

Form ADV Part 3 – Client Relationship Summary

Date: 08/03/2022

Item 1: Introduction

STRATEGIC PROBABILITY PARTNERS, LLC is an investment adviser offering advisory accounts and services. Brokerage and investment advisory services and fees differ, and it is important that you understand the differences. This document gives you a summary of the types of services and fees we offer. Please visit www.investor.gov/CRS for free, simple tools to research firms and financial professionals, as well as educational materials about broker-dealers, investment advisers, and investing.

Item 2: Relationships and Services

Questions to ask us: Given my financial situation, should I choose an investment advisory service? Why or why not? How will you choose investments to recommend to me? What is your relevant experience, including your licenses, education and other qualifications? What do these qualifications mean?

What investment services and advice can you provide me? Our firm primarily offers the following investment advisory services to retail clients: portfolio management (we review your portfolio, investment strategy, and investments). As part of our standard services, we typically monitor client accounts on a monthly basis. Our firm offers both discretionary advisory services (where our firm makes the decision regarding the purchase or sale of investments) as well as non-discretionary services (where the retail investor makes the ultimate decision). We limit the types of investments that are recommended since not every type of investment vehicle is needed to create an appropriate portfolio, but do not limit these investments to proprietary products. Our minimum account size is \$5,000,000. Please also see our Form ADV Part 2A ("[Brochure](#)"), specifically Items 4 & 7.

Item 3: Fees, Costs, Conflicts, and Standard of Conduct

Questions to ask us: Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me? How might your conflicts of interest affect me, and how will you address them?

What fees will I pay? Our fees vary depending on the services you receive. Additionally, the amount of assets in your account affects our advisory fee; the more assets you have in your advisory account, the more you will pay us and thus we have an incentive to increase those assets in order to increase our fee. Investment management fees are typically charged in arrears on a monthly or quarterly basis. You pay our fees even if you do not have any transactions and the advisory fee paid to us generally does not vary based on the type of investments selected. Please also see Items 4, 5, 6, 7 & 8 of our [Brochure](#).

Some investments (e.g., mutual funds, variable annuities, etc.) impose additional fees (e.g., transactional fees and product-level fees) that reduce the value of your investment over time. The same goes for any additional fees you pay to a custodian. Additionally, you will pay transaction fees, if applicable, when we buy or sell an investment for your account. **You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.** Please also see our [Brochure](#) for additional details.

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What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have? When we act as your investment adviser, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice we provide you. Here are some examples to help you understand what this means:

- For AUM fees, the more assets you have in your advisory account, the more you will pay us and thus we have an incentive to increase those assets in order to increase our fee

How do your financial professionals make money? Primarily, we and our financial professionals receive cash compensation from the advisory services we provide to you because of the advisory fees we receive from you. This compensation may vary based on different factors, such as those listed above in this Item. Please also see Item 10 of our [Brochure](#) for additional details.

Item 4: Disciplinary History

Questions to ask us: *As a financial professional, do you have any disciplinary history? For what type of conduct?*

Do you or your financial professionals have legal or disciplinary history? No, we do not have legal and disciplinary events. Visit <https://www.investor.gov/> for a free, simple search tool to research us and our financial professionals.

Item 5: Additional Information

Questions to ask us: *Who is my primary contact person? Is he or she a representative of an investment adviser or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?*

For additional information on our advisory services, see our [Brochure](#) available at <https://adviserinfo.sec.gov/firm/summary/174441> and any individual brochure supplement your representative provides. If you have any questions, need additional information, or want another copy of this Client Relationship Summary, then please contact us at (305) 619-3566.

STRATEGIC PROBABILITY PARTNERS, LLC

a Registered Investment Adviser

292 14th Avenue South, Unit A

Naples, Florida 34102

<http://www.strategicprobabilitypartners.com>

(305) 619-3566

This brochure provides information about the qualifications and business practices of Strategic Probability Partners, LLC (hereinafter, “SPP” or the “Firm”). If you have any questions about the contents of this brochure, please contact the Firm at this telephone number listed above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority. Additional information about the Firm is available on the SEC’s website at www.adviserinfo.sec.gov. The Firm is a registered investment adviser. Registration does not imply any level of skill or training.

Item 2. Material Changes

There have been no material changes in this brochure from the last annual updating amendment of Strategic Probability Partners, LLC on March 30, 2023.

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Item 4. Advisory Business

SPP was formed in November 2014 by its principal Craig R. Sutherland, to offer investment management and planning services to its clients. Prior to SPP rendering any of the foregoing advisory services, clients are required to enter into one or more written agreements with SPP setting forth the relevant terms and conditions of the advisory relationship (the “Advisory Agreement”).

While this brochure generally describes the business of SPP, certain sections also discuss the activities of its Supervised Persons, which refer to the Firm’s officers, partners, directors (or other persons occupying a similar status or performing similar functions), employees or any other person who provides investment advice on SPP’s behalf and is subject to the Firm’s supervision or control.

As of December 31, 2023, SPP’s assets under management were \$123,129,238, of which \$94,536,511 were on a discretionary basis, and \$28,592,727 were on a non-discretionary basis. Additionally, SPP had \$91,233,174 in assets under advisement through two sub-advisory relationships as of December 31, 2023.

Investment Management Services

SPP manages client investment portfolios on a discretionary basis within a pre-established and agreed upon investment policy statement for each client relationship. As part of an investment management offering, SPP may provide clients with certain investment planning advice and guidance.

SPP will also offer subadvisory services to other investment management firms in certain circumstances, providing timely information regarding the account construction for investment strategies. All trading instructions to the custodian for subadvised accounts will be the sole responsibility of the investment advisory firm retaining SPP as subadviser.

In providing its advisory services, SPP is not required to verify any information received from the client or from the client’s other professionals (e.g., attorneys, accountants, etc.) and is expressly authorized to rely on such information. SPP always recommends that clients engage other legal and tax professionals to review, coordinate, and implement all changes to their financial plans ancillary to their investment planning process. Clients retain absolute control over all planning decisions and are under no obligation to act upon any of the planning suggestions and recommendations made by SPP.

SPP primarily allocates clients’ assets among various exchange-traded funds (“ETFs”), index funds, mutual funds, and individual debt securities in accordance with their stated investment objectives.

SPP generally limits its investment advice to mutual funds, fixed income securities, real estate funds, equities, ETFs, treasury inflation protected/inflation linked bonds and non-U.S. securities. SPP may use other securities as well to help diversify a portfolio when applicable.

SPP tailors its advisory services to meet the needs of its individual clients and seeks to ensure, on a

continuous basis, that client portfolios are managed in a manner consistent with those needs and objectives. SPP consults with clients on an initial and ongoing basis to assess their specific risk tolerance, time horizon, liquidity constraints and other related factors relevant to the management of their portfolios. Clients are advised to promptly notify SPP if there are changes in their financial situation or if they wish to place any limitations on the management of their portfolios.

Written Acknowledgement of Fiduciary Status

When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Under this special rule’s provisions, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

Item 5. Fees and Compensation

Investment Management Fees

SPP offers investment management services for an annual fee based on the market value of assets under the Firm’s management. Any planning advice and guidance provided by the Firm are included in the investment management fee. This management fee generally varies in accordance with the following fee schedule:

Direct Investment Management

PORTFOLIO VALUE	BASE FEE
First \$5,000,000	0.75%
Next \$2,500,000	0.50%
Next \$2,500,000	0.00%
Next \$10,000,000	0.40%
Next \$30,000,000	0.25%
Above \$50,000,000	0.20%

Sub-Advisory Fees

SPP may also act as a sub-advisor to other unaffiliated advisers. SPP charges a negotiated sub-advisory fee for providing such services to such sub-advisory client firms and their clients, and do not exceed any limit

imposed by any regulatory agency. Currently our sub-advisory fees average 0.25% (25 basis points).

Sub-advisory client firms charge and collect our SPP sub-advisory fee directly from their client accounts, based on the value of assets placed in SPP strategies. SPP does not share such sub-advisory fees with sub-advisory client firms, nor does SPP share in any of the advisory fees charged by sub-advisory client firms for their own services to their own clients. This relationship is memorialized in each contract between SPP and sub-advisory client firms.

The annual fee is prorated and charged monthly, in arrears, based on the average business day billable market value at the end of each month. For the initial period of an engagement, the fee is calculated on a *pro rata* basis. In the event the Advisory Agreement is terminated, the fee for the final billing period is prorated through the effective date of the termination and the outstanding portion of the fee is charged to the client, as appropriate.

Additionally, for asset management services the Firm provides with respect to certain client holdings (e.g., held-away assets, accommodation accounts, alternative investments, etc.), SPP may negotiate a fee rate that differs from the range set forth above.

Fee Discretion

In very limited circumstances, SPP may, in its sole discretion, negotiate to charge a lesser fee based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing/legacy client relationship, account retention and pro bono activities.

Additional Fees and Expenses

In addition to the advisory fees paid to SPP, clients may also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions (collectively “Financial Institutions”). These additional charges may include securities brokerage commissions, transaction fees, custodial fees, charges imposed directly by a mutual fund or ETF in a client’s account, as disclosed in the fund’s prospectus (e.g., fund management fees and other fund expenses), 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. The Firm’s brokerage practices are described at length in Item 12, below.

Direct Fee Debit

Clients generally provide SPP with the authority to directly debit their accounts for payment of the investment advisory fees. The Financial Institutions that act as the qualified custodian for client accounts, from which the Firm retains the authority to directly deduct fees, have agreed to send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to SPP. Where required, SPP also sends to clients a written invoice itemizing the fee, including the formula used to

calculate the fee, the time period covered by the fee and the amount of assets under management on which the fee was based.

Account Additions and Withdrawals

Clients may make additions to and withdrawals from their account at any time, subject to SPP's right to terminate an account. Additions may be in cash or securities provided that the Firm reserves the right to liquidate any transferred securities or declines to accept particular securities into a client's account. Clients may withdraw account assets on notice to SPP, subject to the usual and customary securities settlement procedures. However, the Firm generally designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. SPP may consult with its clients about the options and implications of transferring securities. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, short-term redemption fees, fees assessed at the mutual fund level (e.g., contingent deferred sales charges) and/or tax ramifications.

Item 6. Performance-Based Fees and Side-by-Side Management

SPP does not provide any services for a performance-based fee (i.e., a fee based on a share of capital gains or capital appreciation of a client's assets).

Item 7. Types of Clients

SPP offers services to individuals, high net worth individuals, endowments and foundations.

Minimum Account Fee

As a condition for starting and maintaining an investment management relationship, SPP generally imposes a minimum annual fee of \$37,500. This minimum fee may cause clients with smaller portfolios to incur an effective fee rate that is higher than the Firm's stated fee schedule. SPP may, in very limited circumstances, in its sole discretion, elect to waive its minimum fee based upon certain criteria, including anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, and pro bono activities.

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

Methods of Analysis

SPP at various times utilizes a combination of fundamental, technical, valuation and business cycle methods of analysis.

Fundamental analysis includes an evaluation of the fundamental financial condition of a particular fund, as well as the overall valuation levels of asset classes held by such funds. A substantial risk in relying upon fundamental analysis is that while the overall health and position of asset classes may be good, evolving market conditions may negatively impact the underlying securities.

Technical analysis involves the examination of past market data rather than specific issuer information in determining the recommendations made to clients. Technical analysis may involve the use of mathematical based indicators and charts, such as moving or forward averages, price correlations, and historical market patterns. A substantial risk in relying upon technical analysis is that spotting historical trends may not help to predict such trends in the future. Even if the trend will eventually reoccur, there is no guarantee that SPP will be able to accurately predict such a reoccurrence.

Valuation analysis looks at particular asset classes, both relative to their historical levels as well as on a relative basis compared to other asset classes.

Business cycle analysis is similar to technical analysis in that it involves the assessment of market conditions at a macro (entire market or economy) or micro level. The risks with cyclical analysis are similar to those of technical analysis.

Investment Strategies

The Firm utilizes strategic and tactical asset allocation to invest its clients' portfolios across approximately 10 to 12 core asset classes. Strategic asset allocation involves setting longer-term target ranges of allocations to the core asset classes and periodically rebalancing the portfolio back to those targets. Tactical asset allocation involves seeking to opportunistically invest in certain assets classes and/or overweighting or underweighting existing asset classes within preapproved ranges.

Risk of Loss

Risk of Loss

Investing involves risk, including the potential loss of principal, and all investors should be guided accordingly.

Market Risks

The profitability of a significant portion of SPP's recommendations and/or investment decisions may depend to a great extent upon correctly assessing the future course of price movements of indices, bonds and other asset classes. There can be no assurance that SPP will be able to predict those price movements accurately or capitalize on any such assumptions.

Mutual Funds and ETFs

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a

broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (*e.g.*, sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to actual NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed based ETFs and potentially more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 20,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

Item 9. Disciplinary Information

SPP does not have any required disclosures pursuant to this Item.

Item 10. Other Financial Industry Activities and Affiliations

SPP does not have any required disclosures pursuant to this Item.

Item 11. Code of Ethics

SPP has adopted a code of ethics in compliance with applicable securities laws ("Code of Ethics") that sets forth the standards of conduct expected of its Supervised Persons. SPP's Code of Ethics contains written policies reasonably designed to prevent certain unlawful practices such as the use of material non-public information by the Firm or any of its Supervised Persons and the trading by the same of securities ahead of clients in order to take advantage of pending orders.

The Code of Ethics also requires certain of SPP's personnel to report their personal securities holdings and transactions and obtain pre-approval of certain investments (*e.g.*, initial public offerings, limited offerings). However, the Firm's Supervised Persons are permitted to buy or sell securities that it also recommends to clients if done in a fair and equitable manner that is consistent with the Firm's policies and procedures. This Code of Ethics has been established recognizing that some securities trade in sufficiently broad markets to permit transactions by certain personnel to be completed without any appreciable impact on the markets of such securities. Therefore, under limited circumstances, exceptions may be made to the policies stated below.

When the Firm is engaging in or considering a transaction in any security on behalf of a client, no

Supervised Person with access to this information may knowingly effect for themselves or for their immediate family (i.e., spouse, minor children and adults living in the same household) a transaction in that security unless:

- the transaction has been completed;
- the transaction for the Supervised Person is completed as part of a batch trade with clients; or
- a decision has been made not to engage in the transaction for the client.

These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Clients and prospective clients may contact SPP to request a copy of its Code of Ethics.

Item 12. Brokerage Practices

Recommendation of Broker/Dealers for Client Transactions

SPP generally recommends that clients utilize the custody, brokerage and clearing services of Schwab Advisor Services™ (“Schwab”) for investment management accounts. However, clients of SPP are free to direct the use of a custodian other than Schwab Advisor Services/Charles Schwab, Inc.

Factors which SPP considers in recommending Schwab or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. Schwab may enable the Firm to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. The commissions and/or transaction fees charged by Schwab may be higher or lower than those charged by other Financial Institutions.

The commissions paid by SPP's clients to Schwab comply with the Firm's duty to obtain “best execution.” Clients may pay commissions that are higher than another qualified Financial Institution might charge to effect the same transaction where SPP determines that the commissions are reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a Financial Institution's services, including among others, the value of research provided, execution capability, commission rates and responsiveness. SPP seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

SPP periodically and systematically reviews its policies and procedures regarding its recommendation of Financial Institutions in light of its duty to obtain best execution.

Software and Support Provided by Financial Institutions

Specifically, SPP may receive the following benefits from Schwab:

- Access to a trading desk that exclusively services its institutional traders;
- Access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and
- Access to an electronic communication network for client order entry and account information.

Brokerage for Client Referrals

SPP does not consider, in selecting or recommending broker/dealers, whether the Firm receives client referrals from the Financial Institutions or other third party.

Directed Brokerage

The client may direct SPP in writing to use a particular Financial Institution to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that Financial Institution and the Firm will not seek better execution services or prices from other Financial Institutions or be able to “batch” client transactions for execution through other Financial Institutions with orders for other accounts managed by SPP (as described above). As a result, the client may pay higher commissions or other transaction costs, greater spreads or may receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, SPP may decline a client’s request to direct brokerage if, in the Firm’s sole discretion, such directed brokerage arrangements would result in additional operational difficulties.

Trade Aggregation

Transactions for each client generally will be effected independently, unless SPP decides to purchase or sell the same securities for several clients at approximately the same time. SPP may (but is not obligated to) combine or “batch” such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among the Firm’s clients differences in prices and commissions or other transaction costs that might not have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among SPP’s clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that the Firm determines to aggregate client orders for the purchase or sale of securities, including securities in which SPP’s Supervised Persons may invest, the Firm generally does so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. SPP does not receive any additional compensation or remuneration as a result of the aggregation.

In the event that the Firm determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts;

(iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a de minimis allocation in one or more accounts, the Firm may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

Item 13. Review of Accounts

Account Reviews

SPP monitors client portfolios on an ongoing basis while regular account reviews are conducted on at least a quarterly basis. Such reviews are conducted by the Firm's investment adviser representatives. The Firm contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations. It is incumbent upon clients to communicate any changes to their financial situation and/or investment objectives to the Firm on a timely basis.

Account Statements and Reports

Clients are provided with transaction confirmation notices and regular summary account statements directly from the Financial Institutions where their assets are custodied. From time-to-time or as otherwise requested, clients may also receive written or electronic reports from SPP and/or an outside service provider, which contain certain account and/or market-related information, such as an inventory of account holdings or account performance. Clients should compare the account statements they receive from their custodian with any documents or reports they receive from SPP or an outside service provider.

Item 14. Client Referrals and Other Compensation

Client Referrals

The Firm does not currently provide compensation to any third-party solicitors for client referrals.

Item 15. Custody

The Advisory Agreement and/or the separate agreement with any Financial Institution generally authorize SPP to debit client accounts for payment of the Firm's fees and to directly remit that those funds to the Firm in accordance with applicable custody rules. SPP will be deemed to have limited custody of client's assets and must have written authorization from the client to do so. The Financial Institutions that act as the qualified custodian for client accounts, from which the Firm retains the authority to directly deduct fees, have agreed to send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to SPP. Where required, SPP also sends to clients a written invoice itemizing the fee, including the formula used to calculate the fee, the time period covered by the fee and the amount of assets under management on which the fee was based.

In addition, as discussed in Item 13, SPP may also send periodic supplemental reports to clients. Clients should carefully review the statements sent directly by the Financial Institutions and compare them to those received from SPP.

Item 16. Investment Discretion

SPP is given the authority to exercise discretion on behalf of clients. SPP is considered to exercise investment discretion over a client's account if it can effect and/or direct transactions in client accounts without first seeking their consent. SPP is given this authority through a power-of-attorney included in the Advisory Agreement between SPP and the client and consistent with and within the guidelines authorized by the investment policy statement for each client relationship. Clients may request a limitation on this authority (such as certain securities not to be bought or sold). SPP takes discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold; and
- When transactions are made.

Item 17. Voting Client Securities

Declination of Proxy Voting Authority

SPP generally does not accept the authority to vote a client's securities (i.e., proxies) on their behalf. Clients receive proxies directly from the Financial Institutions where their assets are custodied and may contact the Firm at the contact information on the cover of this brochure with questions about any such issuer solicitations.

Item 18. Financial Information

SPP is not required to disclose any financial information due to the following:

- The Firm does not require or solicit the prepayment of more than \$1200 in fees six months or more in advance of services rendered;
- The Firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and
- The Firm has not been the subject of a bankruptcy petition at any time during the past ten years.

This brochure supplement provides information about Craig R. Sutherland that supplements the Strategic Probability Partners, LLC brochure. You should have received a copy of that brochure. Please contact Craig R. Sutherland if you did not receive Strategic Probability Partners, LLC's brochure or if you have any questions about the contents of this supplement. Additional information about Craig R. Sutherland is also available on the SEC's website at www.adviserinfo.sec.gov.

STRATEGIC PROBABILITY PARTNERS, LLC

Form ADV Part 2B – Individual Disclosure Brochure

for

Craig R. Sutherland

Personal CRD Number: 2778068
Investment Adviser Representative

Strategic Probability Partners, LLC
292 14th Avenue South, Unit A
Naples, FL 34102
(305) 619-3566
craig@s-p-partners.com

Item 2: Educational Background and Business Experience

Name: Craig R. Sutherland **Born:** 1956

Education:

Indiana University | B.S., Business | 1979

Business Background:

Strategic Probability Partners, LLC | Principal | November 2014 – Present

Bank of New York Mellon | President – Southeast US | June 1999 – December 2013

Item 3: Disciplinary Information

There are no legal or disciplinary events pertaining to the Advisor.

Item 4: Other Business Activities

SPP is required to disclose information regarding any investment-related business or occupation in which Craig R. Sutherland is actively engaged. SPP has no information to disclose in relation to this Item.

Item 5: Additional Compensation

SPP is required to disclose information regarding any arrangement under which Craig R. Sutherland receives an economic benefit from someone other than a client for providing investment advisory services. Craig Sutherland, in his individual capacity, receives compensation for serving as a general, independent investment consultant to a one private foundation, which is not a client of SPP.

Item 6: Supervision

While Craig R. Sutherland is a Principal of the Firm and is responsible for his own supervision. Craig R. Sutherland seeks to ensure that investments are suitable for his individual clients and consistent with their individual needs, goals, objectives and risk tolerance, as well as any restrictions requested by SPP's clients.

This brochure supplement provides information about Lori Tedd Sutherland that supplements the Strategic Probability Partners, LLC brochure. You should have received a copy of that brochure. Please contact Craig R Sutherland. if you did not receive Strategic Probability Partners, LLC's brochure or if you have any questions about the contents of this supplement. Additional information about Lori Tedd Sutherland is also available on the SEC's website at www.adviserinfo.sec.gov.

STRATEGIC PROBABILITY PARTNERS, LLC

Form ADV Part 2B – Individual Disclosure Brochure

for

Lori Tedd Sutherland

Personal CRD Number: 2875634
Investment Adviser Representative

Strategic Probability Partners, LLC
292 14th Avenue South, Unit A
Naples, FL 34102
(305) 619-3566
Lori@s-p-partners.com

Item 2: Educational Background and Business Experience

Name: Lori Tedd Sutherland **Born:** 1959

Education:

BSBA Business, Boston University – 1980
MBA Business, University of Miami – 1987

Business Background:

04/2016 - Present	Investment Adviser Representative Strategic Probability Partners, LLC
07/2007 – 09/2008	Managing Director SCS Financial
10/2000 – 04/2006	Managing Director State Street/U.S. Trust Company

Item 3: Disciplinary Information

There are no legal or disciplinary events pertaining to the Advisor.

Item 4: Other Business Activities

Lori Tedd Sutherland is not engaged in any investment-related business or occupation (other than this advisory firm).

Item 5: Additional Compensation

Lori Tedd Sutherland does not receive any economic benefit from any person, company, or organization, other than Strategic Probability Partners, LLC in exchange for providing clients advisory services through Strategic Probability Partners, LLC.

Item 6: Supervision

As a representative of Strategic Probability Partners, LLC, Lori Tedd Sutherland is supervised by Craig R Sutherland, the firm's Chief Compliance officer. Craig R Sutherland is responsible for ensuring that Lori Tedd Sutherland adheres to all required regulations regarding the activities of an Investment Adviser Representative, as well as all policies and procedures outlined in the firm's Code of Ethics and compliance manual. The phone number for Craig Sutherland is (305) 619-3566.