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Form ADV Part 2A
Firm Brochure
July 1, 2026

This brochure provides information about the qualifications and business practices of Wealthspan Investment Management, LLC. If you have any question about the contents of this brochure, please contact us at (616) 655-1691. 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.

Wealthspan Investment Management, LLC is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.

Additional information about Wealthspan Investment Management, LLC is available on the SEC's website www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Wealthspan Investment Management, LLC's CRD number is 309553.

Item 2 - Material Changes

We have the following material changes to report since our last annual update on March 25, 2026:

- Our firm has moved from 4981 Cascade Road, Suite C, Grand Rapids, MI 49546 to 5030 Corporate Exchange Blvd. SE, Suite 201, Grand Rapids, MI 49512.
- Jeffrey Stukey and Jade Rossback own 50% each of the firm. Luminist Holdings, LLC is no longer a minority owner of the firm.
- David Millar is now the firm's Chief Compliance Officer.
- We no longer recommend Luminist Capital, LLC, as a sub-adviser.

We have no other material changes to disclose.

Item 3 – Table of Contents

Item 4 – Advisory Business

OWNERSHIP/ADVISORY HISTORY

Wealthspan Investment Management, LLC ("We") is a Michigan Limited Liability Company founded in March 2020. We became registered as an investment adviser in November 2020. Jeffrey Stukey and Jade Rossback are the owner.

Our investment advisory service is provided to you through an appropriately licensed and qualified individual who is an investment adviser representative of us (referred to as your "IAR" throughout this brochure). Your IAR may either be our employee or an independent contractor.

IARs are free to negotiate the fees to be charged for the services provided within the parameters we set, as disclosed in Item 5 of this brochure. It is possible that different IARs may charge different fees for providing the same service to clients. The specific level of services you receive and the fees you will be charged will be specified in your investment advisory agreement.

ADVISORY SERVICES OFFERED

Through our IARs we offer the following investment advisory services.

FINANCIAL PLANNING

COMPREHENSIVE PLANNING AND ONGOING FINANCIAL PLANNING SERVICES

Our comprehensive financial planning services involve a review of your financial situation, goals and risk tolerance. Through a series of personal interviews and the use of questionnaires we will collect pertinent data, identify goals, objectives, and financial problems, and develop potential solutions. We use the information you provide to us to tailor your financial plan and the advice we give to you. Our advice may cover any of the following topics: net worth statement, cash flow analysis, tax analysis, insurance and long-term care analysis, tax planning, retirement projections, 401k review, and any other needs as identified during our meetings with you. You will receive a written financial plan following the completion of our meetings. Upon completion of the written financial plan, our engagement is concluded unless you choose to receive ongoing financial planning services. If you receive our ongoing financial planning services, we will continuously monitor, update, and manage your written financial plan.

FINANCIAL CONSULTING SERVICES

We also offer financial consulting services where we focus on a single topic or multiple topics as identified in our meetings with you. The chosen topics are written in the financial planning and consulting agreement. Typically, we meet with you to discuss your questions, conduct research on the chosen topics, and present our findings at a second meeting. When we have delivered our recommendation to you, the engagement is concluded.

PORTFOLIO MANAGEMENT SERVICES

Our portfolio management services are offered to assist with the ongoing management of your investment accounts. We will request discretionary authority from you to select securities and execute transactions. Additionally, our IARs will work with you to understand your investment objectives, time frame, and risk tolerance. With this information, our IARs will recommend one or more of our model portfolios.

We offer several model portfolios that are divided into two main styles of investment management: active and passive.

Our actively traded model portfolios consist of the following:

<u>Enhanced Series</u> – This is an actively managed portfolio lineup with the ability to overweight/underweight various broad market segments based on underlying market conditions. The models within the Enhanced Series make adjustments in attempt to take advantage of major market trends, while remaining agile to market changes. As a holistic portfolio lineup, which is a complete and vast understanding of all the aspects in the portfolio line up as a whole, the Enhanced Series ranges from more aggressive to more conservative risk tolerances.

<u>Dividend Focus</u> – This is an actively managed individual US stock model. The model focuses on companies in the S&P 500 with dividend yields higher than the median of the Index. After narrowing the Index to higher-yielding than average companies, the model ranks the remaining stock choices, favoring lower valuations, higher yields, stronger free cash flow and profit margins, higher return on capital, and healthier balance sheets – looking for high-quality companies at favorable valuations. This process is repeated monthly and results in an allocation of approximately 25 individual stocks.

<u>Healthcare Focus</u> – This is an actively managed individual US stock model with the ability to select companies of various market capitalization. The model focuses on companies in the healthcare sector, as well as companies in industries related to supporting the future of healthcare and wellness. After narrowing the investment universe, the model ranks the remaining stock choices, favoring lower volatility, higher sales and earnings growth, lower valuations, and healthier balance sheets. This process is repeated monthly and results in an allocation of approximately 25 individual stocks.

<u>Legacy</u> – This is a strategic individual US stock model comprised of large-cap US companies with long-term growth prospects. The model is designed to be held long-term, creating a tax efficient way to grow wealth and leave a legacy.

<u>Growth Focus</u> – This model focuses on companies in the S&P 500 (a blend of large, mid, and small-cap) with above-average sales and earnings growth. After narrowing the Index to faster-growing than average companies, the doled ranks the remaining stock choices, favoring factors such as higher sales and earnings growth, stronger cash flows and profit margins, higher return on capital, and healthier balance sheets – looking for higher -quality growing companies. This process is repeated monthly and results in an allocation of approximately 25 individual stocks. While the model is actively managed, it will always be fully invested in the US Stock Markets.

Our passive model portfolios consist of the following:

<u>Strategic Series</u> – The models within the Strategic Series focus on reducing turnover to create greater tax efficiencies and minimizing overall portfolio costs. As a holistic portfolio lineup, the Strategic Series ranges from more aggressive to more conservative risk tolerances.

Strategic US-only Series – The models within the Strategic US-only Series focus on reducing turnover to create greater tax efficiencies and minimizing overall portfolio costs, while only utilizing US-oriented holdings. As a holistic lineup, the Strategic US-only Series ranges from more aggressive to more conservative risk tolerances.

Core-Satellite Asset Allocation: Core-Satellite asset allocation strategies generally contain a "core" group of securities making up the most significant portion of the portfolio, while applying a dynamic or tactical "satellite" strategy that makes up a smaller part of the portfolio.

Our IARs may recommend a single model portfolio, or they may blend them to create a customized portfolio. They base their investment recommendations on a variety of factors including, but not limited to, performance risk, fees, tax efficiency of different investment strategies, as well as your input and preferences regarding the strategies.

For our model portfolios we may also use the services of a signal provider (i.e., a trader who grants access to the data on their trading operations allowing other traders to mimic them on their own trading accounts). The signal provider has developed the model portfolios exclusively for us. The signal provider will tell us when to buy or sell the securities in the portfolios. This means we have the full discretionary authority to make all trades in your account, but we will rely on the signal provider for the buy-sell signals.

Our owners are also minority owners of Ai Alpha, LLC, which is a sub-advisor to THOR Adaptive Risk Dynamic ETF ("THMR"). We use THMR in some of our model portfolios. When certain investment thresholds in THMR are met, our owners can receive a portion of Ai Alpha's management fee. The investment thresholds are based on all assets held in THMR, not just those from our model portfolios. The possibility of receiving these fees gives our owners a financial incentive to use THMR in our model portfolios. Our owners attempt to mitigate any conflicts of interest to the best of their ability through the implementation of policies and procedures that address these conflicts and by placing the client's interests ahead of their own.

Use of Sub-Advisers

When deemed appropriate, we recommend the services of a sub-adviser to manage some or all of your assets on a discretionary basis. In these situations, we provide consulting and advisory services in overseeing those sub-advisers. We make recommendations regarding the use of a sub-adviser and their investment style based on, but not limited to, your financial needs, long-term goals, and investment objectives. We currently recommend Ai Alpha and Zacks Investment Management ("ZIM") (CRD #110897).

Each sub-adviser offers multiple model portfolios. Once a sub-adviser is selected, we continue to monitor them to ensure that they adhere to the philosophy and investment style for which they were selected. We will retain discretionary authority to hire and fire the sub-adviser and, when necessary, reallocate your assets to a new sub-adviser. A complete description of the sub-adviser's services and fees will be disclosed in the sub-adviser's Form ADV Part 2A or equivalent brochure, which will be provided to you.

Retirement Plan Consulting

For retirement plan accounts, we can provide any of the following ERISA non-fiduciary services: Education Services to Plan Committee, Participant Education Services, Plan Search Support, Review of Fiduciary Liability Insurance Coverage, Monitoring of Qualified Fiduciary, or Participant Advice. Upon request, we will also provide any of the following ERISA non-discretionary fiduciary services: create an Investment Policy Statement, provide Investment Recommendations & Performance Monitoring, or Selection of Qualified Default Investment Alternative. Please note that our ERISA fiduciary services are limited to ERISA Section 3(21) and we do not provide ERISA Section 3(38) fiduciary services.

Tailored Services

The goals and objectives for each client are documented before any investing takes place. Clients may impose restrictions on investing in certain securities or types of securities.

Wrap Program

We do not sponsor a wrap fee program.

Client Assets Managed

As of February 28, 2026, we manage approximately $93,058,700 in client assets on a discretionary basis. We also oversee $1,330,000 managed by third-party investment advisers.

Item 5 – Fees and Compensation

Financial Planning Services

Comprehensive Planning and Ongoing Services

Comprehensive Planning Services are offered on a fixed fee basis that ranges from $1,000 to $10,000. The fixed fee varies depending on the nature and complexity of your individual circumstances and the number of areas covered by the written financial plan. Your Financial Planning Agreement will show what you will be charged to complete the scope of services as defined in the agreement. We will collect the agreed-upon fee upon delivery of the written financial plan. With our ongoing services, the fee will be collected at the end of each month, in arrears. The fee is negotiable and may be waived at our discretion.

Financial Consulting Services

Consulting services are offered at an hourly rate of $500. At the beginning of engagement, we will provide you with a written estimate of the number of hours we believe the services will take. However, we will track the time we spent collecting your information, analyzing and researching the chosen topics, and presenting our findings to you. We will collect the fee at the final meeting.

You may cancel the financial planning and consulting agreement for any reason during the first five (5) business days from the date of signing the agreement and will receive a 100% refund of all fees paid without cost or penalty. After the first five (5) business days you may cancel the agreement by giving ten (10) days' written notice. To cancel the agreement, you must notify us in writing at Wealthspan Investment Management, LLC, 5030 Corporate Exchange Blvd. SE, Suite 201, Grand Rapids, MI 49512.

PORTFOLIO MANAGEMENT SERVICES

We charge an annual management fee based on a percentage of the assets under management in your account as reported by the custodian. Our management fee schedule varies based on the model in which the assets in your account are placed. The model portfolio fee schedules are:

ACTIVE ALLOCATIONS

Enhanced| Legacy | Dividend Focus | Growth Focus| Health Focus | Enhanced Core-Satellite

	Fee (tiered)	**Maximum IAR Fee**	**Total Fee**
$0 - $500,000	0.50%	1.25%	1.75%
$500,001 - $1,000,000	0.45%	1.25%	1.70%
$1,000,001 - $2,000,000	0.40%	1.25%	1.65%
$2,000,001+	0.35%	1.25%	1.60%

STRATEGIC CORE-SATELLITE

	Fee (tiered)	**Maximum IAR Fee**	**Total Fee**
$0 - $500,000	0.40%	1.25%	1.65%
$500,001 - $1,000,000	0.36%	1.25%	1.61%
$1,000,001 - $2,000,000	0.33%	1.25%	1.58%
$2,000,001+	0.30%	1.25%	1.55%

STRATEGIC ALLOCATIONS

Strategic | Strategic US-only | Strategic Lite

	Fee	**Maximum IAR Fee**	**Total Fee**
$0 - $500,000	0.25%	1.25%	1.50%
$500,001 - $1,000,000	0.23%	1.25%	1.48%
$1,000,001+	0.20%	1.25%	1.45%

THIRD-PARTY MANAGER ALLOCATIONS

	Management Fee	**Third-Party Fee**	**Maximum IAR Fee**	**Total Investment Advisory Fee**
Zacks Investment Management	0.35%	0.28%	1.25%	1.88%
Scarecrow Trading	0.35%	0.50%	1.15%	2.00%
Ai Alpha	0.20%	0.30%	1.00%	1.50%

Our management fee is tiered, which means the applicable rate will be applied to the custodian-reported account value in each account value range. For example, an account investing in an

Enhanced model with a $750,000 account value, will be charged 0.50% on the first $500,000 and 0.45% on the remaining $250,000.

Our management fee is separate from the fee charged by your IAR. The maximum fee your IAR can charge is 1.25%, as disclosed in the fee schedules above. The total management fee paid by you equals our management fee in addition to the IAR's fee (i.e., 1.25%). The IAR's fee is not tiered.

Our fees can include a fee paid to a signal provider (as a percentage of the fees generated within a particular model). Thus, a portion of the management fees paid by you can be used to compensate the signal providers. These signal providers do not, in any way, engage in providing insider-trading data and we have strict policies against the use of insider-trading information.

All fees are calculated and billed monthly in arrears, meaning they are calculated and collected at the end of each month. The fee calculations will be based on the custodians' reported account value as of the last business day of the month. The fees are negotiable based on the size of the account. You may aggregate accounts to achieve a lower rate. The initial month's fees will be prorated for the number of days the account was managed during the month. Cash balances and investments in money market funds, demand deposit accounts, or certificates of deposit held in the account are included in the fee calculations.

Please note we have a financial incentive to recommend our actively traded model portfolios because they pay us a higher fee than passive portfolios. We mitigate this conflict of interest by always acting as a fiduciary. You also always have the right to choose a different portfolio than the recommended one.

USE OF SUB-ADVISER SERVICES

When our investment adviser representatives recommend a sub-adviser, we charge a management fee based on a percentage of assets under management in your account that also includes the sub-adviser's fee. The annual management fee is up to 0.60% for accounts managed by a sub-adviser.

The IARs may also charge up to 1.25% on top of the management fee, with the total fee not exceeding 2.00%. The total fees charged by us, the sub-adviser, and IAR will be acknowledged and disclosed in the investment management agreement upon engagement.

Fees are calculated based on the month-end balance of the account as reported by the custodian and payable monthly in arrears.

You will be asked to authorize us to instruct the custodian to directly deduct our fee from your account; we will then remit the sub-adviser their portion of the fee. Please see Item 15 for additional details on direct fee deduction.

RETIREMENT PLAN CONSULTING SERVICES

We charge an annual fee based on the percentage of assets in the qualified plan. Our annual fee can be up to 0.50%. The annual fee is calculated and billed monthly, in arrears. The fee is negotiable based on the size of the plan. We will ask you to authorize the plan sponsor, record-keeper, or third-party administrator to directly deduct our management fee from your account.

The withdrawing party will be disclosed in our ERISA engagement agreement. You will also need to sign a separate agreement with the plan sponsor, record-keeper, or third-party administrator.

Termination of Services

You may terminate our portfolio management, recommendation of third-party advisers and retirement plan consulting services for any reason within the first five (5) business days after signing the contract without any cost or penalty for a full refund. Thereafter, the contract may be terminated at any time by giving ten (10) days' written notice. To cancel the agreement, you must notify us in writing to Wealthspan Investment Management, LLC, 5030 Corporate Exchange Blvd. SE, Suite 201, Grand Rapids, MI 49512.

Other Fees and Expenses

Our management fees are separate and distinct from the custodian's fixed fees, commissions, or ticket charges. For example, Charles Schwab may charge a ticket charge for a mutual fund trade. You may also incur other charges imposed by the custodian, such as odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. These charges, fees, and commissions are exclusive of and in addition to our fee and we will not receive any portion of these commissions, fees, or costs. For more information about our brokerage practice please see Item 12.

Other Securities Compensation

We do not receive any additional securities compensation.

Retirement Rollover Conflicts of Interest

When we recommend that you rollover a retirement account for us to manage, this creates a financial incentive because we charge a fee for our services. We attempt to mitigate the conflict of interest by acting in your best interest and applying an impartial conduct standard to all rollovers. Please note that you are not under any obligation to roll over a retirement account to an account managed by us.

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

We do not charge any performance-based fees (fees based on a share of capital gains on, or capital appreciation of the assets of a client) or provide side by side management.

Item 7 – Types of Clients

We offer our services to individuals, high net worth individuals, corporations and other business entities, and pension and profit-sharing plans. We do not require a minimum account size.

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

<u>METHODS OF ANALYSIS AND INVESTMENT STRATEGIES</u>

Our model portfolios are based on fundamental and technical analysis. Depending on the model portfolio, the securities may be held for a long or short term.

Fundamental analysis is a technique that attempts to determine a security's value by focusing on underlying factors that affect a company's actual business and its future prospects. The analysis is performed on historical and present data. On a broader scope, one can perform fundamental analysis on industries or the economy as a whole. The term refers to the analysis of the economic well-being of a financial entity as opposed to only its price movements. The risk associated with fundamental analysis is that despite the appearance that a security is undervalued, it may not rise in value as predicted.

Technical analysis is a method of evaluating securities by analyzing statistics generated by market activity, such as past prices and volume. Technical analysts do not attempt to measure a security's intrinsic value but instead use charts and other tools to identify patterns that can suggest future activity. The risk associated with technical analysis is that there is no broad consensus among technical traders on the best method of identifying future price movements.

Long-Term Purchases – We purchase securities with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year. The risk associated with using a long-term purchase strategy is that it generally assumes the financial markets will go up in the long-term, which may not be the case. There is also the risk that the segment of the market that the client is invested in or perhaps just that client's particular investment will go down over time even if the overall financial markets advance. Purchasing investments long-term may create an opportunity cost - "locking-up" assets that may be better utilized in the short-term in other investments.

Short-Term Purchases – We purchase securities with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short-term price fluctuations. The risk associated with using a short-term purchase strategy is that it generally assumes that we can predict how financial markets will perform in the short-term, which may be very difficult and will incur a disproportionately higher amount of transaction costs compared to long-term trading. There are many factors that can affect financial market performance in the short-term (such as short-term interest rate changes and cyclical earnings announcements) but may have a smaller impact over longer periods of time.

Additionally, we may engage the services of unaffiliated and independent signal providers to provide buy and sell signals, research, or other information that we may use to manage a particular strategy. Such signal providers will not act as fiduciaries with respect to any client as they are engaged to provide market-related services to us. In providing individualized investment advice, we may invest your assets in accordance with the recommendations of a signal provider or may invest your account in any manner we deem appropriate based on your personal objectives.

Investment Risks

All investment programs have certain risks that are born by the client and **investing in securities involves risk of loss that clients should be prepared to bear.** Our goal is to reduce the risk of loss, but not at the expense of portfolio growth. Recommended investment strategies seek to balance risks and rewards to achieve investment objectives. To manage risk, we rebalance model portfolios on an as needed basis to bring the asset allocations back to their intended balances. Please feel free to ask questions about risks that you do not understand; we would be pleased to discuss them with you.

Recommended Securities

We use several types of securities in client portfolios including, but not limited to, exchange traded funds (ETFs) and stocks. Some of the risks associated with these securities include:

- **Credit Risk:** This is the risk that an issuer of a bond could suffer an adverse change in financial condition that results in a payment default, security downgrade, or inability to meet financial obligations.
- **Inflation Risk:** This is the risk that inflation will undermine the performance of an investment or the future purchasing power of a client's assets.
- **Interest Rate Risk:** This is the risk that bond prices overall will decline because of rising interest rates.
- **International Investing Risk:** Investing in the securities of non-U.S. companies involves special risks not typically associated with investing in U.S. companies. Foreign securities tend to be more volatile and less liquid than investments in U.S. securities, and may lose value because of adverse political, social, or economic developments overseas or due to changes in the exchange rates between foreign currencies and the U.S. dollar. In addition, foreign investments are subject to settlement practices, as well as regulatory and financial reporting standards, that differ from those of the U.S.
- ***Leveraged and Inverse ETFs, ETNs and Mutual Funds***. Leveraged ETFs, ETNs and mutual funds, sometimes labeled "ultra" or "2x", are designed to provide a multiple of the underlying index's return, typically daily. Inverse products are designed to provide the opposite of the return of the underlying index, typically daily. These products are different from and can be riskier than traditional ETFs, ETNs, and mutual funds. Although these products are designed to provide returns that generally correspond to the underlying index, they may not be able to exactly replicate the performance of the index because of fund expenses and other factors. This is referred to as tracking error. Continual resetting of returns within the product may add to the underlying costs and increase the tracking error. As a result, this may prevent these products from achieving their investment objectives. In addition, compounding of the returns can produce a divergence from the underlying index over time for leveraged products. In highly volatile markets with large positive and negative swings, return distortions are magnified over time. Because of these distortions, these products should be actively monitored, as frequently as daily, and are generally not appropriate as an intermediate or long-term holdings. To accomplish their

objectives, these products use a range of strategies, including swaps, futures contracts and other derivatives. These products may not be diversified and can be based on commodities or currencies. These products may have higher expense ratios and be less tax-efficient than more traditional ETFs, ETNs and mutual funds.

- **Liquidity Risk:** Liquidity risks exist when particular investments are difficult to purchase or sell, possibly preventing the ability to sell these securities at an advantageous time or price, or possibly requiring the client to dispose of other investments at unfavorable times or prices in order to satisfy its obligations.
- **Manager Risk:** This is the risk that the proportions allocated to the various securities within a portfolio will cause the client's account to underperform relevant to benchmarks or other accounts with a similar investment objective.
- **Stock Market Risk:** This is the risk that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising stock prices and periods of falling stock prices.
- **Mutual Fund Manager Risk:** This is the risk that the proportions allocated to the various mutual funds will cause the client's account to underperform relevant to benchmarks or other accounts with similar investment objectives.
- **Pricing Transparency Risk:** There is no uniform standard pricing, which makes it harder to compare the net-of-pricing attractiveness of alternative structured products offerings than it is to compare the net expense ratios of different mutual funds or commissions among broker-dealers. Many structured products issuers work the pricing into their option models so that there is no explicit fee or other expense to the investor. This means that the investor cannot know for sure what the implicit costs are.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. We have no information applicable to this item.

Item 10 – Other Financial Industry Activities and Affiliations

Broker Dealer Affiliation

We are not affiliated with a broker-dealer.

Futures/Commodities Firm Affiliation

We are not affiliated with a futures or commodities broker.

Other Industry Affiliations

Our owners and associates are independent insurance agents. They may recommend the sale of insurance products to you. This other business activity pays them commissions that are separate from the fees described in Item 5. The commissions give them a financial incentive to recommend and sell insurance products to you. They attempt to mitigate this conflict of interest to the best of their ability through the implementation of policies and procedures that address these conflicts of interest by placing your interests ahead of their own. Please note that you always have the right to choose whether to act on our recommendations, you also have the right to purchase recommended insurance through any licensed insurance agent.

One of our owners, Mr. Stukey, is the owner of and dually registered as an IAR with Strategic Navigators Asset Management, LLC, a Michigan registered investment adviser. There are no conflicts of interests as he will not recommend its advisory services to you.

Our owners, Mr. Stukey and Mr. Rossback, are also the owners of AI Alpha, LLC, a SEC registered investment adviser. Please see Item 4 for information about any conflicts of interest associated with the ownership.

Recommendation of Third-Party Investment Adviser

We recommend the services of third-party investment advisers and sub-advisers. This information can be found under Items 4 and 5. We will ensure that the third-party adviser and sub-adviser is properly registered or exempt from registration in your state of residence prior to making any recommendations. The recommended third-party adviser and sub-advisers are Ai Alpha, LLC (CRD # 334908) and Zacks Investment Management ("ZIM") (CRD #110897). We are not affiliated with or compensated by ZIM.

Item 11 – Code of Ethics, Participation or Interest in Client Transaction and Personal Trading

Description

Our Code of Ethics establishes ideals for ethical conduct based upon fundamental principles of openness, integrity, honesty, and trust. We will provide a copy of our Code of Ethics to any client or prospective client upon request.

Our Code of Ethics covers all supervised persons, and it describes our high standard of business conduct and fiduciary duty owed to our clients. The Code of Ethics includes, among other things, provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition on rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures. All supervised persons must acknowledge the terms of the Code of Ethics annually or as amended.

Material Interest in Securities

We do not have a material interest in any securities.

Investing in or Recommending the same Securities

Our owners and IARs may buy or sell for their own account the same securities that they purchase or recommend for purchase in client accounts. A conflict of interest exists because they can trade ahead of client trades. We mitigate any conflict of interest in two ways. First, our Code of Ethics requires employees to report personal securities transactions on at least a quarterly basis and provide us with a detailed summary of certain holdings (both initially upon commencement of employment and quarterly thereafter) in which employees have a direct or indirect beneficial interest. The reports are reviewed to ensure that we do not trade ahead of client accounts. Second, we require client transactions be placed ahead of our associates' personal trades or our associates can place personal trades as part of a block trade (Please see Item 12.B for details on our block trading practices). The records of all associates' personal and client trading activities are reviewed and made available to regulators to review on the premises.

Item 12 – Brokerage Practices

RECOMMENDATION CRITERIA

Your assets must be maintained in an account at a "qualified custodian," which is generally a broker-dealer or bank. We recommend that you use, Altruist Financial LLC ('Altruist") and Charles Schwab & Co., Inc., ("Schwab") registered broker-dealers, members FINRA/SPIC, as the qualified custodian. We are independently owned and operated and are not affiliated with either custodian.

The custodian will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we recommend that you use certain qualified custodians, you will decide whether to do so and open an account with the qualified custodian by entering into an account agreement directly with the qualified custodian; we do not open the account for you. If you do not wish to place your assets with one of the qualified custodians with which we have a relationship, we cannot manage your account.

Please Note: You may be able to obtain lower commissions and fees from other brokers, and the value of products, research, and services given to the applicant is not a factor in determining our selection of broker-dealers or the reasonableness of their commissions.

RESEARCH AND SOFT DOLLARS

"Soft dollars" are defined as a form of payment that investment firms can use to pay for goods and services, such as news subscriptions or research. When an investment firm gives its business to a particular brokerage firm, the brokerage firm in return can agree to use some of its revenue to pay for these types of services. We do not receive any soft dollars.

BROKERAGE FOR CLIENT REFERRALS

We do not receive client referrals or any other incentive from any broker-dealer or custodian.

DIRECTED BROKERAGE

We do not allow directed brokerage.

TRADE AGGREGATION

We may aggregate transactions in equity and fixed income securities for a client with other clients to improve the quality of execution. When transactions are aggregated, the actual prices applicable to the aggregated transactions will be averaged, and each client account is deemed to have purchased or sold its proportionate share of the securities involved at the average price obtained. We may also determine not to aggregate transactions, based on the size of the trades, the number of client's accounts, the timing of the trades, the liquidity of the securities, or the discretionary or non-discretionary nature of the trades. If we do not aggregate orders, some clients purchasing securities around the same time may receive a less favorable price than other clients. This means that the practice of not aggregating may cost clients more money.

Item 13 – Review of Accounts

PERIODIC REVIEWS

Our IARs will conduct no less than monthly reviews of your model portfolios. They will also attempt to meet with you annually either in person or by telephone to review your investment profile and determine if rebalancing is necessary.

OTHER REVIEWS

Reviews may also be triggered by events within clients' lives, as well as pertinent news events, changes in federal and state regulatory or tax regimes, and overall economic events.

REPORTS

You will receive a written plan for our comprehensive financial planning services. Additionally, you will receive at least a quarterly account statement from your account's custodian. We urge you to carefully review these statements.

Item 14 – Client Referrals and Other Compensation

OTHER COMPENSATION

We do not receive additional compensation or economic benefits.

CLIENT REFERRALS

We do not pay for client referrals or use solicitors.

Item 15 – Custody

All client funds, securities and accounts are held at a qualified custodian. We do not take possession of a client's securities. However, you will be asked to authorize us to instruct the custodian to deduct our management fee from your account. This authorization will apply to our management fee only. This is considered a limited form of custody. You may terminate this authorization at any time. You will receive at least quarterly account statements from the custodian that holds and maintains your assets. We urge you to carefully review these account statements.

Item 16 – Investment Discretion

We offer discretionary investment management services. To grant us discretionary power over the account, the client must sign the investment management agreement. Our investment management agreement contains a limited power of attorney that allows us to select the type and amount of securities to be bought and sold in the client's account. It also allows us to place each such trade without the client's prior approval. Additionally, the agreement provides us with the ability to delegate our discretionary power to a sub-adviser. The client's custodian may request the client to sign the custodian's limited power of attorney. We will discuss all limited powers of attorney prior to their execution. In all cases, however, our discretion will be exercised in a manner consistent with the stated investment objectives for the client's account and any other investment policies, limitations, or restrictions. You may also place reasonable limitations on the discretionary power granted to us if the limitations are set forth in or included as an attachment to the investment management agreement.

Item 17 – Voting Client Securities

We will not be responsible for responding to proxies that are solicited with respect to annual or special meetings of shareholders of securities held in clients' accounts. Proxy solicitation materials will be forwarded to clients directly from their accounts' custodian for response and voting. If a client has a question about a proxy solicitation, the client should contact his or her IAR.

Item 18 – Financial Information

Balance Sheet

We do not require or solicit prepayment of more than $1200 in fees per client, six months or more in advance. Therefore, we are not required to provide a balance sheet.

Financial Condition

We are required in this Item to provide you with certain financial information or disclosures about our financial condition, if we have a financial commitment that impairs our ability to service you. We do not have a financial commitment that impairs our ability to service our clients.

Bankruptcy

We have not been the subject of a bankruptcy proceeding.