

# ITEM 1: COVER PAGE

## FORM ADV PART 2A CLIENT BROCHURE

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MarketRiders, Inc.  
doing business as  
SogoTrade Asset Management

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This brochure provides information about the qualifications and business practices of MarketRiders, Inc. (doing business as “SogoTrade Asset Management”), a registered investment advisor. Registration does not imply a certain level of skill or training but only indicated that MarketRiders has registered its business with state and federal regulatory authorities, including the United States Securities and Exchange Commission. If you have any questions about the contents of this brochure, please contact us at (866) 990-3837 or by email at: [support@marketriders.com](mailto:support@marketriders.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

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# ITEM 2: MATERIAL CHANGES

There are no material changes in this brochure from the last annual updating amendment of MarketRiders on 03/24/2022 are described below. Material changes relate to MarketRiders' policies, practices or conflicts of interests.

# ITEM 4: ADVISORY BUSINESS

## A. DESCRIPTION OF THE ADVISORY FIRM

MarketRiders, Inc., also doing business as “SogoTrade Asset Management” ( “MarketRiders,” “SAM” or the “Firm”) was founded in 2008, and is currently privately owned by Sogo Financial Group, Inc. SAM provides investment management services to its clients and is registered with the Securities and Exchange Commission (“SEC”). The Firm offers Subscription Account Services under the MarketRiders name and Managed Account Services under the SAM Wrap Fee Program (See the attached Wrap Fee Brochure). Additional information about the Firm’s products, structure and officers is provided in Part 1 of MarketRiders’ Form ADV which is available online at <http://www.adviserinfo.sec.gov>. Please visit our subscription services website at [www.marketridders.com](http://www.marketridders.com) and our asset management services website at <https://power.sogotrade.com> for additional information.

## B. TYPES OF ADVISORY SERVICES

The Firm offers the following services to its clients:

### SAM Managed Investment Service

SAM offers Managed Account services that provide Clients access to SAM’S digital portfolio platform and the expertise and convenience of experienced investment advisors. The Client portfolio is designed to be consistent with each Clients’ investment objectives and risk tolerances, typically taking into account such factors as age, investment experience, investment time horizon, investment objectives and investment restrictions. SAM develops a customized portfolio for each client using Exchange Traded Funds (“ETFs”).

The following services are offered to all SAM Standard Services Clients:

- Risk Optimized Portfolios
- MarketRiders Core Portfolios
- Ongoing account monitoring and management
- Minimum account size \$1,000 for Core Portfolios  
\$25,000 for Risk Optimized Portfolios
- Your own personal financial advisor
- Asset custody services at no additional charge
- Commission free trades
- Automatic rebalancing and Investment Tools
- Portfolio personalization and reasonable account management restrictions

Each Managed Account Client has a personal financial advisor (“FA”) assigned to their accounts and the FA is available (depending on the Client’s location) for in-person meetings, and/or the FA can be reached during normal business hours by telephone, online chat, email or through a video conference interface.

SAM offers the following types of managed services: (1) individualized retail advisory service for persons, trusts, and other legal entities; and (2) institutional services where individuals (or their entities) receive advisory services from SAM and their unaffiliated registered investment advisors as part of the MarketRiders for Advisors Program.

In addition to the Standard Services offered to all SAM managed account clients, Clients may opt to participate in the SAM Enhanced Services program, in which they will receive more comprehensive personalized financial planning advice that may include a financial plan, annual financial plan updates, tax loss harvesting, advice relating to Client debt, savings, retirement planning, and ancillary tax-related advice. MarketRiders will base any such advice on the information provided by clients, including the information provided during the account opening process and subsequent financial consultations. Information obtained by SAM FAs as part of the Enhanced Services will not typically be taken into consideration with respect to the Standard advisory services. Any investment related tax issues discussed with the MarketRiders FA is not a substitute for qualified tax advice and Client should consult with their own tax advisor.

Clients are not obligated to follow any recommendations made as part of the Enhanced Services and neither SAM nor the FA will have any discretion over non Standard Services account assets with respect to implementing any such recommendations.

### **MarketRiders Online Subscription Service**

In addition to its Managed Account services, the Firm offers a subscription-based internet service (under the MarketRiders name) that empowers its subscribing clients to build and manage portfolios of Exchange Traded Funds (ETFs). To use the Subscription Service, Clients sign up and pay a monthly or annual subscription fee, which provides them access to MarketRiders' software so they can build and manage their own MarketRiders portfolios.

Within the MarketRiders subscription software, Clients can either choose to answer a series of questions resulting in a recommended portfolio, or they can employ the custom portfolio construction feature to build the portfolio of their choosing. MarketRiders monitors these portfolios for Clients and sends out rebalancing alerts guiding their portfolio management. All new Clients receive a 30-day free trial that can be terminated during the trial period without penalty. After the 30-day free trial, Clients may terminate their account at any time through the account management function on the MarketRiders website and no further charges will be made to their bank or credit card. There is no required minimum account size to use this service.

## **C. SOGOTRADE ASSET MANAGEMENT WRAP FEE PROGRAM**

With the exception of the Subscription Account Services, Client assets are managed as part of the SogoTrade Asset Management Wrap Fee Program (See attached SAM Wrap Fee Brochure). A wrap account is an account managed by SAM in which most expenses, including brokerage commissions, management fees, clearing fees and administrative costs, are "wrapped" into a single charge. The SAM Wrap Fee Program provides Clients with an assigned individual investment advisor, portfolio building technology, access to our Core and Risk Optimized portfolios, digital and personal portfolio monitoring, and ETF trades as part of a single fee based on a percentage of the account assets under management. A client may incur certain separate charges imposed by SogoTrade, Inc. or Apex Clearing Corporation such as wire transfer and electronic fund fees, account termination fees, in addition to other charges. Visit us at <https://power.sogotrade.com> for more details. The total costs associated with the SAM Wrap Fee Program may be more or less than if a Client were to separately purchase brokerage and advisory services. The factors that bear upon the relative costs of any wrap fee program include the number and timing of transactions, portfolio management and custody fees; regulatory, compliance and administrative charges; research costs, clearing charges, among others.

## **D. AMOUNTS UNDER MANAGEMENT**

As of December 2022, SAM managed \$ 15,821,177 .00 in client assets on a discretionary basis and \$ 589,059,000 .00 on a non-discretionary basis.

As of December 2022, MarketRiders also had \$ 604,880,177 .00 in assets under advisement (AUA) on the MarketRiders Platform. These assets are not directly managed by MarketRiders. Unaffiliated investment advisors, family offices, and high-net worth individuals are given access to MarketRiders' technology platform under its Subscription Service.

MarketRiders provides advice on how to manage their portfolios through this platform, and the client can choose to take action on the advice.

# **ITEM 5: FEES AND COMPENSATION**

## **A. FEE SCHEDULE**

### **SAM Managed Account Service Fees**

SAM is compensated for its Managed Account services by charging a fee based on the net market value of a Client's

Account. SAM reserves the right, in its sole discretion, to negotiate, reduce or waive the advisory fee for certain Client Accounts for any period of time determined by SAM. In addition, SAM may reduce or waive its fees for the Accounts of some Clients without notice to, or fee adjustment for, other Clients.

The annual management fee for SAM Standard Service managed accounts is 0.75% on the assets under management in the account. For Enhanced Service accounts, in addition to the Standard Service management fee, SAM charges an additional fee as negotiated with each client, not to exceed another 0.75%. MarketRiders charges a minimum monthly fee of \$5. Fees are charged on a monthly basis as explained below.

### **MarketRiders Online Subscription Service Fees**

For Clients who elect the subscription service, they pay a subscription fee of \$14.95 monthly or \$149.95 annually, which provides them access to MarketRiders software allowing them to build and manage their MarketRiders portfolios. These subscription fees are paid in advance with some Clients being offered a free trial period. Subscription fees that are charged in advance will be refunded at the Client's request, prorated by the amount of time that has elapsed during the subscription period. All new Clients receive a 30-day free trial that can be terminated during the trial period without penalty. After the 30-day free trial, Clients may terminate their account at any time through the account management function on the MarketRiders website and no further charges will be made to their bank or credit card.

## **B. PAYMENT OF FEES**

### **Payment of MarketRiders Online Subscription Service Fees**

Online Subscription Service fees are paid via credit or debit card in advance. Subscription fees that are charged in advance will be refunded at the Client's request in the event the Client terminates the account before the end of the prepaid period. Any refund will be prorated by the amount of time that has elapsed during a subscription period prior to account termination.

### **Payment of SAM Managed Account Service Fees**

SAM Managed Account fees for Standard Service and Enhanced Service accounts are charged in arrears, and are calculated on a continuous basis and deducted from Client Accounts each month as follows: SAM calculates a daily advisory fee, which is equal to the fee rate multiplied by the net market value of the Client's Account as of the close of trading on the New York Stock Exchange ("NYSE") (herein, "close of markets") on such day, or as of the close of markets on the immediately preceding trading day for any day when the NYSE is closed, and then divided by 365 (or 366 in any leap year). The advisory fee for a calendar month is equal to the total of the daily fees calculated during that month (less any deductions or fee waivers) and is deducted from Client Accounts no later than the tenth business day of the following month.

## **C. BROKERAGE SERVICES; OTHER FEES**

SAM will use its affiliate company, SogoTrade, Inc. ("Broker"), as the introducing broker-dealer for client accounts. Clients agree that Broker will effect trades in their accounts and will be responsible for confirmations and statements. Broker utilizes APEX Clearing Corporation as a custodian to hold clients' funds and ETF shares in safekeeping and to clear, and settle ETF trades. SAM includes the cost of the Broker's transaction as part of its management fees, and therefore Clients pay no commissions for trading activity in the accounts. The Broker may also impose various fees for transferring securities and for other services. Clients may be responsible for paying all or some of these fees, which are in addition to the SAM management fee. These other fees are subject to change by Broker without warning. Management fees may be charged by third-party ETF companies and are not included as part of the SAM fee. ETF expenses are deducted from the securities on the exchange, not from a client's account.

## **D. PREPAYMENT OF FEES**

MarketRiders collects subscription fees in advance. SAM does not require nor does it solicit pre-payment of any Management Fees. All managed fees are paid based on service provided.

## **E. OUTSIDE COMPENSATION FOR THE SALE OF SECURITIES TO CLIENTS**

Neither SAM nor its supervised persons accept any compensation for the sale of securities or other investment products, including asset-based sales charges or services fees from the sale of mutual funds.

## **ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

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

## **ITEM 7: TYPES OF CLIENTS**

The Firm's managed and subscription services are primarily available to the following Types of Clients:

- Individuals
- High-Net-Worth Individuals
- Small business owners
- Trusts, Corporations and Partnerships

### **Minimum Account Size**

There is no account minimum for participation in the Online Subscription Service. For Managed Accounts, there is an account minimum of \$1,000 for the SAM Core portfolios and \$25,000 for the SAM Power Portfolios.

## **ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF INVESTMENT LOSS**

### **A. METHODS OF ANALYSIS AND INVESTMENT STRATEGIES**

SAM's method of analysis is based on modern portfolio theory. Modern Portfolio Theory focuses on asset allocation through the use of Exchange Traded Funds and the implementation of periodic rebalancing when target allocations move outside of defined ranges. As part of this strategy, SAM employs a "buy and hold" approach to asset management based on the belief that no one can time the market. The focus for the investor should be how much the investor can risk losing and how long they are willing to keep money in the market.

The algorithms SAM employs are created and managed by the SAM portfolio management team. Algorithms are used to build, manage and rebalance portfolios of Exchange Traded Funds ("ETFs") in all our managed client accounts by incorporating mathematical formulae and computer code. The algorithms optimize the portfolio building functions, allocate assets across asset classes, and periodically rebalance the SAM client portfolios. These algorithms consider historical prices of securities and market indices, and assume that historical patterns will continue into the future. These algorithms may not perform as intended for numerous reasons, including incorrect assumptions, changes in short and long-term market conditions, and/or changes to

data inputs. SAM may also periodically modify these algorithms, the computer code, or the underlying assumptions, and these changes may have unintended consequences.

Additional information published by the Securities and Exchange Commission regarding Client considerations for automated (robo advisor) digital investment advisory platforms is available at [https://www.sec.gov/oiea/investor-alerts-bulletins/ib\\_robo-advisers.html](https://www.sec.gov/oiea/investor-alerts-bulletins/ib_robo-advisers.html).

All recommended portfolio positions and rebalancing recommendations generated by the SAM algorithms are not automatically executed, and SAM will review and approve all trades recommended by SAM algorithms before they are executed. The algorithms are periodically tested (at least quarterly) using back-testing of the rules contained within the algorithms. Regardless, there is always a risk the algorithms will not perform as anticipated. The algorithms are reviewed and tested by both computer engineering and licensed investment personnel. In some cases, the SAM portfolio manager may take action different from that which is recommended by the algorithms, for instance, during extreme market volatility. SAM may change the specific ETFs that comprise a particular portfolio without notice to clients.

During the signup process clients are required to answer questions regarding their time horizon, investment goals, account size, and their personal level of risk. The SAM algorithms take these inputs into account, making long-term portfolio recommendations based on them. During the SAM account opening process, SAM also gathers other information from the client including account type, employment status, tax bracket, income and net worth. This information is not used by the algorithms for setting portfolio recommendations, but are reviewed and considered by the SAM FAs and portfolio managers. Issues such as client debts, monthly income needs, and assets held outside of SAM are not taken into account by the algorithm nor as part of the portfolio recommendation and implementation process. Accordingly, the portfolio recommended by the SAM algorithms may not be suitable for all clients based on their complete financial situation.

SAM currently offers two sets of portfolios with distinct investment styles. These include the following:

- **SAM Core Portfolios:** these portfolios offer a set of globally diversified stock and bond allocations comprised of low-cost, liquid, well-diversified, index-tracking ETFs from various providers. **SAM Power Portfolios:** these portfolios are designed to outperform certain market indices at various levels of risk by incorporating strategies to better reduce portfolio volatility than is possible with MarketRiders' core portfolios. These portfolios have a US small capitalization and value tilt.

You can learn more about SAM'S investment advice and methodologies by accessing the Methodology page at <https://power.sogtrade.com>. Clients may impose reasonable restrictions on the management of their accounts, including what ETF funds they would not like to hold in their account. These restrictions may be placed on the account by contacting the Client's assigned investment advisor during or after the portfolio creation process. SAM reserves the right to determine whether any proposed restriction by the Client is reasonable.

## **B. MATERIAL RISKS INVOLVED**

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

- **Interest-rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or ETF may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.

- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

SAM makes no representation regarding the likelihood or probability that any proposed investing plan will, in fact, achieve a particular investment goal. Past performance does not guarantee future results, and a Model Portfolio may lose value.

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

## **C. RISKS OF SPECIFIC SECURITIES UTILIZED**

SAM uses Exchange traded funds ("ETFs") which are professionally managed pooled vehicles that invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities or any combination thereof. ETFs' managers trade fund investments in accordance with fund investment objectives. While ETFs generally provide diversification, risks can be significantly increased for funds concentrated in a particular sector of the market, or that primarily invest in small cap or speculative companies, use leverage (i.e. borrow money) to a significant degree, or concentrate in a particular type of security (i.e. equities) rather than balancing the fund with different types of securities. ETFs can be bought and sold throughout the day like stock and their price can fluctuate throughout the day. During times of extreme market volatility, ETF pricing may lag versus the actual underlying asset values. This lag usually resolves itself in a short period of time (usually less than one day), however, there is no guarantee this relationship will always occur. The market price of ETFs is subject to the forces of supply and demand and thus independent of the ETFs NAV. This can result in the market price trading at a premium or discount to the NAV which will affect an investment's value.

# **ITEM 9: DISCIPLINARY INFORMATION**

## **A. CRIMINAL OR CIVIL ACTIONS**

There are no criminal or civil actions to report.

## **B. ADMINISTRATIVE PROCEEDINGS**

There are no administrative proceedings to report.

## **C. SELF-REGULATORY ORGANIZATION (SRO) PROCEEDINGS**

There are no self-regulatory organization proceedings to report.

# ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

## A. REGISTRATION AS A BROKER / DEALER OR BROKER / DEALER REPRESENTATIVE

SAM CEO and CCO Kristopher Wallace is a registered principal of SogoTrade, Inc., a FINRA member broker-dealer. SAM FA Richard Flores is a registered representative of SogoTrade, Inc.

## B. REGISTRATION AS A FUTURES COMMISSION MERCHANT, COMMODITY POOL OPERATOR, OR A COMMODITY TRADING ADVISOR

SAM is not registered as a FCM, CPO, or CTA. MarketRiders CEO and CCO Kristopher Wallace is the CEO of Forceshares, LLC, a commodity pool operator registered with the NFA, but which has no current firm activity.

## C. REGISTRATION RELATIONSHIPS MATERIAL TO THIS ADVISORY BUSINESS AND POSSIBLE CONFLICTS OF INTERESTS

MarketRiders, Inc. is a wholly owned subsidiary of Sogo Financial Group, Inc., which is also the parent company of SogoTrade, Inc. SogoTrade has entered into a fully disclosed introducing clearing agreement with Apex Clearing Corporation ("Apex"). Broker instructs Apex on behalf of MarketRiders, where applicable, to provide execution services for Clients' Account transactions pursuant to the authority the Client has given under the applicable Account Agreement.

## D. SELECTION OF OTHER ADVISORS OR MANAGERS AND HOW THIS ADVISOR IS COMPENSATED FOR THOSE SELECTIONS

SAM does not utilize nor select other advisors or third party managers.

# ITEM 11: CODE OF ETHICS, PARTICIPATION IN TRANSACTIONS, PERSONAL TRADING

## A. CODE OF ETHICS

The Firm has a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. Clients may request a copy of our Code of Ethics from management.

## B. RECOMMENDATIONS INVOLVING MATERIAL FINANCIAL INTERESTS

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

## **C. INVESTING PERSONAL MONEY IN THE SAME SECURITIES AS CLIENTS**

From time to time, representatives of SAM may buy or sell securities for themselves that they also recommend to clients. SAM will always document any transactions that could be construed as conflicts of interest and will always transact client business before their own when similar securities are being bought or sold.

## **D. TRADING SECURITIES AT OR AROUND THE SAME TIME AS CLIENTS' SECURITIES**

Employees of the Firm may buy or sell specific securities for their own accounts that may or may not be purchased or sold for Clients. SAM monitors the securities transactions of its Employees and investigates any unusual patterns that it detects. It requires its Employees to report any violations of its Code of Ethics promptly to the SAM Chief Compliance Officer.

# **ITEM 12: BROKERAGE PRACTICES**

## **A. FACTORS USED TO SELECT CUSTODIANS AND/OR BROKER DEALERS**

For its Subscription Service, MarketRiders clients are free to choose any broker-dealer.

For its Managed Account Service, SAM uses its affiliate Broker—SogoTrade, Inc. SogoTrade's procedures are designed to make every attempt to obtain the best execution possible, although there can be no assurance that it can be obtained. SAM considers the quality of the brokerage services provided, including the firm's reputation, execution capabilities, commission rates, and responsiveness to Clients and to MarketRiders' issues, quality of their application programming interfaces and technology; and other factors. Clients should understand that even though SAM considers the foregoing as part of its best execution analysis, the appointment of SogoTrade as the sole broker for their accounts may result in disadvantages to the client as a possible result of less favorable executions than may be available through the use of a different broker-dealer. Custody and clearing services are provided by Apex Clearing Corporation to SogoTrade, Inc. for SAM client accounts.

### **1. Research and Other Soft-Dollar Benefits**

SAM receives no research, product, or services other than execution from a broker dealer or third-party in connection with client securities transactions ("soft dollar benefits").

### **2. Brokerage for Client Referrals**

SAM receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

### **3. Clients Directing Which Broker/Dealer/Custodian to Use**

Clients using the MarketRiders Subscription Service may use any broker-dealer of their choosing. SAM offers its Managed Account Service only to Clients who agree to use SogoTrade as their broker-dealer for purposes of effecting transactions within their accounts.

## **B. AGGREGATING (BLOCK) TRADING FOR MULTIPLE CLIENT ACCOUNTS**

In the interest of better trade execution, SAM may, but is not required to, aggregate purchase or sale orders for a Client's Account with purchase or sale orders in other Client Accounts in its Managed Account Service. In such event, the average price of the securities purchased or sold in such a transaction may be determined and a client will be allocated the average transaction price. The price may be less favorable to the Client than it would be if similar transactions were not being aggregated.

# ITEM 13: REVIEW OF ACCOUNTS

## A. FREQUENCY AND NATURE OF PERIODIC REVIEWS AND WHO MAKES THOSE REVIEWS

The MarketRiders Subscription Service enables subscribers to review their portfolios when the client's financial situation changes and provides a new portfolio recommendation. Portfolio review is done at the clients' discretion; there is no intervention by MarketRiders.

SAM regularly reviews the accounts of its Managed Account Service clients. It conducts the account reviews through its automated computer algorithms and periodically through its FAs. For each of its strategies, SAM is responsible for periodically reviewing trading data and other automated reports and overseeing the trading activity performed on behalf of its clients within the investment strategies. Such reviews include without limitation a verification that actual trading activity is consistent with the intended strategy and a determination that trading is undertaken in compliance with applicable regulations. In addition, the Compliance Department reviews certain other aspects of regulatory compliance. The frequency of all such reviews is determined as warranted by the purpose of the review and other circumstances.

## B. FACTORS THAT WILL TRIGGER A NON-PERIODIC REVIEW OF CLIENT ACCOUNTS

The Subscription Service enables subscribers to review their portfolios when the client's financial situation changes and provides a new portfolio recommendation. Portfolio review for subscribers is done at the clients' discretion; there is no intervention by MarketRiders.

With respect to the Managed Account Service, reviews may also be triggered by material market movements, economic or political events, or by changes in the client's risk tolerance or goals.

## C. CONTENT AND FREQUENCY OF REGULAR REPORTS PROVIDED TO CLIENTS

MarketRiders provides monthly reports via email to its Subscription Service Clients.

SAM provides its clients with continuous access via its website to real-time reporting information about account status, securities positions and balances. Managed Account Clients also receive monthly account statements and trade confirmations via email, reporting their positions, their portfolio allocations and any transactions in the preceding month. Clients also receive periodic e-mail communications, typically on a weekly basis, describing portfolio performance, account information, and product features. These periodic emails advise the Clients to communicate any changes to their financial status or investment goals that may trigger changes to their recommended portfolios. On at least a quarterly basis, SAM also sends an email notice to all of its managed account clients advising them that they have the right to impose reasonable restrictions on the management of their accounts. Further, on at least an annual basis, SAM contacts each Client to remind them to review and update (or confirm) their investment profile information previously provided. The reviews are conducted by the portfolio managers, the chief compliance officer, and/or the Client's assigned FA.

## **ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION**

### **A. ECONOMIC BENEFITS PROVIDED BY THIRD PARTIES FOR ADVICE RENDERED TO CLIENTS (INCLUDES SALES AWARDS OR OTHER PRIZES)**

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

### **B. COMPENSATION TO NON-ADVISORY PERSONNEL FOR CLIENT REFERRALS**

SAM may enter into written agreements with third-party solicitors or strategic partners who are in a position to refer clients to SAM. Generally, where such referrals may result in a new Managed Account Service client, SAM would compensate the third-party solicitor according to the terms negotiated with such solicitor. New clients are advised of such compensation prior to opening an account. SAM supervises the referral activities of these solicitors. Clients are not charged any fee nor do they incur any additional costs for being referred to SAM by a solicitor or strategic partner. In addition, certain SAM personnel may be eligible for additional compensation based on firm-wide growth targets and/or individual targets.

## **ITEM 15: CUSTODY**

MarketRiders does not take custody of the assets of its Subscription Service clients.

With respect to Managed Account Services, SAM may be deemed to have limited custody of Client funds because Client grants SAM authority to directly deduct its fees at the selected custodian. Clients will receive all account statements and should carefully review those statements for accuracy.

## **ITEM 16: INVESTMENT DISCRETION**

MarketRiders does not have discretion over client accounts using the Subscription Service.

Before SAM can buy or sell securities in a Managed Client Account, a client must sign or e-sign the SogoTrade Asset Management Investment Advisory Agreement in which Client grants MarketRiders discretionary authority to manage the Client account assets. Clients grant SAM discretion over the selection and amount of securities to be purchased or sold without obtaining consent or approval prior to each transaction. As stated in Section 8, Clients may impose reasonable restrictions on the management of their accounts.

## **ITEM 17: VOTING CLIENT SECURITIES (PROXY VOTING)**

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

## **ITEM 18: FINANCIAL INFORMATION**

### **A. BALANCE SHEET**

SAM does not require nor solicit prepayment of more than \$1,200 in subscription or managed fees per client six months or more in advance and therefore does not need to include a balance sheet with this brochure.

### **B. FINANCIAL CONDITIONS REASONABLY LIKELY TO IMPAIR ABILITY TO MEET CONTRACTUAL COMMITMENTS TO CLIENTS**

Neither MarketRiders nor its management have any financial conditions that are likely to reasonably impair our ability to meet contractual commitments to clients.

### **C. BANKRUPTCY PETITIONS IN PREVIOUS TEN YEARS**

Neither MarketRiders nor its management have been the subject of a bankruptcy petition in the last ten years.

**FORM ADV PART 2 B**  
**BROCHURE**  
**SUPPLEMENT**  
**ITEM 1: COVER PAGE**

1 McBride & Son Center Drive  
Chesterfield, Missouri 63005  
(866) 990-3837  
[www.marketriders.com](http://www.marketriders.com)  
[support@marketriders.com](mailto:support@marketriders.com)

# FORM ADV PART 2B: BROCHURE SUPPLEMENT

This brochure supplement provides information that supplements the MarketRiders Form ADV Part 2A brochure with regard to the following person: Kristopher A. Wallace.

You should have received a copy of the MarketRiders Form ADV 2A brochure. Please contact MarketRiders at 866-990-3837 or by email at [support@marketriders.com](mailto:support@marketriders.com) if you did not receive that brochure or if you have any questions about the contents of this brochure supplement.

Additional information about MarketRiders is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

As used in this Part 2B, the term "the Adviser" refers to MarketRiders, Inc. except where the context otherwise requires.

This brochure supplement is for informational purposes only. It does not convey an offer of any type and is not intended to be, and should not be construed as, an offer to sell, or the solicitation of an offer to buy, any interest in any entity, investment, or investment vehicle.

KRISTOPHER A. WALLACE

Item 2: Educational Background and Business Experience Year

Born: Formal education:

Business background:

1971

University of Missouri at Columbia, BBA Finance, Minor Economics 1993

MarketRiders, CCO, 2021 to present, MarketRiders, CEO, & IAR, 2016 to present SogoTrade, Inc., SVP, 2015 to present Scottrade, Inc., VP/Director, 1996 to 2015 Series 7, 24, 55, 63, 66

Item 3: Disciplinary Information

There are no legal or disciplinary events over the past ten years that are material to a client's or prospective client's evaluation of this advisory business.

Item 4: Other Business Activities

In addition to this investment advisory business, Mr. Wallace is also a registered representative and registered principal of affiliated company SogoTrade, Inc. Further, Mr. Wallace is the CEO of Forceshares, LLC, a commodity pool operator registered with the NFA, but which has no current firm activity.

Item 5: Additional Compensation

In addition to receiving compensation from MarketRiders, Inc., Mr. Wallace receives compensation from SogoTrade, Inc. as an officer.

Item 6: Supervision

Mr. Wallace serves as the Chief Executive Officer and Chief Compliance Officer of the Adviser and as such is not subject to additional supervision. Mr. Wallace may be contacted at 866-990-3837. The Adviser's investment decisions are based on an automated analysis of client portfolios and accounts. This analysis relies on proprietary models to generate views on portfolio allocation and rebalancing. The Adviser's portfolio management team supervises the day-to-day execution of these models and continuously research ways to enhance their efficiency. Moreover, the Adviser's compliance function monitors the Adviser's investment activities through electronically generated reports designed to audit trading activity and account management. Finally, the Adviser's investment committee periodically reviews the Adviser's investment strategies and risk processes, and approves revisions to those strategies and processes as necessary.

**ITEM 1: COVER PAGE**

**APPENDIX 1 TO FORM ADV PART 2A**



# SOGOTRADE ASSET MANAGEMENT WRAP FEE BROCHURE

1 McBride & Son Center Drive  
Chesterfield, Missouri 63005  
(866) 990 -3837  
[www.marketriders.com](http://www.marketriders.com)  
[support@marketriders.com](mailto:support@marketriders.com)

This Wrap Fee Brochure provides information about the qualifications and business practices of MarketRiders, Inc. (also doing business as "SogoTrade Asset Management" - hereinafter "MarketRiders"), an SEC registered investment advisor. Registration does not imply a certain level of skill or training but only indicates that MarketRiders has registered its business with state and federal regulatory authorities including the United States Securities and Exchange Commission. If you have any questions about the contents of this brochure, please contact us at (866) 990 -3837 or by email at: [support@marketriders.com](mailto:support@marketriders.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about MarketRiders is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). MarketRiders' CRD number is: 147963

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# APPENDIX 1 TO FORM ADV PART 2A

## ITEM 2: MATERIAL CHANGES

- There are no material changes in this brochure from the last annual updating amendment on March 12, 2020 of MarketRiders, Inc. Material changes relate to MarketRiders, Inc.'s policies, practices or conflicts of interests.

## ITEM 4: SERVICES, FEES AND COMPENSATION

### A. General Description of the Firm

MarketRiders, Inc., also doing business as "SogoTrade Asset Management" (hereinafter "MarketRiders") was founded in 2008, and is privately owned by Sogo Financial Group, Inc. MarketRiders provides investment management services to its clients and is registered with the Securities and Exchange Commission ("SEC"). MarketRiders offers Subscription Account Services and Managed Account Services under the MarketRiders Wrap Fee Program. Additional information about MarketRiders' products, structure and officers is provided in Part 1 of MarketRiders' Form ADV which is available online at <http://www.adviserinfo.sec.gov>. Please visit our website at <https://power.sogotrade.com> for additional information.

### B. Summary of MarketRiders' Advisory Services

MarketRiders offers Managed Account services that provide Clients access to MarketRiders' digital portfolio platform and the expertise and convenience of experienced investment advisors. The Client portfolio is designed to be consistent with each Clients' investment objectives and risk tolerances, typically taking into account such factors as age, investment experience, investment time horizon, investment objectives and investment restrictions. MarketRiders develops a customized portfolio for each client using Exchange Traded Funds ("ETFs").

The following services are offered to all of our Standard Services Clients:

- Risk Optimized Portfolios
- MarketRiders Core Portfolios
- Ongoing account monitoring and management
- Automatic rebalancing
- Your own personal financial advisor
- Instantaneous, paperless account opening and funding process
- Asset custody services at no additional charge
- Commission free trades
- Minimum account size \$1,000 for Core Portfolios and \$25,000 for Risk Optimized Portfolios
- Investment Tools
- Portfolio personalization and reasonable account management restrictions

Each Managed Account Client has a personal financial advisor ("FA") assigned to their accounts and the FA is available (depending on the Client's location) for in-person meetings, and/or the FA can be reached during normal business hours by telephone, online chat, email or through a video conference interface.

MarketRiders offers the following types of managed services: (1) individualized retail advisory service for persons, trusts, and other legal entities; and (2) institutional services where individuals (or their entities) receive advisory services from MarketRiders and their unaffiliated registered investment advisors as part of the MarketRiders for Advisors Program. MarketRiders also offers certain qualified Clients with the ability to receive non-discretionary advisory services by participating in the MarketRiders' "Enhanced Services" program. MarketRiders Clients not participating in the Enhanced Services plan are part of the Standard Services program.

In addition to the Standard Services offered to all MarketRiders managed account clients, Clients may opt to participate in the MarketRiders Enhanced Services program, in which they will receive more comprehensive personalized financial planning advice that may include a financial plan, annual financial plan updates, tax loss harvesting, advice relating to Client debt, savings, retirement planning, and ancillary tax-related advice. MarketRiders will base any such advice on the information provided by clients, including the information provided during the account opening process and subsequent financial consultations. Information obtained by MarketRiders' FAs as part of the Enhanced Services will not typically be taken into consideration with respect to discretionary advisory services. Any investment related tax issues discussed with the MarketRiders FA is not a substitute for qualified tax advice and Client should consult with their own tax advisor. Clients are not obligated to follow any recommendations made as part of the Enhanced Services and neither MarketRiders nor the FA will have any discretion over non Standard Services account assets with respect to implementing any such recommendations.

### C. Wrap Fee Program Description

Client assets are managed as part of the MarketRiders Wrap Fee Program. A wrap account is an account managed by MarketRiders in which most expenses, including brokerage commissions, management fees, clearing fees and administrative costs, are "wrapped" into a single charge. The MarketRiders Wrap Fee Program provides Clients with an assigned individual investment advisor, portfolio building technology, low volatility multifactor portfolios, digital and personal portfolio monitoring, and ETF trades as part of a single fee based on a percentage of the account assets under management. A client may incur certain separate charges imposed by SogoTrade, Inc. or Apex Clearing Corporation such as wire transfer and electronic fund fees, account termination fees, in addition to other charges. (See "Other Account Fees" below). Visit us at [www.MarketRiders.com](http://www.MarketRiders.com) for more details. The total costs associated with the MarketRiders Wrap Fee Program may be more or less than if a Client were to separately purchasing brokerage and advisory services. The factors that bear upon the relative costs of any wrap fee program include the number and timing of transactions, portfolio management and custody fees; regulatory, compliance and administrative charges; research costs, clearing charges, among others.

### D. Advisory Fees

The annual management fee for MarketRiders' Standard Service managed accounts is 0.75% on the assets under management in the account. For Enhanced Service accounts, in addition to the Standard Service management fee, MarketRiders charges an additional fee as negotiated with each client, not to exceed another 0.75%. MarketRiders charges a minimum monthly fee of \$5. Fees are charged on a monthly basis as explained below.

MarketRiders is compensated for its Managed Account services by charging a fee based on the net market value of a Client's Account. MarketRiders reserves the right, in its sole discretion, to negotiate, reduce or waive the advisory fee for certain Client Accounts for any period of time determined by MarketRiders. In addition, MarketRiders may reduce or waive its fees for the Accounts of some Clients without notice to, or fee adjustment for, other Clients.

The annual management fee for MarketRiders' Standard Service managed accounts is 0.75% on the assets under management in the account. For Enhanced Service accounts, in addition to the Standard Service management fee, MarketRiders charges an additional fee as negotiated with each client, not to exceed another 0.75%. MarketRiders charges a minimum monthly fee of \$5. Fees are charged on a monthly basis as explained below. MarketRiders is not compensated on the basis of a share of capital gains or capital appreciation of the funds or any portion of the funds of Client.

MarketRiders' Managed Account fees are charged in arrears, and are calculated on a continuous basis and deducted from Client Accounts each month as follows: MarketRiders calculates a daily advisory fee, which is equal to the fee rate multiplied by the net market value of the Client's Account as of the close of trading on the New York Stock Exchange ("NYSE") (herein, "close of markets") on such day, or as of the close of markets on the immediately preceding trading day for any day when the NYSE is closed, and then divided by 365 (or 366 in any leap year). The advisory fee for a calendar month is equal to the total of the daily fees calculated during that month (less any deductions or fee waivers) and is deducted from Client Accounts no later than the tenth business day of the following month. MarketRiders may pay Broker

a portion of the MarketRiders advisory fee in accordance with an agreement with Broker so that Broker can cover its execution, clearance, and settlement charges for purchase and sales of securities in the Account.

#### E. Other Account Fees

Client will not be charged any commissions for trades effected through the Broker, but all other charges including custodial fees, stock transfer fees, transaction fees, charges imposed directly by mutual, index or exchange-traded funds, odd-lot differentials fees, transfer taxes, wire transfer and electronic fund fees, fees for delivery of documents in paper form, physical delivery of securities or transfers in-kind of securities, and Account ACAT and other similar charges incurred in connection with transactions for Client's account will be paid out of the assets in the Account and are in addition to the Wrap Fees paid by Client to MarketRiders.

### **ITEM 5: ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS**

The minimum amount required to open and maintain a MarketRiders Account is \$1000 for MarketRiders Core portfolios and \$25,000 for MarketRiders Risk Optimized portfolios. The MarketRiders managed services offered under the Wrap Fee Program are primarily available to individuals, High-Net-Worth Individuals, small business owners and Trusts, Corporations and Partnerships. Additional requirements for opening an Account are described in Item 4 above. Under the terms of the Wrap Fee Advisory Agreement and the Brokerage Agreement, the Client agrees to receive all Account information and Account documents (including this Brochure), and any updates or changes to same, through the website and via electronic communications. Signatures for the Agreements and all documentation related to the advisory and brokerage services are typically managed electronically. Although MarketRiders will periodically contact its Clients, it is the Client's responsibility to promptly notify MarketRiders of any changes to their financial situation or investment objectives that could require a revision to the portfolio. The digital advisory services include preselected ETFs for each asset class within the recommended plan. Clients may impose reasonable restrictions on the management of their accounts, including what ETF funds they would not like to hold in their account. These restrictions may be placed on the account by contacting the Client's assigned investment advisor during or after the portfolio creation process. MarketRiders reserves the right to determine, at its sole discretion, whether any restriction imposed by Client is reasonable.

### **ITEM 6: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF INVESTMENT LOSS**

MarketRiders' method of analysis is based on modern portfolio theory. Modern Portfolio Theory focuses on asset allocation through the use of Exchange Traded Funds and the implementation of periodic rebalancing when target allocations move outside of defined ranges. As part of this strategy, MarketRiders employs a "buy and hold" approach to asset management based on the belief that no one can time the market. The focus for the investor should be how much the investor can risk losing and how long they are willing to keep money in the market.

The algorithms MarketRiders employs are created and managed by the MarketRiders' portfolio management team. Algorithms are used to build, manage and rebalance portfolios of Exchange Traded Funds ("ETFs") in all our managed client accounts by incorporating mathematical formulae and computer code. The algorithms optimize the portfolio building functions, allocate assets across asset classes, and periodically rebalance the MarketRiders client portfolios. These algorithms consider historical prices of securities and market indices, and assume that historical patterns will continue into the future. These algorithms may not perform as intended for numerous reasons, including incorrect assumptions, changes in short and long-term market conditions, and/or changes to data inputs. MarketRiders may also periodically modify these algorithms, the computer code, or the underlying assumptions, and these changes may have unintended consequences. Additional information published by the Securities and Exchange Commission regarding Client considerations for automated (robo advisor) digital investment advisory platforms is available at [https://www.sec.gov/oiea/investor-alerts-bulletins/ib\\_rob-advisers.html](https://www.sec.gov/oiea/investor-alerts-bulletins/ib_rob-advisers.html).

All recommended portfolio positions and rebalancing recommendations generated by the MarketRiders' algorithms are not automatically executed, and MarketRiders will review and approve all trades recommended by MarketRiders algorithms

before they are executed. The algorithms are periodically tested (at least quarterly) using back-testing of the rules contained within the algorithms. Regardless, there is always a risk the algorithms will not perform as anticipated. The algorithms are reviewed and tested by both computer engineering and licensed investment personnel. In some cases, the MarketRiders portfolio manager may take action different from that which is recommended by the algorithms, for instance, during extreme market volatility. MarketRiders may change the specific ETFs that comprise a particular portfolio without notice to clients.

During the signup process clients are required to answer questions regarding their time horizon, investment goals, account size, and their personal level of risk. The MarketRiders algorithms take these inputs into account, making long-term portfolio recommendations based on them. During the MarketRiders account opening process, MarketRiders also gathers other information from the client including account type, employment status, tax bracket, income and net worth. This information is not used by the algorithms for setting portfolio recommendations but are reviewed and considered by the MarketRiders FAs and portfolio managers. Issues such as client debts, monthly income needs, and assets held outside of MarketRiders are not taken into account by the algorithm nor as part of the portfolio recommendation and implementation process. Accordingly, the portfolio recommended by the MarketRiders algorithms may not be suitable for all clients based on their complete financial situation.

MarketRiders currently offers two sets of portfolios with distinct investment styles. These include the following:

- MarketRiders' Core Portfolios: these portfolios offer a set of globally diversified stock and bond allocations comprised of low-cost, liquid, well-diversified, index-tracking ETFs from various providers.
- MarketRiders' Risk Optimized Portfolios: these portfolios are designed to outperform certain market indices at various levels of risk by incorporating strategies to better reduce portfolio volatility than is possible with MarketRiders' core portfolios. These portfolios have a US small capitalization and value tilt.

You can learn more about MarketRiders' investment advice and methodologies by accessing the Methodology page at [www.sogomarketriders.com](http://www.sogomarketriders.com). Clients may impose reasonable restrictions on the management of their accounts, including what ETF funds they would not like to hold in their account. These restrictions may be placed on the account by contacting the Client's assigned investment advisor during or after the portfolio creation process. MarketRiders reserves the right to determine whether any proposed restriction by the Client is reasonable.

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

- Interest-rate Risk: Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- Market Risk: The price of a security, bond, or ETF may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- Inflation Risk: When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- Currency Risk: Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- Reinvestment Risk: This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- Business Risk: These risks are associated with a particular industry or a particular company within an industry.

- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.
- **Exchange Traded Fund Risk:** MarketRiders uses Exchange traded funds ("ETFs") which are professionally managed pooled vehicles that invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities or any combination thereof. ETFs' managers trade fund investments in accordance with fund investment objectives. While ETFs generally provide diversification, risks can be significantly increased for funds concentrated in a particular sector of the market, or that primarily invest in small cap or speculative companies, use leverage (i.e. borrow money) to a significant degree, or concentrate in a particular type of security (i.e. equities) rather than balancing the fund with different types of securities. ETFs can be bought and sold throughout the day like stock and their price can fluctuate throughout the day. During times of extreme market volatility, ETF pricing may lag versus the actual underlying asset values. This lag usually resolves itself in a short period of time (usually less than one day), however, there is no guarantee this relationship will always occur. The market price of ETFs is subject to the forces of supply and demand and thus independent of the ETFs NAV. This can result in the market price trading at a premium or discount to the NAV which will affect an investment's value.

MarketRiders makes no representation regarding the likelihood or probability that any proposed investing plan will, in fact, achieve a particular investment goal. Past performance does not guarantee future results, and a Model Portfolio may lose value.

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

## **ITEM 7: REVIEW OF ACCOUNTS**

MarketRiders regularly reviews the accounts of its Managed Account Service clients. It conducts the account reviews through its automated computer algorithms and periodically through its FAs. For each of its strategies, MarketRiders is responsible for periodically reviewing trading data and other automated reports and overseeing the trading activity performed on behalf of its clients within the investment strategies. Such reviews include without limitation a verification that actual trading activity is consistent with the intended strategy and a determination that trading is undertaken in compliance with applicable regulations. In addition, the Compliance Department reviews certain other aspects of regulatory compliance. The frequency of all such reviews is determined as warranted by the purpose of the review and other circumstances.

With respect to the Managed Account Service, reviews may also be triggered by material market movements, economic or political events, or by changes in the client's risk tolerance or goals.

MarketRiders provides its Clients with continuous access via its website to real-time reporting information about account status, securities positions and balances. Managed Account Clients also receive monthly account statements and trade confirmations via email, reporting their positions, their portfolio allocations and any transactions in the preceding month. Clients also receive periodic e-mail communications, typically on a weekly basis, describing portfolio performance, account information, and product features. These periodic emails advise the Clients to communicate any changes to their financial status or investment goals that may trigger changes to their recommended portfolios. On at least a quarterly basis, MarketRiders also sends an email notice to all of its managed account clients advising them that they have the right to impose reasonable restrictions on the management of their accounts. Further, on at least an annual basis, MarketRiders contacts each Client to remind them to review and update (or confirm) their investment profile information previously

provided. The reviews are conducted by the portfolio managers, the chief compliance officer, and/or the Client's assigned FA.

## **ITEM 8: CLIENT CONTACT WITH PORTFOLIO MANAGERS**

Client contacts and communications regarding participation in the Wrap Fee Program may take place through direct communications with their assigned investment advisor or through electronic means, such as email or through the MarketRiders website. MarketRiders also provides telephone assistance to its Clients for assistance with technical questions or problems.

## **ITEM 9: ADDITIONAL INFORMATION    DISCIPLINARY INFORMATION**

MarketRiders has no material legal, administrative or regulatory disciplinary items to report. MarketRiders CEO and CCO Kristopher Wallace is a registered principal of SogoTrade, Inc., a FINRA member broker-dealer. MarketRiders is not registered as a FCM, CPO, or CTA. MarketRiders CEO

Kristopher Wallace is the CEO of Forceshares, LLC, a commodity pool operator registered with the NFA, but which has no current firm activity. MarketRiders is a wholly owned subsidiary of Sogo Financial Group, Inc., which is also the parent company of SogoTrade, Inc. SogoTrade has entered into a fully disclosed introducing clearing agreement with Apex Clearing Corporation ("Apex"). Broker instructs Apex on behalf of MarketRiders, where applicable, to provide execution services for Clients' Account transactions pursuant to the authority the Client has given under the applicable Account Agreement.

MarketRiders has a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. Clients may request a copy of our Code of Ethics from management. MarketRiders does not recommend that clients buy or sell any security in which a related person to MarketRiders has a material financial interest. From time to time, representatives of MarketRiders may buy or sell securities for themselves that they also recommend to clients. MarketRiders will always document any transactions that could be construed as conflicts of interest and will always transact client business before their own when similar securities are being bought or sold. Employees of MarketRiders may buy or sell specific securities for their own accounts that may or may not be purchased or sold for Clients. MarketRiders monitors the securities transactions of its Employees and investigates any unusual patterns that it detects. It requires its Employees to report any violations of its Code of Ethics promptly to MarketRiders' Chief Compliance Officer.

MarketRiders regularly reviews the accounts of its Managed Account Service clients. It conducts the account reviews through its automated computer algorithms and through investment advisers. For each of its strategies, MarketRiders is responsible for periodically reviewing trading data and other automated reports and overseeing the trading activity performed on behalf of its clients within the investment strategies. Such reviews include without limitation a verification that actual trading activity is consistent with the intended strategy and a determination that trading is undertaken in compliance with applicable regulations. In addition, the Compliance Department reviews certain other aspects of regulatory compliance. The frequency of all such reviews is determined as warranted by the purpose of the review and other circumstances. Reviews may also be triggered by material market movements, economic or political events, or by changes in the client's risk tolerance or goals. MarketRiders provides its Clients with continuous access via its website to real-time reporting information about account status, securities positions and balances. Managed Account Clients also receive monthly account statements and trade confirmations via email, reporting their positions, their portfolio allocations and any transactions in the preceding month.

MarketRiders does not receive any economic benefit, directly or indirectly, from any third party for advice rendered to MarketRiders clients. MarketRiders may enter into written agreements with third-party solicitors or strategic partners who are in a position to refer clients to MarketRiders. Generally, where such referrals may result in a new Managed Account Service client, MarketRiders would compensate the third-party solicitor according to the terms negotiated with such solicitor. New clients are advised of such compensation prior to opening an account. MarketRiders supervises the referral activities of these solicitors. Clients are not charged any fee nor do they incur any additional costs for being referred to MarketRiders by a solicitor or strategic partner. In addition, certain MarketRiders personnel may be eligible for additional compensation based on firm-wide growth targets and/or individual targets.

MarketRiders does not require nor solicit prepayment of more than \$1200 in subscription or managed fees per client six months or more in advance and therefore does not need to include a balance sheet with this brochure. Neither MarketRiders nor its management have any financial conditions that is likely to reasonably impair our ability to meet contractual commitments to clients. Neither MarketRiders nor its management has been the subject of a bankruptcy petition in the last ten years.

