

Form ADV Part 2A: Firm Brochure

Item 1 – Cover Page

Reign Wealth Logic, LLC

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Date of Disclosure Brochure: August 2024

This disclosure brochure provides information about the qualifications and business practices of Reign Wealth Logic, LLC (also referred to as I, me and RWL throughout this disclosure brochure). If you have any questions about the contents of this disclosure brochure, please contact Joshua E. Stroud at 888-448-0006 or csr@reignwealth.com. The information in this disclosure brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Reign Wealth Logic, LLC is also available on the Internet at www.adviserinfo.sec.gov. You can view my firm's information on this website by searching for Reign Wealth Logic, LLC or my firm's CRD number 308301.

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

**Although RWL is referred to as I or me throughout this brochure for your convenience, please understand that any engagement described under this brochure will be made with the legal entity of Reign Wealth Logic, LLC.

Item 2 – Material Changes

Since our last annual amendment to this disclosure brochure was filed in February 2024, the following material changes made to this disclosure brochure:

- In July 2024, the firm and the company's principal Joshua Stroud were the subjects of a regulatory action taken by the state of Oregon Department of Consumer and Business Services Division of Financial Regulation. Please refer to **Item 9 – Disciplinary Activity**, **Item 19 – Requirements for State-Registered Advisers** and Mr. Stroud's **Item 2B Disclosure Brochure** for more specific information.
- In July 2024, the firm moved its office location to the address listed on the cover page of this disclosure brochure.
- The firm has adjusted the firm's fee schedule. Please refer to **Item 5 – Fees and Compensation** for more specific information.
- The firm has added additional information concerning the other business activities of the company principal. Please refer to **Item 10 – Other Financial Industry Activities and Affiliations** for more specific information.

I will ensure that you receive a summary of any material changes to this and subsequent disclosure brochures within 120 days after my firm's fiscal year ends. My firm's fiscal year ends on December 31, so you will receive the summary of material changes no later than April 30 each year. At that time, I will also offer or provide a copy of the most current disclosure brochure. I may also provide other ongoing disclosure information about material changes, as necessary.

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Item 4 – Advisory Business

Reign Wealth Logic, LLC is an investment adviser registered with the State of Oregon and is a limited liability company (LLC) formed under the laws of the State of Oregon.

- Joshua E. Stroud is the Managing Member and 100% owner of Reign Wealth Logic, LLC. Full details of my education and business background are provided at *Item 19* of this Disclosure Brochure.
- Reign Wealth Logic, LLC was approved as a registered investment adviser in June 2020.

Introduction

The investment advisory services of RWL are provided to you through an appropriately licensed individual who is an investment adviser representative of RWL (referred to as your investment adviser representative throughout this brochure).

Description of Advisory Services

The following are descriptions of the primary advisory services of RWL. Please understand that a written agreement, which details the exact terms of the service, must be signed by you and RWL before I can provide you the services described below.

Financial Planning - RWL offers financial planning services, which involve preparing a written financial plan covering specific or multiple topics. I provide full written financial plans, which typically address the following topics: Investment Planning, Retirement Planning, Insurance Planning, Tax Planning, Education Planning, Portfolios Review, and Asset Allocation. When providing financial planning and consulting services, my role is to find ways to help you understand your overall financial situation and help you set financial objectives. Written financial plans prepared by me do not include specific recommendations of individual securities.

My 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 my financial planning and consulting recommendations. To the extent that you would like to implement any of my investment recommendations through RWL or retain RWL to actively monitor and manage your investments, you must execute a separate written agreement with RWL for our asset management services.

Referral of Third-Party Money Manager – RWL offers advisory services by referring clients to a third-party money manager offering asset management and other investment advisory services. The third-party managers are responsible for continuously monitoring client accounts and making trades in client accounts when necessary. As a result of the referral, I am paid a portion of the fee charged and collected by the third-party money managers in the form of solicitor fees. Each solicitation arrangement is performed pursuant to a written solicitation agreement and is in compliance with SEC Rule 206(4)-3 and applicable state securities rules and regulations.

Primarily RWL refers clients Orion Portfolio Solutions, LLC (referred to as OPS or third-party manager through this brochure) an unaffiliated third-party money manager offering asset management and other investment advisory services. However, RWL has the ability to utilize any other registered investment advisory firms that meet the suitability requirements of our clients.

The third party managers will be responsible for continuously monitoring client accounts and making trades in client accounts when necessary. As a result of the referral, we are paid a portion of the fee charged and collected by the third-party money managers in the form of solicitor fees. Each solicitation arrangement is performed pursuant to a written solicitation agreement and is in compliance with SEC Rule 206(4)-3 and applicable state securities rules and regulations.

Under this program, we assist you with identifying your risk tolerance and investment objectives. You must enter into an agreement directly with the third-party money manager who provides your designated account with asset management services.

We are available to answer questions that you may have regarding your account and act as the communication conduit between you and the third-party money manager. The third-party money manager will take discretionary authority to determine the securities to be purchased and sold for your account. We do not have any trading authority with respect to your designated account managed by a third party investment advisor.

RWL will only enter into relationships with third-party investment adviser firms that have agreed to pay us a portion of the overall fee charged to our clients. Therefore, RWL has a conflict of interest in that it will only recommend third-party investment advisors that will agree to compensate us for referrals of our clients.

Clients are advised that there may be other third-party managed programs not recommended by our firm, that are suitable for the client and that may be more or less costly than arrangements recommended by our firm. No guarantees can be made that a client's financial goals or objectives will be achieved by a third-party investment adviser recommended by our firm. Further, no guarantees of performance can ever be offered by our firm (*Please refer to Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss for more details.*)

Retirement Plan Rollover Recommendations - To the extent I recommend you roll over your account from a current retirement plan to an individual retirement account ("Rollover IRA"), please know that RWL and our investment adviser representatives have a conflict of interest.

I can earn increased investment advisory fees by recommending that you roll over your account at the retirement plan to a Rollover IRA. We will earn fewer investment advisory fees if you do not roll over the funds in the retirement plan to a Rollover IRA.

Thus, our investment adviser representatives have an economic incentive to recommend a rollover of funds from a retirement plan to a Rollover IRA which is a conflict of interest because our recommendation that you open an IRA account to be managed by OPS on behalf of our firm can be based on our economic incentive and not based exclusively on whether or not moving the IRA to OPS' management program is in your overall best interest.

I have taken steps to manage this conflict of interest. I have adopted an impartial conduct standard whereby our investment adviser representatives will (i) provide investment advice to a retirement plan participant regarding a rollover of funds from the retirement plan in accordance with the fiduciary status described below, (ii) not recommend investments which result in RWL receiving unreasonable compensation related to the rollover of funds from the retirement plan to a Rollover IRA, and (iii) fully disclose compensation received by RWL and our supervised persons and any material conflicts of interest related to recommending the rollover of funds from the retirement plan to a Rollover IRA and refrain from making any materially misleading statements regarding such rollover.

Our investment advisor representatives shall act with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims, based on the investment objectives, risk, tolerance, financial circumstances, and a client's needs, without regard to the financial or other interests of RWL or our affiliated personnel.

Limits Advice to Certain Types of Investments

RWL provides investment advice on the following types of investments:

- Mutual Funds
- Exchange Traded Funds (ETFs)
- Exchange-listed Securities
- Securities Traded Over-the-Counter
- Corporate Debt Securities
- Variable Annuities
- US Government Securities
- Options Contracts on Securities
- Interests in Partnerships Investing in Real Estate
- Interests in Partnerships Investing in Oil and Gas Interests

Although I generally provide advice only on the products previously listed, I reserve the right to offer advice on any investment product that may be suitable for each client's specific circumstances, needs, goals and objectives.

It is not my typical investment strategy to attempt to time the market, but I may increase cash holdings modestly as deemed appropriate based on your risk tolerance and our expectations of market behavior. I may modify my investment strategy to accommodate special situations such as low basis stock, stock options, legacy holdings, inheritances, closely held businesses, collectibles, or special tax situations.

(Please refer to Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss for more information.)

Tailor Advisory Services to Individual Needs of Clients

RWL's advisory services are always provided based on your individual needs. My financial planning and consulting services are always provided based on your individual needs. When providing financial

planning and consulting services, I work with you on a one-on-one basis through interviews and questionnaires to determine your investment objectives and suitability information.

I will not enter into an investment adviser relationship with a prospective client whose investment objectives may be considered incompatible with my investment philosophy or strategies or where the prospective client seeks to impose unduly restrictive investment guidelines.

Client Assets Managed by RWL

RWL specializes in providing Financial Planning Services and referring clients to other registered investment advisory firms to manage client assets therefore RWL has no asset under management to report.

Item 5 – Fees and Compensation

In addition to the information provided in *Item 4 – Advisory Business*, this section provides additional details regarding my firm's services along with descriptions of each service's fees and compensation arrangements. It should be noted that lower fees for comparable service may be available from other sources. The exact fees and other terms will be outlined in the agreement between you and RWL.

Financial Planning Services

Fees charged for my 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 offered by RWL.

Fees for Financial Planning Services

RWL provides financial planning services under a fixed fee arrangement. A mutually agreed upon fixed fee is charged for financial planning services under this arrangement. There is a range in the amount of the fixed fee charged by RWL for financial planning services. The minimum fixed fee is generally \$500, and the maximum fixed fee is generally no more than \$5,000. The amount of the fixed fee for your engagement is specified in your financial planning agreement with RWL. At my sole discretion, you may be required to pay in advance of the fixed fee at the time you execute an agreement with RWL; however, at no time will RWL require payment of more than \$500 in fees more than six months in advance. Upon completion and delivery of the financial plan, the fixed fee is considered earned by RWL and any unpaid amount is immediately due.

The financial planning services terminate upon either party providing written notice of termination to the other party.

You may terminate the financial planning services within five (5) business days of entering into an agreement with RWL without penalty or fees due. If you terminate the financial planning services after five (5) business days of entering into an agreement, you will be responsible for immediate payment of any financial planning services performed by RWL prior to the receipt by RWL of your notice. For financial planning services performed by RWL under a fixed fee arrangement, you will pay RWL a pro-rated fixed

fee equivalent to the percentage of work completed by RWL as determined by RWL. In the event that there is a remaining balance of any fees paid in advance after the deduction of fees from the from the final invoice, those remaining proceeds will be refunded by RWL to you.

Other Fee Terms for Financial Planning Services

You may pay the investment advisory fees owed for the financial planning services by submitting payment directly (for example, by check) or having the fee deducted from an existing investment account.

If you elect to pay by automatic deduction from an existing investment account, you will provide written authorization to RWL for such charge.

You should notify RWL within ten (10) days of receipt of an invoice if you have questions about or dispute any billing entry.

To the extent RWL engages an outside professional (i.e., attorney, independent investment adviser or accountant) while providing financial planning and consulting services to you, RWL will be responsible for the payment of the fees for the services of such an outside professional, and you will not be required to reimburse RWL for such payments. To the extent that you personally engage such an outside professional, you will be responsible for the payment of the fees for the services of such an outside professional, and RWL will not be required to reimburse Client for such payments. Fees for the services of an outside professional (i.e., attorney, independent investment adviser or accountant) will be in addition to and separate from the fees charged by RWL, and you will be responsible for the payment of the fees for the services of such an outside professional. In no event will the services of an outside professional be engaged without your express approval.

All fees paid to RWL for services are separate and distinct from the commissions, fees and expenses charged by insurance companies associated with any disability insurance, life insurance and annuities subsequently acquired by you. If you sell or liquidate certain existing securities positions to acquire any insurance or annuity, you may also pay a commission and/or deferred sales charges in addition to the financial planning and consulting fees paid to RWL and any commissions, fees and expenses charged by the insurance company for subsequently acquired insurance and/or annuities.

All fees paid to RWL for financial planning services are separate and distinct from the commissions charged by a broker-dealer or asset management fees charged by an investment adviser to implement such recommendations.

It should be noted that lower fees for comparable services may be available from other sources.

Third-Party Money Managers

Third-party managers generally have account minimum requirements that will vary among third-party money managers. Account minimums are generally higher on fixed income accounts than for equity based accounts. A complete description of the third-party money manager's services, fee schedules and account minimums will be disclosed in the third-party money manager's disclosure brochure which will be provided to you prior to or at the time an agreement for services is executed and the account is established.

The asset management fees will be charged in accordance with the following schedule:

<u>Assets Under Management</u>	<u>Annual Fees</u>
\$0 – \$1,000,000	1.25%
Above \$1,000,000	1.15%

For example you will be charged 1.25% for the 1st \$250,000 to 1 million. 1.15% on any amounts over \$1 million.

If deemed to be in the best interest of the client RWL can offer a flat rate fixed asset management of up to \$2.5%. Asset management fees may be negotiable based upon the type of client, the services requested, the complexity of the client's situation, the composition of the client's account, other advisory services provided and the relationship of the client and the investment adviser representative. The exact fees and other terms will be outlined in the agreement between you and the third-party registered investment advisory firm selected to manage your assets.

All fees are calculated and collected by the third-party manager or third-party trading platform who will be responsible for delivering our portion of the fee paid by you to us. The investment advisory fees will be deducted from your account and paid directly to the third-party manager or third-party trading platform our firm by the qualified custodian(s) of your account. You will authorize the qualified custodian(s) of your account to deduct fees from your account and pay such fees directly to the third-party manager or third-party trading platform.

Under this program, you can incur additional charges including but not limited to, mutual fund sales loads, 12b-1 fees and surrender charges and IRA and qualified retirement plan fees. RWL will not receive any portion of any additional charges clients may incur.

We have a conflict of interest by only offering those third-party money managers that have agreed to pay a portion of their advisory fee to us and have met the conditions of our due diligence review. There may be other third-party money managers that may be suitable for you that may be more or less costly. No guarantees can be made that your financial goals or objectives will be achieved. Further, no guarantees of performance can be offered.

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

Performance-based fees are defined as fees based on a share of capital gains on or capital appreciation of the assets held in a client's account. *Item 6* is not applicable to this Disclosure Brochure because I do not charge or accept performance-based fees.

Item 7 – Types of Clients

RWL generally provides investment advice to the following types of clients:

- Individuals
- High net worth individuals
- Pension and profit sharing plans

- Corporations or business entities other than those listed above

You are required to execute a written agreement with RWL specifying the particular advisory services in order to establish a client arrangement with RWL.

Minimum Investment Amounts Required

There are no minimum investment amounts or conditions required for establishing a relationship with RWL. However, all clients are required to execute an agreement for services in order to establish a client arrangement with RWL and/or the third-party money manager or the sponsor of third-party money manager platforms.

The minimum fixed fee generally charged for financial planning services on a fixed fee basis is \$500.

The minimum fixed fee generally charged for consulting services is \$500.

OPS and other third-party money manager's minimum account requirements vary dependent upon the particular investment strategy selected. Please refer to the OPS or other investment advisory firm's Form ADV Part 2A Disclosure Brochure for specific information.

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

Methods of Analysis

RWL uses 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 movements, 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 the most subjective analysis of all investment methods 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 reached 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 shown itself yet.

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 analysts attempt 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 figuring out 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.

Investment Strategies

RWL uses the following investment strategies when managing client assets and/or providing investment advice:

Long Term Purchases - Investments held at least a year.

Short Term Purchases - Investments sold within a year.

Frequent trading - This strategy refers to the practice of selling investments within 30 days of purchase.

Value-Investing - We primarily follow a value-investing strategy that attempts to acquire at reasonable valuations publicly traded businesses that can deliver sustainable excess returns. We focus on a long-only strategy. Long term strategies are designed to identify and select investments to be held for multiple years. We will also invest in value oriented special situations with shorter expected holding periods.

Value Investing can be described as a strategy of selecting stocks that trade for less than their intrinsic values. Value investors typically seek stocks of companies that they believe the market has undervalued. They believe the market overreacts to good and bad news, resulting in stock price movements that do not correspond with the company's long-term fundamentals. The result is an opportunity for value investors to profit by buying when the price is deflated. Often, value investors select stocks with lower-than-average price-to-book or price-to-earnings ratios and/or high dividend yields. The risks associated with value-investing include incorrectly analyzing and overestimating the intrinsic value of a business, concentration risk, under performance relative to major benchmarks, macro-economic risks, investing in value traps i.e., businesses that remain perpetually undervalued, and lost purchasing power on cash holdings in the case of inflation.

Tactical Asset Allocation - Allows for a range of percentages in each asset class (such as Stocks = 40-50%). The ranges establish minimum and maximum acceptable percentages that permit the investor to take advantage of market conditions within these parameters. Thus, a minor form of market timing is possible, since the investor can move to the higher end of the range when stocks are expected to do better and to the lower end when the economic outlook is bleak.

Strategic Asset Allocation - Calls for setting target allocations and then periodically rebalancing the portfolio back to those targets as investment returns skew the original asset allocation percentages. The concept is akin to a "buy and hold" strategy, rather than an active trading approach. Of course, the strategic asset allocation targets may change over time as the client's goals and needs change and as the time horizon for major events such as retirement and college funding grow shorter.

Primarily Recommend One Type of Security

I do not primarily recommend one type of security to clients. Instead, I recommend any product that may be suitable for each client relative to that client's specific circumstances and needs.

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 (including 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, my firm is unable to represent, guarantee, or even imply that my 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 my investment management program, as described below:

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

Item 9 – Disciplinary Information

In July 2024 Joshua Stroud and Reign Wealth Logic were the subject of a regulatory action taken by the state of Oregon in which the firm and Mr. Stroud were found to have violated Oregon regulations by borrowing money from his client. The firm and Mr. Stroud were ordered to have their registrations suspended for a period of 30 days beginning August 1, 2024, additionally Mr. Stroud was personally fined

\$20,000 and the firm was fined an additional \$12,000. The former client which was the basis of the action was a personal friend for 15 years before becoming a client of Reign Wealth. The loan was paid back in full.

In January 2016 Joshua E. Stroud was the subject of an Administrative proceeding initiated by the Oregon Department of Business and Consumer Affairs, Division of Financial Regulation which alleged that Mr. Stroud failed to timely amend his Oregon salesperson and investment adviser license application to disclose a material change. The state fined Mr. Stroud \$5000 of which \$4000 was waived by the state. The disclosure stemmed from Mr. Stroud 's failure to timely update his registration documents to reflect a tax lien entered against him prior to 2015. More information can be obtained by reviewing Mr. Stroud's historical records at: <https://brokercheck.finra.org/search/genericsearch/grid>

Item 10 – Other Financial Industry Activities and Affiliations

RWL is **not** and does **not** have a related person that is a broker/dealer, municipal securities dealer, government securities dealer or broker, an investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund), another investment adviser or financial planner, a futures commission merchant, commodity pool operator, or commodity trading advisor, a banking or thrift institution, an accountant or accounting firm, a lawyer or law firm, an insurance company or agency, a pension consultant, a real estate broker or dealer, and a sponsor or syndicator of limited partnerships.

We are an independent investment registered adviser and only provide investment advisory services. We are not engaged in any other business activities and offer no other services except those described in this Disclosure Brochure.

Third-Party Money Managers

RWL has developed several programs, previously described in *Item 5* of this disclosure brochure, designed to allow me to recommend and select third-party money managers for you. Once you select the third-party money manager to manage all or a portion of your assets, the third-party money manager will pay me a portion of the fees you are charged. Please refer to *Items 4 and 5* for full details regarding the programs, fees, conflicts of interest and materials arrangements when RWL selects other investment advisers.

Insurance Agent

You may work with your investment adviser representative in his or her separate capacity as an insurance agent. When acting in his or her separate capacity as an insurance agent, the investment adviser representative may sell, for commissions, general disability insurance, life insurance, annuities, and other insurance products to you. As such, your investment adviser representative in his or her separate capacity as an insurance agent, may suggest that you implement recommendations of RWL by purchasing disability insurance, life insurance, annuities, or other insurance products. This receipt of commissions creates an incentive for the representative to recommend those products for which your investment adviser representative will receive a commission in his or her separate capacity as an

insurance agent. Consequently, the advice rendered to you could be biased. You are under no obligation to implement any insurance or annuity transaction through your investment adviser representative.

Other Business Activities of Company Principal

Joshua Stroud is also the Manager of Tax Reduction Strategies. A tax planning firm that is organized to provide RWL with tax planning and tax prep support for our financial planning clients. He will spend less than 10% of his time on this activity. Clients are under no obligation to utilize the services provided by Tax Reduction Strategies and are free to consult with any tax professional they choose.

Joshua Stroud is also the Manager for Wealth Offices. An estate and business planning resource network. Providing estate and business planning to our financial planning clients. He will spend less than 10% of his time on this activity. Clients are under no obligation to utilize the services provided by Wealth Offices and are free to consult with any estate and business planning professional they choose.

Joshua Stroud is also the Manager of Insurance Planning Partners. This entity processes all of the insurance business generated by Joshua Stroud. He will spend less than 50% of his time on this activity. Clients are under no obligation to utilize the services provided by Insurance Planning Partners and are free to consult with any insurance agency they choose.

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

Code of Ethics Summary

An investment adviser is considered a fiduciary and has a fiduciary duty to all clients. RWL has established a Code of Ethics to comply with the requirements of the securities laws and regulations that reflects its fiduciary obligations and those of its supervised persons. The Code of Ethics also requires compliance with federal securities laws. RWL's Code of Ethics covers all individuals that are classified as "supervised persons." All employees, officers, directors and investment adviser representatives are classified as supervised persons. RWL requires its supervised persons to consistently act in your best interest in all advisory activities. RWL imposes certain requirements on its affiliates and supervised persons to ensure that they meet the firm's fiduciary responsibilities to you. The standard of conduct required is higher than ordinarily required and encountered in commercial business.

This section is intended to provide a summary description of the Code of Ethics of RWL. If you wish to review the Code of Ethics in its entirety, you should send me a written request and upon receipt of your request, I will promptly provide a copy of the Code of Ethics to you.

Affiliate and Employee Personal Securities Transactions Disclosure

RWL or supervised persons of the firm buy and sell for their personal accounts, investment products identical to those recommended to clients. This creates a conflict of interest. It is the express policy of RWL that all persons associated in any manner with my firm must place clients' interests ahead of their own when implementing personal investments. As is required by our internal procedures manual, RWL and its supervised persons will not buy or sell securities for their personal account(s) where their decision is derived, in whole or in part, by information obtained as a result of employment or association with my firm unless the information is also available to the investing public upon reasonable inquiry.

I am now and will continue to be in compliance with applicable state and federal rules and regulations. To mitigate conflicts of interest that can occur when access persons manage their personal accounts at the same time RWL manages client accounts, I have developed written supervisory procedures that include personal investment and trading policies for my representatives, employees and their immediate family members (collectively, supervised persons):

- Supervised persons cannot prefer their own interests to that of the client.
- Supervised persons cannot purchase or sell any security for their personal accounts prior to implementing transactions for client accounts.
- Supervised persons cannot buy or sell securities for their personal accounts when those decisions are based on information obtained as a result of their employment, unless that information is also available to the investing public upon reasonable inquiry.
- Supervised persons are prohibited from purchasing or selling securities of companies in which any client is deemed an “insider.”
- Supervised persons are discouraged from conducting frequent personal trading.
- Supervised persons are generally prohibited from serving as board members of publicly traded companies unless an exception has been granted to the Chief Compliance Officer of RWL.

Any Supervised person not observing our policies is subject to sanctions up to and including termination.

Item 12 – Brokerage Practices

RWL exclusively offers advisory services by offering Financial Planning Services and by referring clients to a third-party money manager offering asset management services. The third-party manager is responsible for continuously monitoring client accounts and making trades in client accounts when necessary.

Item 13 – Review of Accounts

Account Reviews and Reviewers

Portfolios are reviewed at least quarterly. While the calendar is the main triggering factor, reviews can also be conducted at your request. Portfolio reviews will include investment strategy and objectives review and making a change if strategy and objectives have changed. Reviews are conducted by Joshua E. Stroud, with reviews performed in accordance with your investment goals and objectives.

Accounts established and maintained with other third-party money managers are reviewed at least quarterly, usually when statements and/or reports are received from the money manager.

Our financial planning services do not include monitoring the investments of your account(s), and therefore, there is no ongoing review of your account(s) under such services.

Statements and Reports

Whether reports by an outside money manager are provided to you will depend upon the outside money manager.

Financial planning clients do not receive any report other than the written plan originally contracted for and provided by RWL.

You are encouraged to always compare any reports or statements provided by me or third-party money manager against the account statements delivered from the qualified custodian. When you have questions about your account statement, you should contact my firm and the qualified custodian preparing the statement.

Item 14 – Client Referrals and Other Compensation

RWL does not directly or indirectly compensate any person for client referrals.

The only compensation received from advisory services is the fees charged for providing investment advisory services as described in *Item 5* of this Disclosure Brochure. RWL receives no other forms of compensation in connection with providing investment advice.

Please see Item 5, Fees and Compensation, Item 10, Other Financial Industry Activities and Affiliations and Item 12, Brokerage Practices, for additional discussion concerning other compensation.

Item 15 – Custody

Custody, as it applies to investment advisors, has been defined by regulators as having access or control over client funds and/or securities. In other words, custody is not limited to physically holding client funds and securities. If an investment adviser has the ability to access or control client funds or securities, the investment adviser is deemed to have custody and must ensure proper procedures are implemented.

RWL is deemed to have custody of client funds and securities whenever RWL is given the authority to have fees deducted directly from client accounts. However, this is the only form of custody RWL will ever maintain. It should be noted that authorization to trade in client accounts is not deemed by regulators to be custody.

For accounts in which RWL is deemed to have custody, I have established procedures to ensure all client funds and securities are held at a qualified custodian in a separate account for each client under that client's name. Clients or an independent representative of the client will direct, in writing, the establishment of all accounts and therefore are aware of the qualified custodian's name, address and the manner in which the funds or securities are maintained. Finally, account statements are delivered directly from the qualified custodian to each client, or the client's independent representative, at least quarterly. Clients should carefully review those statements and are urged to compare the statements against reports received from RWL. When clients have questions about their account statements, they should contact RWL or the qualified custodian preparing the statement.

When fees are deducted from an account, the third party manager chosen to manage the client's assets is solely responsible for calculating the fee and delivering instructions to the custodian. The itemization of the fee calculation, including the formula used to calculate the fee, the amount of assets under

management the fee is based on, and the time period covered by the fee will appear on the account statement provided by the account custodian. You should review your account statements received from the qualified custodian(s) and verify that appropriate investment advisory fees are being deducted. The qualified custodian(s) will not verify the accuracy of the investment advisory fees deducted

Item 16 – Investment Discretion

RWL does not provide asset management services therefore does not maintain discretionary authority over client accounts.

Item 17 – Voting Client Securities

Proxy Voting

RWL does not vote proxies on behalf of Clients. I have determined that taking on the responsibilities for voting client securities does not add enough value to the services provided to you to justify the additional compliance and regulatory costs associated with voting client securities. Therefore, it is your responsibility to vote all proxies for securities held in Account.

You will receive proxies directly from the qualified custodian or transfer agent; I will not provide you with the proxies. You are encouraged to read through the information provided with the proxy-voting documents and make a determination based on the information provided. Although I do not vote client proxies, if you have a question about a particular proxy feel free to contact me. However, you will have the ultimate responsibility for making all proxy-voting decisions.

With respect to assets managed by a third-party money manager, I will not vote the proxies associated with these assets. You will need to refer to each third-party money manager's disclosure brochure to determine whether the third-party money manager will vote proxies on your behalf. You may request a complete copy of third-party money manager's proxy voting policies and procedures as well as information on how your proxies were voted by contacting the third-party money manager or by contacting RWL at the address or phone number indicated on Page 1 of this disclosure document.

Item 18 – Financial Information

This *Item 18* is not applicable to this brochure. RWL does not require or solicit prepayment of more than \$500 in fees per client, six months or more in advance. Therefore, I am not required to include a balance sheet for the most recent fiscal year. I am not subject to a financial condition that is reasonably likely to impair my ability to meet contractual commitments to clients. Finally, RWL has not been the subject of a bankruptcy petition at any time.

Item 19 – Requirements for State-Registered Advisers

Executive Officer and Management Personnel

Joshua E. Stroud

Educational Background:

Oregon State University, Studied Mathematics, Dates Attended: 01/1996 to 01/2002

Business Experience:

Reign Wealth Logic, LLC, Managing Member, 04/2020 to Present;
Insurance Planning Partners, LLC Manager, 12/2023 to Present;
Tax Reduction Strategies, LLC Owner, 07/2021 to Present;
Wealth Offices, Manager, 01/2024 to Present;
Real Estate Logic LLC, Member, 50% owner, 02/02/2019 to 09/2022;
Click Logic, LLC, Owner, 08/01/2019 to 09/2022
Liberty Partners Capital Management, Investment Advisor Representative, 11/2015 to 04/2020;
Berthel Fisher & Company Financial Services, Inc. Representative, 09/2008 to 08/2015

Other Business Activities

See *Item 10 – Other Financial Industry Activities and Affiliations.*

No Performance Based Fees

As previously disclosed in *Item 6*, RWL does not charge or accept performance-based fees.

Regulatory Matters

In July 2024 Joshua Stroud and Reign Wealth Logic were the subject of a regulatory action taken by the state of Oregon in which the firm and Mr. Stroud were found to have violated Oregon regulations by borrowing money from his client. The firm and Mr. Stroud were ordered to have their registrations suspended for a period of 30 days beginning August 1, 2024, additionally Mr. Stroud was personally fined \$20,000 and the firm was fined an additional \$12,000. The former client which was the basis of the action was a personal friend for 15 years before becoming a client of Reign Wealth. The loan was paid back in full.

As stated above, in January 2016 Joshua E. Stroud was the subject of and Administrative proceeding initiated by the Oregon Department of Business and Consumer Affairs, Division of Financial Regulation which alleged that Mr. Stroud failed to timely amend his Oregon salesperson and investment adviser license application to disclose a material change. The state fined Mr. Stroud \$5000 of which \$4000 was waved by the state. The disclosure stemmed from Mr. Stroud 's failure to timely up[date his registration documents to reflect a tax lien entered against him prior to 2015. More information can be obtained by reviewing Mr. Stroud's historical records at: <https://brokercheck.finra.org/search/genericsearch/grid>

No Arrangement with Issuer of Securities

RWL and its management do not have any relationship or arrangement with any issuer of securities.

Customer Privacy Policy Notice

Regulation S-P, Privacy of Consumer Financial Information, requires financial institutions, including RWL, to provide notice to current clients and prospective clients about their policies and practices concerning the collection and use of customer, non-public information. This privacy policy notice is given to all prospective clients of RWL upon entering into a contract with RWL and annually thereafter.

Privacy Disclosure Statement. A primary goal of RWL is to protect the privacy of its clients. RWL does not sell the personal information of clients to anyone.

To conduct regular business, RWL may collect nonpublic personal information from clients. This information is provided by clients to RWL on applications and other forms provided by clients to RWL as well as transactions with the firm, our affiliates, or others.

RWL may enter into contracts with outside third parties so that RWL can assist its clients in servicing their accounts. In order to do this, RWL will disclose personal information to companies that help RWL process transactions for client accounts (for example, executing client trades at through a broker/dealer). However, RWL does not share or disclose any nonpublic customer information except as allowed or required by law. In addition to sharing information in order to provide financial services to clients, RWL may be required to disclose personal information to cooperate with regulators or law enforcement authorities, to resolve customer disputes, or for risk control.

Information Safeguarding. RWL has implemented strict policies and procedures aimed at protecting the sensitive nature of client information. RWL restricts access to client information to only those members of RWL that must provide products and services to clients in order to service client accounts. RWL has implemented physical, electronic, and procedural safeguards aimed at meeting RWL 's duty to protect nonpublic client information.

If you have any questions concerning RWL 's customer privacy policy or concerns about your personal information please feel free to contact us at 888-448-0006.

Business Continuity Plan

RWL has a business continuity and contingency plan in place designed to respond to significant business disruptions. These disruptions can be both internal and external. Internal disruptions will impact my ability to communicate and do business, such as a fire in the office building. External disruptions will prevent the operation of the securities markets or the operations of a number of firms, such as earthquakes, wildfires, hurricanes, terrorist attack or other wide-scale, regional disruptions.

My continuity and contingency plan has been developed to safeguard employees' lives and firm property, to allow a method of making financial and operational assessments, to quickly recover and resume business operations, to protect books and records, and to allow clients to continue transacting business.

The plan includes the following:

- Alternate locations to conduct business;
- Hard and electronic back-ups of records;
- Alternative means of communications with employees, clients, critical business constituents and regulators; and
- Details on the firms' employee succession plan

My business continuity and contingency plan is reviewed and updated on a regular basis to ensure that the policies in place are sufficient and operational.

Form ADV Part 2B: Brochure Supplement – Joshua E. Stroud

Item 1 – Cover Page

Joshua E. Stroud
Reign Wealth Logic, LLC
590 Pearl St Ste 222
Eugene OR 97401
888-448-0006

www.reignwealth.com

Date of Supplement: August 2024

This brochure supplement provides information about Joshua E. Stroud that supplements the Reign Wealth Logic, LLC (“RWL”) disclosure brochure. You should have received a copy of that brochure. Please contact Joshua E. Stroud at 888-448-0006 or at csr@reignwealth.com if you did not receive RWL’s brochure or if you have any questions about the contents of this supplement.

Additional information about Joshua E. Stroud is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Educational Background and Business Experience

Joshua E. Stroud

Born 1978; CRD # 4448453

Post-Secondary Educational Background:

Oregon State University, Studied Mathematics, Dates Attended: 01/1996 to 01/2002

Business Experience:

Reign Wealth Logic, LLC, Managing Member, 04/2020 to Present;
Insurance Planning Partners, LLC Manager, 12/2023 to Present;
Tax Reduction Strategies, LLC Owner, 07/2021 to Present;
Wealth Offices, Manager, 01/2024 to Present;
Real Estate Logic LLC, Member, 50% owner, 02/02/2019 to 09/2022;
Click Logic, LLC, Owner, 08/01/2019 to 09/2022
Liberty Partners Capital Management, Investment Advisor Representative, 11/2015 to 04/2020;
Berthel Fisher & Company Financial Services, Inc. Representative, 09/2008 to 08/2015

Item 3 – Disciplinary Information

In July 2024 Joshua Stroud and Reign Wealth Logic were the subject of a regulatory action taken by the state of Oregon in which the firm and Mr. Stroud were found to have violated Oregon regulations by borrowing money from his client. The firm and Mr. Stroud were ordered to have their registrations suspended for a period of 30 days beginning August 1, 2024, additionally Mr. Stroud was personally fined \$20,000 and the firm was fined an additional \$12,000. The former client which was the basis of the action was a personal friend for 15 years before becoming a client of Reign Wealth. The loan was paid back in full.

In January 2016 Joshua E. Stroud was the subject of an Administrative proceeding initiated by the Oregon Department of Business and Consumer Affairs, Division of Financial Regulation which alleged that Mr. Stroud failed to timely amend his Oregon salesperson and investment adviser license application to disclose a material change. The state fined Mr. Stroud \$5000 of which \$4000 was waived by the state.

Item 4 – Other Business Activities

Insurance Agent

Joshua E. Stroud is independently licensed to sell insurance and annuity products through various insurance companies. When acting in this capacity, Joshua E. Stroud will receive commissions for selling insurance and annuity products.

Joshua E. Stroud may also receive other incentive awards for the recommendation/sale of annuities and other insurance products. The receipt of compensation and other incentive benefits may affect the judgment of Joshua E. Stroud when recommending products to its clients. While Joshua E. Stroud endeavors at all times to put the interest of his clients first as a part of RWL's overall fiduciary duty to clients, clients should be aware that the receipt of commissions and additional compensation itself creates a conflict of interest, and may affect Joshua E. Stroud's decision making process when making recommendations.

Clients are never obligated or required to purchase insurance products from or through Joshua E. Stroud and may choose any independent insurance agent and insurance company to purchase insurance products. Regardless of the insurance agent selected, the insurance agent or agency will receive normal commissions from the sale.

Other Business Activities of Company Principal

Joshua Stroud is also the owner of Tax Reduction Strategies, LLC. A tax firm organized to provide RWL with tax preparation and planning support for our financial planning clients. He will spend less than 10% of his time on this activity. Clients are under no obligation to utilize the services provided by Tax Reduction Strategies and are free to consult with any tax professional they choose.

Joshua Stroud is also the Manager for Wealth Offices. An estate and business planning resource network. Providing estate and business planning to our financial planning clients. He will spend less than 10% of his time on this activity. Clients are under no obligation to utilize the services provided by Wealth Offices and are free to consult with any estate and business planning professional they choose.

Joshua Stroud is also the Manager of Insurance Planning Partners. This entity processes all of the insurance business generated by Joshua Stroud. He will spend less than 50% of his time on this activity.

Clients are under no obligation to utilize the services provided by Insurance Planning Partners and are free to consult with any insurance agency they choose.

Item 5 – Additional Compensation

In addition to the description of additional compensation provided in Item 4, Joshua E. Stroud can receive additional benefits.

Certain product sponsors may provide Joshua E. Stroud with other economic benefits as a result of his recommendation or sale of the product sponsors' investments. The economic benefits received by Joshua E. Stroud from product sponsors can include but are not limited to, financial assistance or the sponsorship of conferences and educational sessions, marketing support, incentive awards, payment of travel expenses, and tools to assist Joshua E. Stroud in providing various services to clients.

Although RWL and Joshua E. Stroud *endeavor* at all times to put the interest of its clients ahead of its own or those of its officers, directors, or representatives ("affiliated persons"), these arrangements could affect the judgment of Joshua E. Stroud when recommending investment products. These situations present a conflict of interest that may affect the judgment of affiliated persons including Joshua E. Stroud.

Item 6 – Supervision

Joshua E. Stroud is the Chief Compliance Officer of RWL. He is responsible for overseeing and enforcing the firm's compliance programs that have been established to monitor and supervise the activities and services provided by the firm and its representatives. Joshua E. Stroud can be contacted at 541-636-0224.

Item 7 – Requirements for State-Registered Advisers

In July 2024 Joshua Stroud and Reign Wealth Logic were the subject of a regulatory action taken by the state of Oregon in which the firm and Mr. Stroud were found to have violated Oregon regulations by borrowing money from his client. The firm and Mr. Stroud were ordered to have their registrations suspended for a period of 30 days beginning August 1, 2024, additionally Mr. Stroud was personally fined \$20,000 and the firm was fined an additional \$12,000. The former client which was the basis of the action was a personal friend for 15 years before becoming a client of Reign Wealth. The loan was paid back in full.

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Joshua E. Stroud has not been the subject of a bankruptcy petition.