



Inside the Deal

M&A Newsletter

Q3 2025

A Brief Note from the Team

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Welcome to the end of Q3 2025 and the nineteenth edition of our quarterly newsletter, Inside the Deal!

Dynasty Financial Partners aims to educate our clients and our readers on the key trends we are seeing in Wealth Management M&A. We hope to provide you with specific insights into key trends, deals and deal structures, answer important questions raised from our readers, and most importantly, empower our network to have the confidence to be successful in their chosen M&A strategy.

In our nineteenth issue, we reflect on RIA dealmaking through the first three quarters of 2025 and zoom in on the trends that could define the rest of the year. Following a record-breaking year for RIA M&A in 2024, dealmaking activity has accelerated even further in 2025 despite elevated market volatility and uncertainty. Strong and resilient equity markets, declining interest rates, and sustained investor confidence have created a favorable backdrop for consolidation. Capital is flowing into the market at record levels, with deal multiples remaining competitive. This has reinforced a highly favorable buyer environment - particularly among sponsors with substantial dry powder – and will continue to create attractive opportunities on both the buy-side and sell-side.

Looking ahead, deal momentum is expected to persist, particularly among larger firms seeking to capitalize or recapitalize on niche opportunities, integrate innovative technologies, and strengthen their talent pools.

As the year unfolds, the ability to steer through market turbulence will determine who's best positioned to grow through change.

We would like to hear from you! Please email us at DIB@dynastyfp.com. Let us know what you would like us to explore in upcoming issues and how we can better serve our network so you can pursue and close more M&A deals with confidence!

As always, everything you share with us will be held in the highest degree of confidentiality and discretion.

Kind regards,



Harris Baltch

Managing Director, Co-Head of Investment Banking



Sam Anderson

Managing Director, Co-Head of Investment Banking

Market Review

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The first three quarters of 2025 saw a surge in RIA M&A activity, with deal volume trending upward as firms leaned into strategic growth opportunities. Valuations remained healthy at a median multiple of 11.0x EBITDA reported by some public sources.¹

Despite a backdrop of macroeconomic uncertainty, including geopolitical tensions, tariff volatility, and speculation around a potential AI-driven tech bubble, markets have remained resilient. Equities are broadly higher year-to-date, and the Federal Reserve's recent interest rate cuts - part of a broader dovish pivot - have helped stabilize borrowing costs, further fueling dealmaking momentum. On the sell-side, activity was fueled by a mix of succession planning, de-risking, and the desire to capitalize on historically high valuations. In addition, many advisors pursued transactions to monetize equity and gain access to centralized resources, while buyers remained motivated by the need to scale, expand service offerings, and strengthen competitive positioning.

With 296 deals, 2024 set a new benchmark for RIA M&A, and 2025 is on pace to surpass that milestone with 312 deals expected for 2025 when annualizing the first three quarters. Dynasty tracked an impressive 87 deals in Q3 – an increase of 45.0% from Q3 2024. Additionally, the 335 total transactions over the last twelve months represent a robust 25.5% increase year-over-year.

Heading into Q4, the outlook for RIA M&A remains favorable, supported by a competitive buyer landscape and continued confidence in the long-term fundamentals of the wealth management industry. Market appreciation has supercharged AUM growth, helping firms maintain strong valuations and making equity monetization increasingly attractive for sellers. These tailwinds, combined with a competitive buyer landscape and favorable financing conditions, continue to support a robust pipeline of strategic transactions.

So, as we look to 2025, we believe the primary considerations regarding the general health of the M&A market are:

- 1. Will the leverage levels of serial buyers challenge their ability to continue making acquisitions at the current pace?**
- 2. How will the recent spate of recapitalizations affect the legacy serial acquirers?**
- 3. Will new buyers continue to enter the market, and at what pace?**
- 4. How will the growing diversity of buyer types shape the market moving forward?**

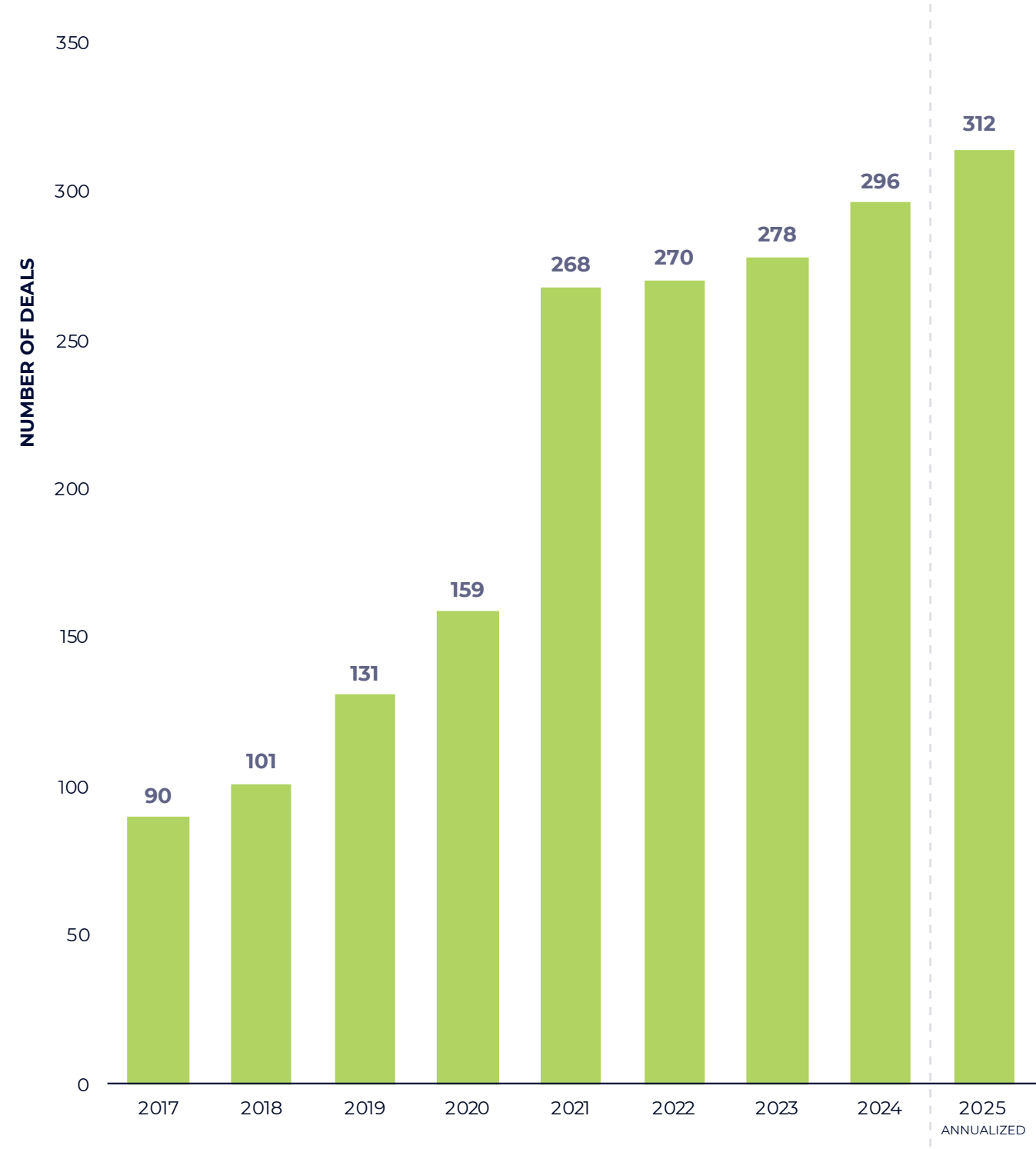
Our hypothesis is the overall health of the market will remain strong given the amount of dry powder available in the market to consolidate what continues to be a highly fragmented industry. We now have a consistent and more mature class of RIA investors (with a number of new up and comers), with many firms who have recapitalized and set their sights on new inorganic growth initiatives.

(1) AGS - Inside the Deal Room (March 2025)

(2) PWC - US Deals 2025 Midyear Outlook

2025 RIA M&A Deal Volume

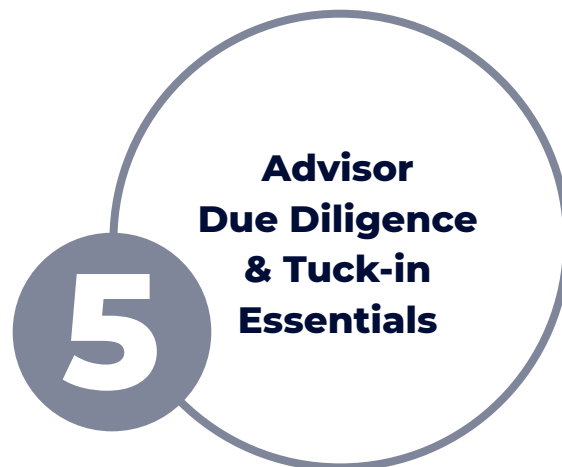
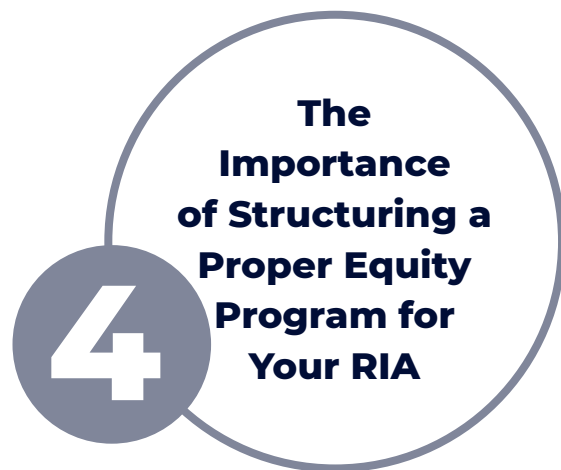
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Sources: Dynasty Financial Partners, public information including press release, trade articles, and other secondary research. Specific sources can be produced upon request.

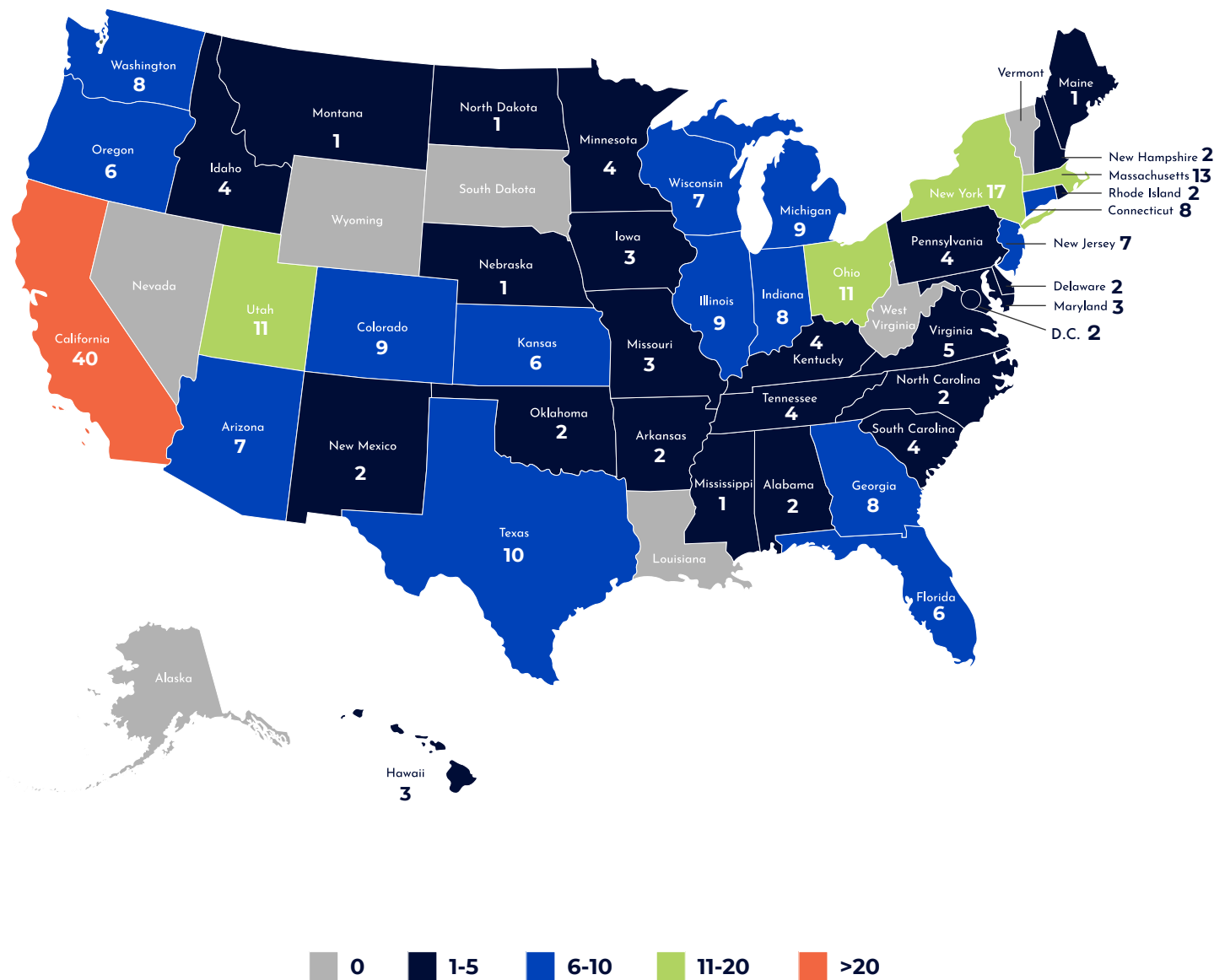
Q3 2025 Key Themes

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2025 National Deal Data Breakdown

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Sources: Dynasty Financial Partners, public information including press release, trade articles, and other secondary research. Specific sources can be produced upon request.

Procyon Partners acquires Connecticut RIA Wooster Corthell

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Transaction Details

- Connecticut-based Procyon Partners, a Dynasty backed RIA with over \$8 billion in client assets, expands its northeast presence with the addition of \$600 million AUM Wooster Corthell Wealth Management
- The deal follows Constellation Wealth Capital's minority investment in Procyon
- The acquisition strengthens Procyon's capabilities in retirement planning, tailored wealth strategies, and multi-generational advisory services while preserving client-first values
- Wooster Corthell's Glastonbury, Connecticut office will maintain full operations, with three advisors and five staff members moving to Procyon
- The combined business has 56 professionals in Connecticut, New York City, Long Island, Tennessee, and Maryland.
- Dynasty Investment Bank served as exclusive financial advisor to Procyon on this transaction.



Americana Partners acquires RIA Goodpasture Gray

Transaction Details

- Houston, TX-based Americana Partners, a Dynasty-backed RIA with over \$11 billion in client assets, expands its Southeast footprint with the acquisition of Goodpasture Gray, a Nashville-based RIA managing approximately \$300 million in AUM
- This marks Americana Partners' second full RIA acquisition of 2025 - following its purchase of Boulevard Family Wealth in March - and reflects the firm's accelerated national expansion strategy fueled by its strategic partnership with Lovell Minnick Partners
- The acquisition enhances Americana's capabilities in alternative investments, and aligns with Goodpasture Gray's legacy of serving high-net-worth families since 1997
- Goodpasture Gray's principal W.L. Gray will join Americana as a partner alongside his team
- Dynasty Investment Bank served as exclusive financial advisor to Goodpasture Gray on this transaction



This May Be Controversial, But...

There is Scarcity Value in the RIA Space

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As private equity continues flooding the RIA space, it is becoming less common for independent firms to achieve growth through traditional (non-PE) methods.

Many RIAs are selling stakes to PE backers, strategics, or aggregators, making those that remain fully independent at scale something of a scarce commodity. Yet “scarce” doesn’t mean non-existent - a subset of successful RIAs are charting their own growth paths without outside capital, and their rarity creates a scarcity value. In other words, yes - independent RIAs can grow without PE backing. Let’s explore some of the attributes this special breed of growers share.

The Long Game

One hallmark of thriving independent RIAs is a long-term focus. Free from the urgency of delivering quick returns to outside investors, these firms can play the long game - nurturing multi-generational client relationships and sustainable growth. Recent industry data supports this characteristic: independent RIAs are growing faster than any other area of the wealth management industry. In fact, Cerulli reports that the number of advisors who joined independent firms rose ~5.2% CAGR over the

last decade, with independent RIA AUM growth outpacing wirehouse and broker-dealer channels. Further, Cerulli projects that by 2027, independent and hybrid RIAs will comprise approximately one-third of the intermediary market, up from 26.7% currently. Why are independents leading growth? A major factor is longevity. The RIA model inherently supports longer client retention and succession planning. Advisors at independent firms often serve the same families over decades, sometimes across multiple generations. Many independent RIAs explicitly market this stability: they promise clients continuity of advice beyond any single advisor’s career, which can be a compelling differentiator versus firms that might sell or rebrand under PE ownership. By playing the long game, these RIAs accumulate the goodwill and referral base that fuel steady growth on their own.

Specialization

Another common trait among high-growth independent RIAs is specialization. Rather than trying to be all things to all clients, these firms often focus on a well-defined client niche – and excel in serving that group’s unique needs. By developing deep expertise in a particular market segment, an RIA can differentiate itself and gain referral momentum, even without big marketing budgets.

For example, Alaska Wealth Advisors has grown rapidly by focusing on its local community and businesses native to Anchorage. Its advisors volunteer extensively, and this on-the-ground dedication to the community where they live and work generates natural referrals. Concurrent found its niche in marketing to rising executives at mid-size companies, which CEO Nate Lenz emphasizes is “a point of strategic importance – one for organic growth,” tapping a largely underserved group who are steadily accumulating wealth.

Another example is Cyndeo Wealth Partners, which has deliberately specialized in serving athletes and entertainment professionals. Based in Florida and part of the Dynasty Network, Cyndeo has built a reputation in the professional sports and entertainment vertical by recruiting advisors with deep ties to the NFL and other professional sports leagues.

If specialization is about going deep on a client niche, another strategy is going broad on services offered.

By concentrating on this niche, Cyndeo differentiates itself from other firms and leverages the unique needs of high-profile athletes (such as cash flow management, tax complexity, and career-transition planning). This specialization positioned Cyndeo as a go-to firm for professional athletes and has driven substantial growth as they earned a spot on Citywire’s “Top Growing RIAs” list in 2025.¹ The takeaway here is that independent RIAs often thrive by being very clear about who their ideal client is. By specializing - whether by profession, industry, community, or life stage - they differentiate their brand and build expertise that is hard for generalized firms to match.

Expanded Service Offering

If specialization is about going deep on a client niche, another strategy is going broad on services offered. Many successful independent RIAs pursue organic growth by expanding their service offerings beyond traditional investment management and financial planning. The goal is to become a more holistic financial partner to clients - which not only makes relationships “stickier” but also opens up new revenue streams and referral opportunities. In an era where clients demand more comprehensive advice, offering additional services in-house can set RIAs apart from both wirehouses and robo-advisors. Common adjacencies that RIAs are adding include tax planning and preparation, estate and trust advisory, family office services, business consulting, and even personal “CFO” and “commercial banking” services for clients. By handling these needs under one roof, RIAs can strengthen client loyalty and often capture assets that might otherwise be managed elsewhere. It’s also a great way to start new relationships: clients might come in for a specialized service and later expand into investment management once trust is established.

Strong teams, training, and culture

Growth isn’t just about clients and services - it’s also about the people and culture within the firm. A striking commonality among successful independent RIAs is that they heavily invest in building strong advisor teams, talent development programs, and a client-centric culture. Without deep pockets from a PE investor, these firms leverage culture as their competitive advantage to attract and retain both employees and clients. In fact, industry consultant Angie Herbers notes that the fastest organically growing firms tend to excel at training, mentoring, and retaining talent - which in turn leads to superior client service and growth. “Firms experiencing the highest organic growth have the best financial advisor training,



retention, and recruiting programs. They have a clear understanding of who they are, a well-defined service model, and a deep understanding of the value they deliver,” Herbers says. In short, culture and clarity drive growth. In practice, many independent RIAs adopt a team-based service model to ensure every client gets collective expertise and attention. For example, RiversEdge Advisors - recently named the fastest-growing RIA in Delaware - uses a “pod” team structure wherein each client is served by a lead advisor plus an associate advisor, a client service specialist, and (when needed) a tax advisor. This ensures no client is reliant on a single individual and allows younger team members to learn by working alongside senior advisors. RiversEdge credits this collaborative model for contributing to their high client satisfaction and referral rates. It’s a virtuous cycle: a strong team approach means better service, which means happier clients and more growth - which then funds further hiring and training. High employee morale and low turnover mean clients see consistent faces over the years, reinforcing trust. Hence, by investing in people - through training programs, defined career paths, and a clear, mission-driven culture - independent RIAs create a sustainable engine for organic growth that doesn’t require outside capital.

Strategic acquisitions and partnerships

Just because a firm shuns PE backing doesn’t mean it avoids all M&A. Many growing independent RIAs do engage in strategic acquisitions, and advisor or team lift-outs - but the key difference is how they do it. Without the bankroll of a PE fund, independents must be selective and structure deals creatively so that they can add talent or assets without sacrificing ownership or overextending financially. The most

Just because a firm shuns PE backing doesn’t mean it avoids all M&A.

successful examples tend to focus on cultural fit and long-term synergy rather than quick buyouts. For example, in early 2023, Americana Partners, named one of the fastest growing RIAs in Texas by FinTrx, expanded its footprint in Midland, Texas by lifting out the Fidelis Wealth Management Group from Morgan Stanley, adding a team that managed \$715 million in client assets and had deep ties to oil and gas families in the Permian Basin. This strategic



move came before Americana accepted outside capital, with its first institutional investment from Lovell Minnick Partners not occurring until October 2024. The timing underscores how Americana prioritized growth through strategic acquisitions and cultural alignment before turning to private equity to scale further.

Another great example is Cyndeo Wealth Partners adding in 2022 a three-person team from Merrill Lynch managing about \$250 million in client assets for ~50 NFL athletes and other clients, significantly bolstering its sports and entertainment offering. The deal structure focused on providing these advisors with the support (technology, platform, branding) to grow their practice under Cyndeo's umbrella, without a significant upfront payout. Then, in 2024, the firm brought on a veteran advisor with ~\$200 million in assets to expand its Central Florida footprint.

Moves like these demonstrate that recruiting talent can be an alternative to outright acquisitions for independent firms: by offering a compelling value proposition and consideration mix (payout, cash, equity), an RIA can entice high-caliber advisors to join, thereby growing AUM and capabilities “in-house.”

It's not controversial – independent RIAs can successfully scale with smart strategy rather than outside capital. By focusing on client service, specialization, team-building and selective M&A, firms can achieve rapid growth while remaining wholly advisor-owned. The results speak for themselves.

Mega-Mergers: The NEXT Next RIA Market Frontier?

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Amidst RIAs’ relentless drive to scale, “mega mergers” are promising to be the next frontier for the larger players in the industry. While the acquisition of smaller firms will continue, a combination of market saturation, competition from private equity, and the quest for unique offerings and specialties is compelling the industry’s biggest aggregators to circle one another.

In last year’s Q2 issue of *Inside the Deal*, we wrote a piece titled ‘The Next Frontier for RIA Mergers & Acquisitions’ – namely, the trend of multi-family offices and RIAs growing via the inorganic route of M&A (link). With the number of ultra-high net worth (UHNW) families continuing to rise, we reported on the increasing number of RIAs exploring how to enter this lucrative sector – and whether to do so by becoming a true multi-family office, or by sourcing a partner who can add multi-family office services to their business.

While this trend continues to influence the maturing RIA market, a year later we feel it’s safe to say that

mega-mergers are on the cusp of eclipsing it as the NEXT next frontier. Case(s) in point:

MAI Capital & Evoke Advisors

In August 2025, MAI Capital Management’s growth strategy hit an inflection point when it acquired Evoke Advisors creating an RIA with over \$60bn in assets under management – marking one of the largest and most transformative RIA deals to date, nearly doubling MAI’s AUM. MAI had historically pursued inorganic growth through a steady stream of smaller-scale acquisitions - MAI has executed 45 “tuck-ins” to date. This leap from frequent small acquisitions to a one-time mega-merger signals a major shift in strategy and MAI’s debut in the “big leagues”.

The deal, which spanned several months, was financed through a 50/50 split of cash and stock. Following the close, Evoke managing partner David Hou, president Jane Eagle and family office and tax services Co-President Jay Sanders will assume Managing Partner titles at MAI. Notably, MAI plans to preserve the Evoke Advisors brand as a specialty offering for UHNW clients of the combined firm. Retaining the well-known Evoke name (rather than

fully rebranding) is an interesting move that reflects a growing trend: in mega-mergers of established firms, the acquirer may keep the acquired firm's brand alive to capitalize on its strong reputation and client loyalty.

Cresset & Monticello: Expanding Institutional Presence

In August, Cresset, a \$72 billion Chicago-based RIA, announced a merger with Monticello Associates, an institutional consulting firm, in order to elevate Cresset's institutional advisory capabilities. When complete, Cresset's total assets will reach nearly \$200 billion. The entire Monticello team will join Cresset and operate as an independent brand, led by their founder, Grady Durham.

This merger illustrates the trend over the past few years of RIAs positioning themselves to serve the institutional market. In 2024, for example, Mariner acquired AndCo Consulting and Fourth Street Performance Partners, nearly doubling its assets and establishing an institutional business.

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Corient: Expanding International Footprint

In September, Corient, backed by CI Financial and no stranger to RIA acquisitions, announced two mega-deals that doubled its already sizeable asset base and launched its international presence: the purchase of global multi-family office Stonehage Fleming and European wealth manager Stanhope Capital Group. With over \$175bn in combined assets, Stonehage operates in 14 countries. Stanhope Capital, valued at \$40bn in assets, offers wealth

management, consulting, merchant banking and private investment services.

Aon & Madison Dearborn Partners: Expanding Insurance Brokerage Presence

In a complex web of mergers and divorces worthy of a soap opera storyline, insurance brokerage giant Aon announced in September it would unwind its wealth management ambitions. Aon agreed to

MDP's reacquisition of NFP's wealth segment underscores the revolving-door nature of private equity in this space: MDP is a recurring player, reclaiming assets it sold just a year prior.

sell the majority of its Wealth business (formerly part of NFP) back to private equity firm Madison Dearborn Partners (MDP) for \$2.7 billion, just over a year after Aon had acquired it. To recap the timeline: In April 2024, Aon paid about \$13 billion to buy NFP (a financial services holding company) from MDP, aiming to expand Aon's middle-market offerings across insurance, benefits, retirement, and wealth. That deal made Aon the owner of several wealth management subsidiaries – including Wealthspire Advisors (an RIA with ~\$31 billion AUM), Fiducient Advisors (an institutional consultant with ~\$345 billion in AUA), and Newport Private Wealth in Canada. Fast-forward to 2025, and Aon has decided to divest those wealth units to refocus on its core insurance and risk advisory operations. The businesses being sold are essentially going “back home” to MDP's portfolio, since MDP was NFP's owner before Aon.

Mega-Mergers: The NEXT Next RIA Market Frontier? *(cont.)*

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MDP's reacquisition of NFP's wealth segment underscores the revolving-door nature of private equity in this space: MDP is a recurring player, reclaiming assets it sold just a year prior. This deal begs yet another question: is history repeating itself? The independent broker-dealer Kestra Financial followed a similar script: it started as NFP's advisor unit and was spun out in 2016 with private equity backing (Stone Point Capital) and has since grown into one of the major independent wealth platforms. The market seems to be rewarding companies that "sharpen focus" and shed non-core assets. Aon's retreat suggests that large insurance conglomerates may struggle to integrate wealth management, whereas specialized PEs see opportunity in those businesses.

No discussion of mega-mergers would be complete without mentioning the headline-making deal that has the RIA world buzzing this fall. Creative Planning, a leading RIA with over \$370 billion in combined AUA, has finalized its acquisition of SageView Advisory Group, a retirement plan-focused RIA with \$235 billion AUA. The combined entity now oversees well above \$600 billion in client assets.

The RIA market is relentless in a wave of large dealmaking activity, led by both established and

private equity-backed firms. There seems to be no end in sight for growth and consolidation across the sector.



PE & Beyond! The Rise of Non-Traditional Buyers in the RIA Space

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The RIA landscape remains highly fragmented and ripe for consolidation. Of the approximately 17,000 retail RIAs operating today, a striking 80% manage less than \$250 million in assets.¹

Non-traditional buyers are entering the market in droves, dramatically reshaping the landscape. Valued for its recurring revenue, stable cash flow, emphasis on entrepreneurship, innovation, and speed, the independent RIA model offers growth opportunities in spite of today's volatile equity markets, unpredictable interest rate expectations and geopolitical events. In fact, rather than slowing activity, statistics show that the instability of the first half of 2025 seemingly energized RIAs' drive to find long-term partners. According to Fidelity's half-year M&A report, the number of buyers in the RIA market has widened with "more players and fiercer competition," fueling 132 transactions in the space totaling \$182.7 billion in assets - the strongest start to a year since it began tracking the market in 2015.² Dynasty's internal tracking shows an even more active landscape, with 147 transactions recorded over the same period, further underscoring the heightened deal activity.

The first half of 2025 also witnessed a fresh class of buyers, i.e. non-PE, entering the market at the fastest rate in years. Fidelity reports that 64 unique acquirers and 16 first-time buyers entered the market. As sellers increasingly look for partners to help them unlock new opportunities and continue evolving in unique ways, let's explore a few of this year's "non-traditional deals."

SEI's Majority Stake in Stratos Wealth Holding

SEI Investments, an investment outsourcer and RIA custodian, acquired a 57.5% majority stake in Stratos Wealth Holdings, a \$37 billion AUM wealth manager, for \$527 million in cash. The remaining 42.5% will stay with Stratos's legacy shareholders but includes put and call rights, setting the stage for SEI to eventually acquire full ownership. SEI's investment is structured through a newly created entity that will acquire all Stratos operating entities in the United States and Mexico. Prior to this transaction, SEI's acquisitions concentrated on the technology industry, most recently with LifeYield, a tax-smart technology provider, and Altigo, a cloud-based technology platform.

Non-traditional buyers are entering the market in droves, dramatically reshaping the landscape.

With this acquisition, SEI aims to deepen its wealth management capabilities and better serve end clients by supporting advisor growth, succession planning, and talent development. Jeff Concepcion, Stratos' founder and CEO will continue to lead the



firm, and it will retain its brand identity, including 360 affiliated advisors across 26 states, primarily through Stratos Wealth Partners, an LPL Financial affiliate. Emigrant Partners, Stratos's institutional backer since 2020, will exit as a result of this transaction.

NerdWallet's Acquisition of an RIA to Expand its Wealth Management Business

NerdWallet acquired New York City-based RIA Future You Wealth to create NerdWallet Wealth Partners, an expansion of the subscription-based RIA it launched in 2024. Ryan Sterling, founder of Future You Wealth, will become CEO of the business. The deal creates a fee-only RIA targeting mass affluent investors with a maximum fee of 0.9%. Prior to the acquisition, Future You Wealth

managed nearly \$178 million in assets, custodied with Charles Schwab. The acquisition aligns with NerdWallet's broader strategy of vertical integration and expanding beyond its core comparison tools, positioning itself not only as a financial guide, but as a direct competitor in the advisory space.

With the influx of capital into the RIA space, firms can invest in technology, expand their service offerings, and build regional and national brands, giving them a competitive edge. While industry giants like Captrust highlight PE's ability to build massive franchises, the increase in <\$1B PE-backed RIAs is evidence of the growing appetite for scalable platforms. And, in this strong RIA market, sellers are more often leveraging deals as growth strategies rather than exit strategies, allowing them to gain capital and resources to expand their business and increase value.

The Importance of Structuring a Proper Equity Program for Your RIA

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Structuring a proper equity program sets RIAs up to attract and retain talent, create a sustainable succession plan, and build long-term value. What classifies a program as “proper”? If it is built on a framework reflecting a firm’s unique goals, legal structure, and employee motivations.

In the ultra-competitive RIA space, organizing your share structure is a day one priority. It involves defining how your company’s ownership is divided, specifying the total number of shares, and scoping out the rights and privileges (like voting rights or dividend rights) assigned to those shares. Share structures often involve different classes of shares to control ownership, manage voting power, facilitate profit distribution, and attract investors.

Offering employees a stake in the business builds an ownership mentality, giving your firm a meaningful edge in the market as everyone is inspired to contribute to its long-term success. However, it is important to have well-defined and disclosed rights incorporated in your share structure, especially as you grant more equity over time - whether you are a brand-new RIA, or an established business at an inflection point catalyzed by M&A or succession.

As a founder, for example, you want to make sure that you continue to control and protect the business and have the option to buy back shares if an employee departs or cancel shares that are not yet vested, if necessary. It is important to be strategic about setting up your RIA’s capital structure from the start, including defining the share classes and their rights and all related control mechanisms. If you grant shares without any of those controls, and a senior executive joins a rival, for example, then you suddenly have a competitor on your cap table, and you lack the buyout rights or other structural protections to shield your business.

Offering employees a stake in the business builds an ownership mentality, giving your firm a meaningful edge in the market

It is quite an involved process, and we work closely with our clients to figure out the best course for their businesses. Running a successful RIA does not necessarily mean that you also have the background and expertise to design an effective equity program, and we ensure that they not only build a structure that’s right for their business, but also think about the nuances, like who the equity plan is for –

The Importance of Structuring a Proper Equity Program for Your RIA *(cont.)*

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employees? Future partners? What about control rights? It is important to balance sharing economics with maintaining control of the company and adhering to your strategy.

One issue we are running up against recently with the increased investment into the RIA space is neglecting to consider your share structure when taking on capital. A term sheet with an attractive multiple could distract you from the fine print: control rights; exit rights; rate of return on capital over time, etc. Preparing and being knowledgeable about how your capital structure is organized to raise and bring in outside investment - and how you compensate employees in that framework - is extremely important.

We also counsel clients that, at the end of the day, an RIA needs to be structured for succession, and for this reason the firm's equity needs to have protection rights under an appropriate framework and governance structure.

Employees

Employees should be able to understand what

they are signing up for when they are granted firm equity, including non-solicit and non-compete rules. In addition, firms need to be transparent about how the equity program works – how is the share price determined? What is the strike price? When can an employee sell shares? What is the vesting schedule? Vesting schedules are a critical component of equity compensation, incentivizing key employees to stay with the business for the long haul.

A poorly designed or nonexistent equity program could trigger employee departures, lead to a murky ownership transition, and potentially cause a myriad of other legal complications. We work with clients to build out comprehensive business plans, establish solid cap tables, and structure equity programs that can stand up to milestone events like M&A, advisor recruitment and succession; reward growth; and incentivize employee allegiance over time. Modeling out cap tables, wading through the complexities of share structures, and developing acquisition models that can evolve as a firm grows is not headline-grabbing work, but it establishes a foundation that is essential for long-term value creation and success of an RIA.



Under the Legal Lens:

Advisor Due Diligence & Tuck-in Essentials

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Shawn Shook

General Counsel
Dynasty Financial Partners

In the first article of this series, I explore the Broker Protocol and its impact on onboarding success and long-term advisor integration.

Part I: The Broker Protocol

Over the last two decades, a whole new world of options has opened for financial advisors and their clients. Advisors seeking to break free from the conflicts of interest inherent in wirehouses and big firms have driven the incredible growth of the independent RIA space. Operating in the independent space enables advisors to offer their clients access to a broader array of products including private market opportunities and other high quality alternative investments, among other emerging opportunities, based on their unique needs, risk profile, etc. As the movement toward choice and independence becomes more mainstream, and RIAs grow through recruitment and tuck-in acquisitions, understanding and navigating the legal and compliance landscape is more critical than ever.

Enter the Broker Protocol – a major legal consideration that advisors must evaluate when leaving a wirehouse to join - or found – another firm. For advisors contemplating a move or transition to independence, understanding the Broker Protocol can be a key strategic advantage - many firms leverage it as a tool to recruit advisors, scale their operations, and benefit from the overall growth of the independent advisory market. By following its rules, advisors can better protect their client

relationships, increase their autonomy, and reduce litigation risks.

The Protocol for Broker Recruiting

In 2004, Smith Barney, Merrill Lynch, and UBS launched the Broker Protocol in an effort to address the rampant litigation surrounding advisor moves between firms. By regulating the transition process amongst member firms with a clear set of rules, the Protocol helps advisors focus on their clients and growing their businesses rather than legal skirmishes, and it helps to protect member firms from legal action. However, the list of member firms, maintained by independent third party J.S. Held, changes frequently and in recent years several notable firms have exited in response to M&A, recruiting strategy changes, or concerns over adviser retention.

At its core, the Protocol offers advisors a legal path to transition from one Protocol member firm to another Protocol member firm and solicit their

Pro Tip: If you are an advisor contemplating a change, a firm evaluating an acquisition, etc., J.S. Held updates the list weekly, making it the go-to resource for identifying which firms have joined or withdrawn from the Protocol

clients using five pieces of information – specifically: client names, addresses, phone numbers, email addresses, and account titles. It promotes transparency and trust by allowing advisors to maintain clear communication with clients during this time, reassuring them that their interests remain a priority while also providing advisors a level of protection from legal issues.

However, the Protocol is not without its challenges. Advisors need to be aware of potential limitations,



especially given the protections offered by the Protocol are subject to strict adherence to its requirements.

For example, advisors that take more than the five allowed pieces of information face the prospect of losing the protection of the Protocol for all client information. This could lead to further issues including temporary restraining orders, lawsuits, etc.

In general, RIAs and independent advisors benefit significantly from the Protocol. For RIAs, joining the Protocol attracts advisors seeking autonomy and the ability to manage client relationships without interference from the firm. Independent advisors looking to maintain or grow their client base can transition more smoothly under Protocol rules, which is crucial in today's competitive landscape. Many RIAs and independent advisors view the Protocol as a tool for enhancing their appeal to prospective advisors while minimizing friction during transitions.

Above all else, transitioning clients is about preserving trust – and sticking to legal requirements goes a long way toward accomplishing that. First and foremost, I would recommend consulting with an attorney familiar with the industry and the Protocol process. Transitioning within the Protocol

framework requires precision; in my experience, advisors benefit greatly from legal advice and guidance to help ensure that all the steps you are taking are aligned with the rules.

Other tips I would offer:

- **Prepare a Comprehensive Transition Plan:** Detail your timeline, organize necessary paperwork, and maintain business-as-usual communication habits to avoid disrupting service to your clients.
- **Communicate Early, Clearly & Continuously:** Following your resignation – and not before! – reach out to clients to inform them of your plan. This signals that their needs remain your priority.
- **Personalize Client Interaction & Outreach:** Just as you explore financial opportunities based on each client's unique profile, make it a point to acknowledge and allay each client's specific concerns and illustrate how your decision benefits them.
- **Underscore Your Commitment to Maintaining Privacy and Security:** Reinforce that you are continuing to obey industry standards protecting your clients' information throughout the transition.
- **Post-Game Follow-Up:** Following your transition, check in with your clients to make sure they feel secure in the new arrangement. This follow-up fortifies your dedication to their needs during and after the move.

M&A Market Color

Q3 Top 10 Deals Announced

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Buyer	Seller	Buyer Type	Seller AUM (billions)	Announcement Date	Transaction Rationale
Corient (CI Financial)	Stonehage Fleming	Aggregator	175.0	9/2/25	Scale, Expansion
Stone Point Capital, CPP Investments	OneDigital	PE	142.0	9/19/25	Capital
Cresset	Monticello Associates	Aggregator	124.0	8/18/25	Scale
Corient (CI Financial)	Stanhope Capital Group	Aggregator	40.0	9/2/25	Scale, Expansion
Ares Management	EP Wealth	Alternative Asset Management	40.0	9/30/25	Capital
SEI	Stratos Wealth Holdings	Custodian	37.0	7/18/25	Scale
Madison Dearborn Partners	Wealthspire Advisors	PE	31.0	9/3/25	Capital
MAI Capital Management	Evoke Advisors	Aggregator	27.0	8/27/25	Scale
Constellation Wealth Capital	Merit Financial Advisors	PE	20.0	7/7/25	Capital
Concurrent	Next Retirement Solutions	Platform	10.0	9/22/25	Capabilities

Several sources are used to create this report. M&A data is gathered from press releases, trade articles, and other secondary research sources. All publicly announced transactions involving the acquisition of an independent advisory firm are reviewed for inclusion. This data covers the period from July 1, 2025-September 30, 2025 and is ordered by AUM.

Sources: Dynasty Financial Partners, public information including press release, trade articles, and other secondary research. Specific sources can be produced upon request.

Q3 2025 M&A League Tables

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RIA Investment Banking M&A Deal Count		
1	Turkey Hill Management	6
2	Dynasty Financial Partners	3
3	Gladstone Associates	3
4	Ardea Partners	3
5	Hue Partners	3
6	Goldman Sachs	3
7	Republic Capital Group	2
8	Alaris Acquisitions	2
8	Houlihan Lokey	1
10	Advisor Growth Strategies	1

Several sources are used to create this report. M&A data is gathered from press releases, trade articles, and other secondary research sources. All publicly announced transactions involving the acquisition of an independent advisory firm are reviewed for inclusion. This data covers the period from July 1, 2025 - September 30, 2025 and is ordered by number of M&A transactions announced.

Sources: Dynasty Financial Partners, public information including press release, trade articles, and other secondary research. Specific sources can be produced upon request.

Dynasty's Investment Banking Team

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How we help RIAs grow

The Dynasty Investment Banking team offers three primary service offerings to RIAs to help them reach their next level of growth.

The first offering is transaction support. Our team offers objective sell-side and buy-side M&A support to help an RIA find a succession partner. With a deep bench of Wall Street professionals who have collectively over 50 years of M&A experience, our team can provide expert help with any number of transaction support related tasks including sell-side M&A, deal sourcing, transaction structuring and negotiations, due diligence support, and finalizing and closing deals.

The second service offering is valuations, which provides an objective view for an RIA owner's enterprise by leveraging Dynasty's experience and insight. These valuations have a variety of uses including: M&A level-setting, internal succession, performance benchmarking for founders, and ongoing governance.

The third way we can help is by providing liquidity to founders to achieve a certain business objective without giving up control of their business through three primary capital solutions, including our Traditional Credit, Revenue Participation Interest (RPI), and Minority Investment programs.



Dynasty's Investment Banking Team

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As a financial technology and value-add wealth management platform, Dynasty Financial Partners began its capital program nearly nine years ago with our traditional debt program based on the needs of our clients.

Today, Dynasty's Investment Banking team has one of the premier diversified capital offering in the industry that is exclusively for its clients.



All of our capital programs are designed exclusively for RIAs to support a firm's strategic growth objectives. Please reach out to us and let us know how we can be helpful in tailoring a capital solution that is right for you and your firm.

Dynasty's Investment Banking Client Referral Program

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- Do you have a client that is getting ready to sell their business in the near term?
- Do they have a trusted relationship with an investment banker that knows their industry to help them?

Help your client's business prepare for and execute a sale by leveraging our deep investment banking referral network

Benefits of Program Include

- Multiple partnerships to choose from
- Evaluation of different investment banking alternatives in partnership with Dynasty's investment banking team
- Run an effective 'bake off' for your client to help identify the best investment banking team to support your client and their business
- Potential for advisor to receive compensation upon transaction close with applicable brokerage licenses

Select Investment Banking Partners



If you are interested in learning more, please reach out to us at DIB@dynastyfp.com

**Sam Anderson****Managing Director, Co-Head of Investment Banking**

Sam Anderson is Chief Capital Officer at Dynasty Financial Partners LLC. Prior to joining Dynasty, Sam was Senior Managing Director and a member of the Management Committee at Medley Management Inc. Prior to joining Medley, Sam was Head of Commercial Finance M&A within the Financial Institutions Investment Banking Group at Goldman Sachs. Prior to joining Goldman Sachs, Sam was a member of the Investment Banking Financial Services Group at Bank of America. Prior to his time at Bank of America, Sam held various positions at Citi Smith Barney.

**Harris Baltch****Managing Director, Co-Head of Investment Banking**

Harris Baltch is responsible for leading Dynasty's Investment Banking division. Prior to joining Dynasty, Harris spent nearly a decade at UBS Investment Bank where he was an Executive Director in the firm's Financial Institutions Group. While at UBS, Harris originated, led and executed over \$20 billion of strategic M&A and capital market transactions for companies in the asset and wealth management industry.

Earlier in his career, Mr. Baltch worked at PricewaterhouseCoopers LLP in the Banking and Capital Markets Group. He has over 15 years of financial services experience and earned his M.B.A. from the Johnson Graduate School of Management at Cornell University. He also received a B.S. in Accounting at Binghamton University and is a certified public accountant, registered in the State of New York.

**Jamie Gardiner****Director, Network Development**

James is a member of Dynasty's Network Development team, focusing on existing RIAs and M&A/Capital. He consults with existing RIAs looking to leverage Dynasty's scale to identify synergies that lead to more profitable businesses.

Prior to joining Dynasty, James was Co-Founder and COO of TPW Investment Management. James helped lead JFG from a startup to one of the industry's leading ETF Strategists, which was acquired in late 2017.

**Dylan Dierig****Vice President, Investment Banking**

Dylan spent 4 years as a M&A investment banker between Raymond James Financial and Falls River Group focusing on financial technology and healthcare industries. Executing on over \$2 billion in sell-side M&A transactions for both private and public companies. Dylan received a Masters of Science in Finance from Villanova University and a B.A. in Finance from the University of Kentucky.

**Victoria Canger****Assistant Vice President, Investment Banking**

Victoria worked as an Associate for Dynasty, focusing on supporting client inquiries and quality assurance. Victoria held internships with UBS' Investment Banking group in New York and JP Morgan's Corporate Banking group in Miami. Victoria graduated from Florida Southern College, majoring in economics and finance and minoring in accounting. She was also a starter on their women's golf team.

**Amelie Russo, CFA****Assistant Vice President, Investment Banking**

Amelie worked as a Treasury Analyst for Intertape Polymer Group. She was previously a Corporate Banking Analyst at International Finance Bank, monitoring a portfolio of syndicated leveraged loans and sourcing investment opportunities. Amelie swam for the NCAA Division I team at West Virginia University where she received a M.S. and B.S. in Finance.

**Cyrus Ghiai-Chamlou****Analyst, Investment Banking**

Cyrus Ghiai-Chamlou is a member of Dynasty's Investment Banking team. Prior to joining Dynasty, he worked at JCF Capital Markets, focusing on private placements in the real estate and technology sectors. Prior to that, he interned at Bardi Co, focusing on M&A in the consumer sector. Cyrus earned his B.S. in Computer Science from the University of California, Santa Barbara.

**Ray Lens****Analyst, Investment Banking**

Ray Lens is a member of Dynasty's Investment Banking team. Prior to joining Dynasty, Ray was an Investment Associate in Venture Capital, where he focused on early-stage investments across the technology and media sectors. Before that, he was an Investment Banking Analyst in the Healthcare Investment Banking group at Raymond James and a Life Sciences Research Analyst at Crosstree Capital. Ray earned his B.S. in Finance from the University of South Florida.

Important Disclosures

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Get In Touch

We look forward to hearing from you, any questions may be subsequently featured in upcoming issues!



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