

# EarlyBird Central Inc. Wrap Fee Program Brochure

*This wrap fee program brochure provides information about the qualifications and business practices of EarlyBird Central Inc. If you have any questions about the contents of this brochure, please contact us at (347) 469-8150 or by email at: [jordan@getearlybird.io](mailto:jordan@getearlybird.io). 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 EarlyBird Central Inc. is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). EarlyBird Central Inc.'s CRD number is: 307201.*

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*Registration as an investment adviser does not imply a certain level of skill or training.*

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## General

### Item 2: Material Changes

EarlyBird Central Inc. has not yet filed an annual updating amendment to this Wrap Fee Program Brochure. Therefore there are no material changes to this brochure to report.

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### Item 4: Services, Fees and Compensation

#### A. Description of the Services

EarlyBird Central Inc. (hereinafter “ECI”) provides Robo-advisory portfolio management services to clients under this wrap fee program as sponsor. Clients will not receive investment advice in person, over the phone, in live chat, or in any other manner other than through the mobile application and via e-mail. This entails the use of algorithm-based portfolio management advice, rather than in-person investment advice. These automated investment solutions are customized to each client and based on individual characteristics, such as the client’s age, risk tolerance, income, and current assets, among others.

ECI offers various investment portfolios ranging from “aggressive” to “conservative.” The investment portfolios may include exchange-traded funds (“ETFs”), 529 college savings plans, stocks of publicly traded companies, or other investment vehicles ECI deems appropriate. The investment portfolios may be selected by ECI, third parties or affiliates.

## **B. Description of the Fees**

### **Wrap Fee**

ECI charges a wrap fee to each custodial account for the investment advisory services provided by ECI, and for the custodial and brokerage services provided by Apex Clearing Corporation (“Apex”) as the custodian and the broker. Accounts participating in the wrap fee program are not charged higher advisory fees based on trading activity, but clients should be aware that ECI has an incentive to limit trading activities for those accounts since the firm absorbs those transaction costs.

Custodial Accounts that have a total Assets Under Management (“AUM”) of less than \$200 will not be charged any wrap fee. AUM is calculated across one or multiple Custodial Accounts owned by the same account owner. If the total AUM equals or exceeds \$200, a Custodial Account owner will pay a \$3/month for the first Custodial Account, and \$1/month for each additional Custodial Account. If the total AUM equals or exceeds \$15,000, a Custodial Account owner will no longer pay a monthly fee, and instead he or she will pay an annual fee in an amount of 0.25% of the average AUM over the course of the year and such fee is charged monthly.

A giver account will not be charged monthly or annual fee without active Custodial Accounts. A giver account will pay a \$2 gift transaction processing fee per transaction.

### **Other Fees**

Certain other fees are not included in the wrap fee and are paid for separately by the client. These include, but are not limited to, margin costs, charges imposed directly by a mutual fund or ETF, fees associated with “step out” transactions if the account uses custodians or broker-dealers other than Apex, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. From time to time, in their sole discretion, ECI, the broker, and/or the custodian may adjust the amounts or types of fees they charge for ancillary services.

The wrap fees are payable monthly in advance and will be billed during the monthly period for which the services are performed. The monthly billing period is each calendar month.

The wrap fees are not withdrawn directly from client's ECI accounts. Instead, the wrap fees are withdrawn from the funding account connecting to client's ECI accounts.

Client may terminate the Investment Advisory Agreement, one or more of ECI accounts, at any time for any reason by contacting ECI. ECI may terminate the Investment Advisory Agreement, one or more of client's ECI account(s), at any time for any reason by sending client a notice of termination by e-mail, by mail or other means of notification via the mobile application. Specifically, and not limiting the foregoing sentence, ECI may terminate client's ECI account following a period of 30 consecutive calendar days of an unfunded or underfunded balance.

### **C. Contribution Cost Factors**

The program may cost the client more or less than purchasing such services separately. There are several factors that bear upon the relative cost of the program, including the trading activity in the client's account, the adviser's ability to aggregate trades, and the cost of the services if provided separately (which in turn depends on the prices and specific services offered by different providers).

### **D. Compensation of Client Participation**

Our investment advisory representatives receive a portion of the wrap fee that you pay us, either directly as a percentage of your overall fee or as their salary from our firm. In cases where our investment advisory representatives are paid a percentage of your overall wrap fee, this may create an incentive to recommend that you participate in a wrap fee program rather than a non-wrap fee program.

## **Item 5: Account Requirements and Types of Clients**

ECI generally offers advisory services to the following types of clients:

- Individuals
- High-Net-Worth Individuals

There is no minimum account balance requirement.

## **Item 6: Portfolio Manager Selection and Evaluation**

### **A. Selecting / Reviewing Portfolio Managers**

ECI manages all client portfolios directly using its interactive software application and algorithm and does not use external or individual portfolio managers. ECI will be the sole portfolio manager for this wrap fee program.

ECI will use industry standards to calculate portfolio manager performance.

ECI reviews the performance information to determine and verify its accuracy and compliance with presentation standards. The performance information is quarterly and is reviewed by ECI.

## **B. Related Persons**

ECI manages all client portfolios directly using its interactive software application and algorithm and does not use external or individual portfolio managers. This is a conflict of interest in that no outside adviser assesses ECI's management of the wrap fee program. However, ECI addresses this conflict by acting in its clients' best interest consistent with its fiduciary duty as sponsor of the wrap fee program.

## **C. Advisory Business**

ECI provides "robo-advisory" portfolio management services through mobile application and via e-mail. This entails the use of algorithm-based portfolio management advice, rather than in-person investment advice. These automated investment solutions are customized to each client and based on individual characteristics, such as the client's age, risk tolerance, income, and current assets, among others.

ECI will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction.

Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

Portfolio management accounts participating in the wrap fee program will not have to pay for transaction or trading fees. ECI will charge clients wrap fee as described in Item 4 herein. Certain other fees are not included in the wrap fee and are paid for separately by the client. These include, but are not limited to, margin costs, charges imposed directly by a mutual fund or ETF, fees associated with "step out" transactions if the account uses custodians or broker-dealers other than Apex, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

Accounts participating in the wrap fee program are not charged higher advisory fees based on trading activity, but clients should be aware that ECI has an incentive to limit trading activities for those accounts since the firm absorbs those transaction costs. To address this conflict, ECI will always act in the best interest of its clients consistent with its fiduciary duty as an investment adviser.

### ***Services Limited to Specific Types of Investments***

ECI generally limits its investment advice to ETFs and 529 college saving plans, although ECI primarily recommends ETFs. ECI may use other securities as well to help diversify a portfolio when applicable.

### ***Client Tailored Services and Client Imposed Restrictions***

ECI will tailor a program for each individual client. This will include an interview session to get to know the client's specific needs and requirements as well as a plan that will be executed by ECI on behalf of the client. ECI may use model allocations together with a specific set of recommendations for each client based on their personal restrictions, needs, and targets. Clients are not permitted to impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs.

ECI provides a 5 question questionnaire that monitors our clients risk tolerance, time of activation of their account, and interests.

### ***Wrap Fee Programs***

As discussed herein, ECI sponsors and acts as portfolio manager for this wrap fee program. ECI manages the investments in the wrap fee program, but does not manage those wrap fee accounts any differently than it would manage non-wrap fee accounts. The fees paid to the wrap account program will be given to ECI as a management fee.

### ***Amounts Under Management***

ECI has the following assets under management:

<b>Discretionary Amounts:</b>	<b>Non-Discretionary Amounts:</b>	<b>Date Calculated:</b>
\$0	\$0	January 2020

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

ECI does not accept performance-based fees or other fees based on a share of capital gains or on capital appreciation of the assets of a client.

Clients paying a performance-based fee should be aware that investment advisers have an incentive to invest in riskier investments when paid a performance-based fee due to the higher risk/higher reward attributes.

## ***Methods of Analysis and Investment Strategies***

### **Methods of Analysis**

ECI's methods of analysis include fundamental analysis, fundamental analysis and fundamental analysis.

**Fundamental analysis** involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

**Quantitative analysis** deals with measurable factors as distinguished from qualitative considerations such as the character of management or the state of employee morale, such as the value of assets, the cost of capital, historical projections of sales, and so on.

**Modern portfolio theory** is a theory of investment that attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, each by carefully choosing the proportions of various assets.

### **Investment Strategies**

ECI uses/recommends long-term investing.

### ***Material Risks Involved***

*Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.*

### **Risks Related to Methods of Analysis**

**Fundamental analysis** concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

**Quantitative Model Risk:** Investment strategies using quantitative models may perform differently than expected as a result of, among other things, the factors used in the models, the weight placed on each factor, changes from the factors' historical trends, and technical issues in the construction and implementation of the models.

**Modern portfolio theory** assumes that investors are risk averse, meaning that given two portfolios that offer the same expected return, investors will prefer the less risky one. Thus, an investor will take on increased risk only if compensated by higher expected returns. Conversely, an investor who wants higher expected returns must accept more risk. The exact trade-off will be the same for all investors, but different investors will evaluate the trade-off differently based on individual risk aversion characteristics. The implication is that a rational investor will not invest in a portfolio if a second portfolio exists with a more favorable risk-expected return profile – i.e., if for that level of risk an alternative portfolio exists which has better expected returns.

### **Risks Related to Investment Strategies**

**Long term investing** is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

### **Risks of Specific Securities Utilized**

**Exchange Traded Funds (ETFs):** An ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance. Because ETFs use "authorized participants" (APs) as agents to facilitate creations or redemptions (primary market), there is a risk that an AP decides to no longer participate for a particular ETF; however, that risk is mitigated by the fact that other APs can step in to fill the vacancy of the withdrawing AP [an ETF typically has multiple APs] and ETF transactions predominantly take place in the secondary market without need for an AP. Like other liquid securities, ETF pricing changes throughout the trading day and there can be no guarantee that an ETF is purchased at the optimal time in terms of market movements. Moreover, due to market fluctuations, ETF brokerage costs, differing demand and characteristics of underlying securities, and other factors, the price of an ETF can be lower than the aggregate market price of its cash and component individual securities (net asset value – NAV). An ETF is subject to the same market risks as those of its underlying individual securities, and also has internal expenses that can lower investment returns.



*Past performance is not indicative of future results. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.*

### ***Voting Client Securities (Proxy Voting)***

ECI will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

## **Item 7: Client Information Provided to Portfolio Managers**

ECI manages all client portfolios directly using its interactive software application and algorithm and does not use external or individual portfolio managers. At account opening, clients provide age, financial condition, employment status, investment objectives, time horizon, and risk tolerance which the algorithm considers for selecting target asset allocations. ECI may require clients who accumulate investments exceeding specified amounts to provide additional information regarding their financial circumstances.

## **Item 8: Client Contact with Portfolio Managers**

ECI manages all client portfolios directly using its interactive software application and algorithm and does not use external or individual portfolio managers. ECI does not restrict clients from contacting ECI representatives, whom can be contacted during regular business hours using the information on the Form ADV Part 2B cover page.

## **Item 9: Additional Information**

### **A. Disciplinary Action and Other Financial Industry Activities**

#### ***Criminal or Civil Actions***

There are no criminal or civil actions to report.

#### ***Administrative Proceedings***

There are no administrative proceedings to report.

#### ***Self-Regulatory Organization (SRO) Proceedings***

There are no self-regulatory organization proceedings to report.

***Registration as a Broker/Dealer or Broker/Dealer Representative***

Neither ECI nor its representatives are registered as, or have pending applications to become, a broker/dealer or a representative of a broker/dealer.

***Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor***

Neither ECI nor its representatives are registered as or have pending applications to become either a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor or an associated person of the foregoing entities.

***Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests***

Neither ECI nor its representatives have any material relationships to this advisory business that would present a possible conflict of interest.

***Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections***

ECI does not select third-party investment advisers.

**B. Code of Ethics, REview of Accounts, Client Referrals, and Financial Information**

***Code of Ethics***

ECI has a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. ECI's Code of Ethics is available free upon request to any client or prospective client.

***Recommendations Involving Material Financial Interests***

ECI does not recommend that clients buy or sell any security in which ECI or a related person has a material financial interest.

### ***Investing Personal Money in the Same Securities as Clients***

From time to time, representatives of ECI may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of ECI to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. ECI will always document any transactions that could be construed as conflicts of interest and will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.

### ***Trading Securities At/Around the Same Time as Clients' Securities***

From time to time, representatives of ECI may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of ECI to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest; however, ECI will never engage in trading that operates to the client's disadvantage if representatives of ECI buy or sell securities at or around the same time as clients.

### ***Frequency and Nature of Periodic Reviews***

Robo-advisory portfolio management accounts are not reviewed by ECI, save for automated allocation revisions. Clients are encouraged to update ECI of any change in their objectives, risk tolerance, or other pertinent information.

### ***Factors That Will Trigger a Non-Periodic Review of Client Accounts***

Robo-advisory portfolio management accounts do not undergo non-periodic review by ECI, allocations will change in accordance with the portfolio management software utilized by ECI and changes to the client's profile.

### ***Content and Frequency of Regular Reports Provided to Clients***

Robo-advisory portfolio management clients will receive at least monthly a written report that details the client's account including assets held and asset value, which report will come from the custodian monthly.

***Economic Benefits Provided by Third Parties for Advice Rendered to Clients***

ECI does not receive any economic benefit, directly or indirectly from any third party for advice rendered to ECI clients.

***Compensation to Non – Advisory Personnel for Client Referrals***

ECI does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

***Balance Sheet***

ECI neither requires nor solicits prepayment of more than \$1,200.

***Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients***

ECI does not have any financial condition that would impair its ability to meet contractual commitments to clients.

***Bankruptcy Petitions in Previous Ten Years***

ECI has not been the subject of a bankruptcy petition.

**Item 10: Requirements For State Registered Advisers**

Please see the “*Recommendations Involving Material Financial Interests*” and “*Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests*” sections above.