believe that the historical performance of stocks and markets are indications of future performance.

Technical analysis is even more subjective than fundamental analysis in that it relies on proper interpretation of a given security's price and trading volume data. A decision might be made based on a historical move in a certain direction that was accompanied by heavy volume; however, that heavy volume may only be heavy relative to past volume for the security in question, but not compared to the future trading volume. Therefore, there is the risk of a trading decision being made incorrectly since future trading volume is an unknown. Technical analysis is also done through observation of various market sentiment readings, many of which are quantitative. Market sentiment gauges the relative degree of bullishness and bearishness in a given security, and a contrarian investor utilizes such sentiment advantageously. When most traders are bullish, then there are very few traders left in a position to buy the security in question, so it becomes advantageous to sell it ahead of the crowd. When most traders are bearish, then there are very few traders left in a position to sell the security in question, so it becomes advantageous to buy it ahead of the crowd. The risk in utilization of such sentiment technical measures is that a very bullish reading can always become more bullish, resulting in lost opportunity if the money manager chooses to act upon the bullish signal by selling out of a position. The reverse is also true in that a bearish reading of sentiment can always become more bearish, which may result in a premature purchase of a security.

There are risks involved in using any analysis method. To conduct analysis, we gather information from financial newspapers and magazines, digital media, inspection of corporate activities, research materials prepared by others, corporate rating services, timing services, annual reports prospectuses and filings with the SEC, and company press releases. Our methods rely on the assumption that these sources of information are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

Investment Management Strategies

Timothy M. Fitzharris is our Chief Investment Officer and leader of our Investment Committee, comprised of our firm Principals augmented by external experienced investment professionals. The Committee makes decisions regarding the choice of and allocation among domestic and/or foreign stocks (large-, mid-, & small-cap), domestic bonds (Treasury, Municipal, Corporate), notes, (Treasury, Corporate), options, cash or cash equivalents, ETFs, Mutual Funds, and/or Third Party Money Managers to deliver a conservative balance between risk and reward for clients with, by their own definition, irreplaceable capital who seek capital preservation over appreciation.

Our objective is to secure appreciation in advancing markets and protect capital in sideways to negative markets. If we choose to engage Third Party Money Managers, we ensure they are aligned with our philosophy of prioritizing risk and volatility management over appreciation. The tactical nature of our portfolio strategy allows us to include a wide variety of Third Party Money Manager styles and strategies with a focus on low volatility and total return over market cycles, both short-term and long-term. Third Party Money Managers may use a variety of asset types to execute their stated investment strategies such as domestic and/or foreign stocks (large-, mid-, & small-cap), domestic bonds (Treasury, Municipal, Corporate), notes, (Treasury, Corporate), options, or cash equivalents.

Due diligence is performed on any Third Party Money Managers prior to entering into a portfolio management agreement with us. The due diligence process involves careful considerations of portfolio manager's qualifications, expertise, financial stability, regulatory history and performance results. Other factors reviewed include, but are not limited to, the transparency in the Third Party Money Manager's investment management process including research, risk tolerance allowed to meet performance expectations, tools employed to manage risk and proper controls to mitigate drift from investment style, objectives and philosophies.

Although the due diligence is ongoing, on an annual basis, key information is requested from the Third Party Money Managers to ensure the most current information is on file and also for the firm review. We retain the discretionary authority to hire and fire its sub-advisors.

Based on the information you provide us, we consider multiple time horizons (long, medium and short-term) when determining investment strategies. Depending on your needs, we may engage in a variety of risk management strategies.

We believe our approach to risk and volatility management distinguishes us from others in the investment advisory marketplace.

Risk of Loss

Past performance is not indicative of future results. Therefore, you should never assume that future performance of any specific investment or investment strategy will be profitable. Investing in securities (such as stocks, mutual funds, and bonds, etc.) involves risk of loss. Further, depending on the different types of investments there may be varying degrees of risk. You should be prepared to bear investment loss including loss of original principal.

Because of the inherent risk of loss associated with investing, our firm is unable to represent, guarantee, or even imply that our services and methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate you from losses due to market corrections or declines. There are certain additional risks associated with investing in securities through our investment management program, as described below:

- **Interest-rate Risk**: Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.

- **Market Risk:** Either the stock market as a whole, or the value of an individual company, goes down resulting in a decrease in the value of client investments. This is also referred to as systemic risk.

- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year because purchasing power is eroding at the rate of inflation.

- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.

- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., interest rate). This primarily relates to fixed income securities.

- **Equity (stock) market risk:** Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. If you held common stock, or common stock equivalents, of any given issuer, you would generally be exposed to greater risk than if you held preferred stocks and debt obligations of the issuer.

- **Company Risk:** When investing in stock positions, there is always a certain level of company or industry specific risk that is inherent in each investment. This is also referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that the company will perform poorly or have its value reduced based on factors specific to the company or its industry. For example, if a company's employees go on strike or the company receives unfavorable media attention for its actions, the value of the company may be reduced.

- **Fixed Income Risk:** When investing in bonds, there is the risk that the issuer will default on the bond and be unable to make payments. Further, individuals who depend on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk.

- **Options Risk:** Options on securities may be subject to greater fluctuations in value than an investment in the underlying securities. Purchasing and writing put and call options are highly specialized activities and entail greater than ordinary investment risks.

- **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 will also incur brokerage costs when purchasing ETFs.

- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if there is a high interest in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.

- **Financial Risk:** The possibility that shareholders will lose money when they invest in a company that has debt if the company's cash flow proves inadequate to meet its financial obligations. When a company uses debt financing, its creditors will be repaid before its shareholders if the company becomes insolvent. Financial risk also refers to the possibility of a corporation or government defaulting on its bonds, which would cause those bondholders to lose money.

- **Management Risk:** Your investment with our firm varies with the success and failure of our investment strategies, research, analysis and determination of portfolio securities. If our investment strategies do not produce the expected returns, the value of the investment will decrease.

Item 9: Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of us or the integrity of our management.

Regarding criminal or civil action in a domestic, foreign or military court of competent jurisdiction: We do not have anything to report for this item.

Regarding administrative proceedings before the SEC, any other federal regulatory agency, any state regulatory agency or any foreign financial regulatory authority: We do not have anything to report for this item.

Regarding self-regulatory organization (SRO) proceedings: We have nothing to report for this item.

Item 10: Other Financial Industry Activities and Affiliations

Neither Dinergy®, nor its representatives, are registered or have an application pending to register as a broker-dealer or a registered representative of a broker-dealer.

Neither Dinergy®, nor its representatives, are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or a representative of the foregoing.

Licensed Insurance Agents. Dinergy® is under common control with Dinergy® Insurance Agency ("DIA"), which is a licensed insurance agency. Certain of our representatives are licensed insurance agents of DIA in their individual capacities, and may recommend the purchase of certain insurance-related products on a commission basis. As referenced in Item 4 above, clients can therefore engage certain of our representatives to purchase insurance products on a commission basis through DIA.

Conflict of Interest: The recommendation by certain of our representatives that a client purchase an insurance commission product through DIA presents a conflict of interest, as the receipt of commissions may provide an incentive to recommend insurance products based on commissions to be received, rather than on a particular client's need. No client is under any obligation to purchase any insurance products from our representatives or through DIA. Clients are reminded that they may purchase insurance products recommended by our representatives or DIA through other non-affiliated insurance agents. Our Chief Compliance Officer, Martin Murray, remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.

We do not receive, directly or indirectly, compensation from Third Party Money Managers that we select for our clients.

Neither Dinergy® nor any member of its management has a material relationship with the issuer of any security.

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

Dinergy® maintains an investment policy relative to personal securities transactions. This investment policy is part of our overall Code of Ethics, which serves to establish a standard of business conduct for all of our employees and representatives regardless of organizational level, role, or office location. Our Code of Ethics is based upon fundamental principles of openness, integrity, honesty and trust, a copy of which is available upon request.

In accordance with the Ohio Securities Act, Dinergy® also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by Dinergy® or any person associated with Dinergy®.

While our firm does not currently engage in trading for its own account, our Associated Persons may buy or sell securities that are also recommended to clients. This practice may create a situation where we and/or our representatives are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. Practices such as "scalping" (i.e. a practice whereby the owner of shares of a security recommends that security for investment then immediately sells it at a profit upon the rise in the market price which follows the recommendation) could take place if we did not have adequate policies in place to detect such activities. In addition, this requirement can help detect insider trading, "front-running" (i.e. personal trades executed prior to those of our clients) and other potentially abusive practices.

Dinergy® has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of our "Access Persons." Our securities transactions policy requires that every Dinergy® Access Person must provide our Chief Compliance Office or his/her designee with a written report of the Access Person's current securities holdings after becoming an Access Person. Additionally, each Access Person must provide the our Chief Compliance Officer or his/her designee with a written report of the Access Person's current securities holdings at least once each twelve (12) month period thereafter on a date we select; provided, however that at any time that Dinergy® has only one Access Person, he or she shall not be required to submit any securities report described above.

Our representatives may buy or sell securities, at or around the same time as those securities are recommended to clients. This practices creates a situation where our representatives are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. As indicated above, we have a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of our Access Persons.

Item 12: Brokerage Practices

Factors Used to Select Brokers

Dinergy® has selected Charles Schwab & Co., Inc. as primary custodian for our clients' accounts. Since 1987, Schwab has provided independent advisors with the platform, products, programs, and resources they need to serve their clients and grow their businesses efficiently and effectively.

By using Schwab as primary custodian, Dinergy® has access to a wide range of products and services that help us serve our clients, including:

- Full range of investment options such as stocks, mutual funds, bonds, exchange traded funds, CDs, and other investments.
- Technology and service support so investors can access all their accounts online and view positions, balances, and account histories in one place.

Research and Other Soft-Dollar Benefits

We have not entered into any commitments or understandings to trade with specific broker/dealers, direct a minimum number of transactions to specific brokers/dealers, or generate a specified level of brokerage commission with any particular broker/dealer, in order to receive brokerage or research services. These commitments or understandings are generally known as soft dollar arrangements. However, certain brokers through which we execute trades may provide unsolicited proprietary research (i.e., research the broker creates) to us. This research is used for all client accounts, even though only certain clients may have paid commissions to the brokers who provided the research. This research could include a wide variety of reports, charts, publications or proprietary data on economic and political strategy, credit analysis, or stock and bond market conditions and projections. In addition to unsolicited research, certain brokers may provide invitations to attend conferences and meetings with management representatives or with other analysts and specialists.

Trade Aggregation and Allocation

To the extent that Dinergy® provides investment management services to its clients, the transactions for each client account generally will be effected independently, unless we decide to purchase or sell the same securities for several clients at approximately the same time. We may (but are not obligated to) combine or "bunch" such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among our clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day.

Occasionally, we may only partially fill an aggregated order. Under those circumstances and to the extent it makes practical sense, we allocate the order on a pro rata basis among the applicable client accounts. Pro rata allocation may be subject to minimum lot sizes, and adjustments to the allocation may be made to accommodate the minimum lot size. The allocation of the shares purchased is not based on account performance or the amount or structure of management fees. There may be instances when partially filled orders may adversely affect the size of the position or the price a client pays or receives, as compared with the size of the position or price that a client have paid or received had no aggregation occurred.

Dinergy® shall not receive any additional compensation or remuneration as a result of such aggregation.

Item 13: Review of Accounts

For those clients to whom Dinergy® provides investment advisory services, our Principals and representatives conduct account reviews on an ongoing basis. All investment advisory clients are advised that it remains your responsibility to advise us of any changes in your investment objectives and/or financial situation. All clients (in person, via telephone or other digital conference mechanism) are encouraged to review financial planning issues (to the extent applicable), investment objectives and account performance with us on an annual basis.

Dinergy® may conduct account reviews on an other than periodic basis upon the occurrence of a triggering event, such as a change in your investment objectives and/or financial situation, market corrections. Further, you may request an account review with us at any time.

Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the custodian and/or program sponsor for the client accounts. We may also provide a written periodic report summarizing account activity and performance. We urge clients to carefully review these reports and compare the statements received from any custodian or sponsor with the reports that we provide. The information in our reports may vary from the custodian's statements based on accounting procedures, reporting dates or the valuation methodologies of certain securities.

Item 14: Client Referrals and Other Compensation

As referenced in Item 12 above, Dinergy® receives economic benefits from Schwab. We may also receive other support services and/or products from SCHWAB without cost (and/or at a discount). The ways in which we address the potential conflict of interest that results is addressed in Item 12 above. Our clients do not pay more for investment transactions effected and/or assets maintained at Schwab as a result of this arrangement.

We may also receive certain additional economic benefits ("Additional Services") from Schwab that may or may not be offered to other independent investment advisors.

Schwab provides the Additional Services to Dinergy® in its sole discretion and at its own expense, and we do not pay any fees to Schwab for the Additional Services. Dinergy® and Schwab have entered into a separate agreement ("Additional Services Addendum") to govern the terms of the provision of the Additional Services. Our receipt of Additional Services raises potential conflicts of interest. In providing us Additional Services, Schwab most likely considers the amount and profitability to Schwab of the assets in, and trades placed for our client accounts maintained with Schwab. Schwab has the right to terminate the Additional Services Addendum with Dinergy®, in its sole discretion, provided certain conditions are met. Consequently, in order to continue to obtain the Additional Services from Schwab, we may have an incentive to recommend to you that the assets under management by Dinergy® be held in custody with Schwab and to place transactions for client accounts with Schwab. Our receipt of Additional Services does not diminish our duty to act in your best interests, including to seek best execution of trades for your accounts.

Our Chief Compliance Officer, Martin Murray, remains available to address any questions that a client or prospective client may have regarding the above arrangement and the corresponding conflict of interest such arrangement may create.

In some circumstances, we may compensate, directly or indirectly, persons other than our representatives for client referrals. In such cases where a person other than our representative is making your initial introduction to our firm, you will receive a statement in writing to that effect during the initial introduction. This compensation will be paid as a fixed percentage of the account value. In those circumstances where we pay this compensation, it will not affect your fee for our services.

Item 15: Custody

Dinergy® does not have actual or constructive custody of clients' accounts, and we do not provide custodial services to our clients. Client assets must be held by a bank, registered broker-dealer or other "qualified custodian."

Dinergy® shall have the ability to have our advisory fee for each client debited by the custodian on a quarterly basis. You are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the custodian and/or program sponsor for the client accounts. We may also provide a written periodic report summarizing account activity and performance.

Please Note: To the extent that we provide you with periodic account statements or reports, you are urged to compare any statement or report provided by us with the account statements you receive from the account custodian or sponsor. Please Also Note: The account custodian does not verify the accuracy of our advisory fee calculation.

Item 16: Investment Discretion

You can elect to engage Dinergy® to provide investment advisory services on a discretionary basis. Before we assume discretionary authority over your account(s), you shall be required to execute an Investment Advisory Agreement, naming us as your attorney and agent in fact, granting Dinergy® full authority to buy, sell, or otherwise effect investment transactions involving the assets in the specified discretionary account(s).

Our discretionary authority includes the ability to do the following without contacting you:

- determine the allocation of funds among domestic and/or foreign stocks (large-, mid-, & small-cap), domestic bonds (Treasury, Municipal, Corporate), notes, (Treasury, Corporate), options, cash or cash equivalents, ETFs, Mutual Funds, and/or Third-Party Money Managers; and/or
- determine which Third-Party Money Manager(s) to hire or fire.

Please note: Discretionary authority is limited. We do not have access to your funds and/or securities with the exception of having advisory fees deducted from your account and paid to us by the account custodian.

Clients who engage us on a discretionary basis may, at any time, impose restrictions, in writing, on our discretionary authority (i.e. limit the types/amounts of particular securities purchased for their account exclude the ability to purchase securities with an inverse relationship to the market, limit or proscribe our use of margin). We will make every effort to incorporate these restrictions however, to the degree that these restrictions significantly conflict with our investment strategies; we may choose to terminate the advisory relationship upon receipt of said restrictions.

Item 17: Voting Client Securities

We do not vote client proxies. You maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by you shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers bankruptcy proceedings or other type events pertaining to your investment assets.

You will receive their proxies or other solicitations directly from your custodian. You may contact us to discuss any questions you may have with a particular solicitation.

Should we receive a duplicate copy of proxies and/or similar solicitations, note that we do not forward these or any correspondence relating to the voting of your securities, class action litigation, or other corporate actions.

Item 18: Financial Information

Dinergy® does not require or solicit prepayment of more than $500 in fees per client six months or more in advance.

We are unaware of any financial condition that is reasonably likely to impair our ability to meet our contractual commitments relating to our discretionary authority over certain client accounts.

Dinergy® has not been the subject of a bankruptcy petition.

Item 19: Requirements for State Registered Advisors

Our principal executive officers include Joseph D. Lind, Jr., our Chief Executive Officer, and Martin Murray, our Chief Compliance Officer. More information about Mr. Murray can be found in Form ADV Part 2B, our brochure supplement.

Mr. Lind, Jr. has a B.A. from the College of Mount Joseph and an Associate's Degree in Accounting and Business/Management from Cincinnati State Community College. He has held the following positions:

- Dinergy® Financial, LLC, Partner/Owner, 10/2016 to Present
- Dinergy® Wealth Management, LLC, Chief Executive Officer, 10/2016 to Present
- Dinergy® Insurance Agency, LLC, Partner/Owner, 10/2016 to Present
- Dinergy® Mortgage Associates, LLC, Partner/Owner, 10/2016 to Present
- Horter Investment Management, LLC, Director, 11/2014 to 10/2016
- Simply Money Advisors, Senior Vice President, 3/2014 to 7/2014
- Tri-State Credit Union Services Organization – President, 1/2008 to 1/2014
- Emery Financial Services, Chairman, 1/2007 to 1/2014
- Emery Federal Credit Union, CEO/Treasurer, 6/2005 to 1/2014
- Emery Federal Credit Union, President/General Manager, 1/2003 to 5/2005
- Emery Federal Credit Union, EVP, 11/1995 to 12/2002
- CU Processing, Regional Manager, 11/1985 to 11/1995

For further information involving firm principal executive and management personnel, their business activities as well as material conflicts of interest, please refer to areas previously disclosed above in Items 6 and 9 through 11.

We are required to disclose that neither the firm nor any management member has been involved in an award or found liable in an arbitration alleging damages in excess of $2,500, a civil proceeding, self-regulatory organization proceeding, or administrative proceeding involving any of the following: a) an investment or an investment related business or activity; b) fraud, false statement(s) or omissions; c) theft, embezzlement, other wrongful taking of property; d) bribery, forgery, counterfeiting or extortion; or e) dishonest, unfair, or unethical practices.

As stated above in Item 10 of this brochure, neither the firm nor any member of its management has a material relationship with the issuer of any security.