



## **Appendix 1 of Part 2A of Form ADV: *Wrap Fee Brochure***

Impact Partnership Wealth, LLC

3550 George Busbee Parkway, Suite 450  
Kennesaw, Georgia 30144  
Phone: (800) 380-5040  
Website: [www.impactpartnershipwealth.com](http://www.impactpartnershipwealth.com)

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This brochure provides information about the qualifications and business practices of Impact Partnership Wealth, LLC ("IPW"). If you have any questions about the contents of this brochure, please contact us at 800.380.5040. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. Registration as an investment adviser does not imply a certain level of skill or training. Additional information about Impact Partnership Wealth, LLC or IPW also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 313928.

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## ***Item 2 – Material Changes***

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Impact Partnership Wealth, LLC was established as a new Registered Investment Adviser in May 2021 with the Securities and Exchange Commission ("SEC"), under the rules and regulations of the US Investment Advisers Act of 1940, as amended (the "Advisers Act"). Impact Partnership Wealth will provide updates to this document annually within 120 days of the close of the fiscal year, or more frequently in the event of material changes. This brochure will be amended anytime there is a material change, and this section will include a summary of any material changes.

The following material changes have been made since the last annual update on **March 29, 2023**:

- Our Chief Compliance Officer is now Mr. Shawn Scholz.
- Amended and added to Services, Fees and Compensation :
  - Model Portfolio Selection Services
  - Direct Asset Management Services
  - Financial Planning and Consulting
  - Employee Retirement Income Security Act ("ERISA") Plans
  - Third-Party Registered Investment Adviser Services
  - Wrap fee program
  - Financial Planning and Consulting
  - Client-Directed Accounts
  - ERISA Plan fees
  - Third-Party Registered Investment Adviser fees
- Updated the inherent conflicts of interest associated with investment advisory services
- We now require that an IPW client choose one of our recommended custodians
- Substantial editing, organizing, and amending the language for a more easy-to-read disclosure for our clients and the public.

### **Annual Update**

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure. You may request a brochure by contacting us at (800) 380-5040.

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### ***Item 3– Table of Contents***

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<b>Item 2 – Material Changes .....</b>	<b>2</b>
<b>Item 3 – Table of Contents .....</b>	<b>3</b>
<b>Item 4 – Services, Fees, and Compensation .....</b>	<b>4</b>
Description of Advisory Services .....	4
Fees and Compensation for Asset Management Services.....	6
Treatment of Non-Transaction Fee (NTF) Mutual Funds .....	10
Model Manager Selection .....	10
Client Assets Managed by IPW .....	10
Use of Third-Party Investment Managers .....	10
Best Interest and Investment Strategy.....	11
Brokerage Recommendations .....	11
Directed Brokerage .....	13
Soft Dollar Benefits .....	13
Training Assistance Received from Service Providers.....	13
Block Trading Policy .....	13
Additional Compensation, Economic, and Non-Economic Benefits.....	14
<b>Item 5 – Account Requirements and Types of Clients.....</b>	<b>14</b>
Types of Accounts.....	14
Minimum Account Size .....	14
<b>Item 6 – Portfolio Manager Selection and Evaluation.....</b>	<b>14</b>
General Description of Other Advisory Services.....	16
Financial Planning and Consulting Services .....	16
ERISA Retirement Plan Services.....	16
Disclosure Regarding Rollover Recommendations .....	17
Held-Away Employer Asset Management .....	17
Client-Directed Accounts.....	18
Tailor Advisory Services to Individual Needs of Clients.....	19
Performance-Based Fees and Side-by-Side Management .....	19
Methods of Analysis.....	19
Investment Strategies .....	21
Risk of Loss .....	21
Voting Client Securities .....	24
<b>Item 7 – Client Information Provided to Portfolio Managers .....</b>	<b>24</b>
<b>Item 8 – Client Contact with Portfolio Managers .....</b>	<b>24</b>
<b>Item 9 – Additional Information.....</b>	<b>24</b>
Disciplinary Information.....	24
Registration of Management Persons with a Broker-Dealer.....	25
Other Financial Industry Activities and Affiliations.....	25
Related Broker-Dealers.....	25
Registered Representative of a Broker-Dealer.....	25
Related Investment Advisers .....	25
Related Insurance Marketing Organizations.....	26
Insurance Agents.....	27
Code of Ethics Summary .....	27
Affiliate and Employee Personal Securities Transactions Disclosure .....	27
Client Referrals and Other Compensation .....	28
Financial Information.....	29

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## ***Item 4 – Services, Fees, and Compensation***

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Impact Partnership Wealth, LLC (“IPW”) is a registered investment adviser based in Kennesaw, Georgia, and incorporated under the laws of the State of Delaware. The principal owners of IPW are the Karlun M Callanan Irrevocable Trust A and the Foster Family Descendants Trust. IPW is registered with the U.S. Securities and Exchange Commission and is subject to its rules and regulations. Founded in May 2021, IPW provides investment advisory services, which may include, but are not limited to, the review of client investment objectives and goals, recommending asset allocation strategies of managed assets among investment products such as cash, stocks, mutual funds and bonds, annuities, and/or preparing written investment strategies. Our investment advice is tailored to meet our clients’ needs and investment objectives.

### **Description of Advisory Services**

The IPW investment advisory services disclosed in this brochure are provided to you through an appropriately licensed and qualified individual who is an investment adviser representative (“IAR”). Your IAR typically is not an employee of IPW; rather, they are typically an independent contractor of IPW. Your IAR is typically limited to providing services and charging investment advisory fees in accordance with the descriptions detailed in this brochure. Your IAR is generally allowed to set IPW’s investment management fees within the range prescribed by IPW. As a result, the rates actually charged by two different IARs of IPW may vary for similar services.

IPW offers a few types of advisory services designed to meet the unique needs of our clients. Below are descriptions of primary advisory services we offer. A written investment advisory services agreement detailing the exact services we will provide to you and the fees you will be charged will be executed prior to the commencement of any services.

### **Model Portfolio Solutions**

IPW offers model portfolio selection services, which allows us to exercise discretion to implement a specialized investment strategy that is managed either by IPW, a third-party portfolio provider (individually, a “Strategist” and collectively “Strategists”), or a third-party investment manager (individually, a “Third-Party Manager” or “Manager” and collectively “Third-Party Managers” or “Managers”). Additionally, IARs that meet certain requirements are allowed to develop their own model portfolios (individually, an “Adviser Managed Model” collectively “Adviser Managed Models”) and offer them to clients or other independent advisers. These models are approved by the Chief Investment Officer of a third-party service provider prior to being available and are reviewed on a periodic basis. An IAR will assist you in completing a client profile questionnaire and review the information you provide. We will then select the model portfolio(s) that aligns with your disclosed financial circumstances, risk tolerance, and investment objectives. IPW will exercise its discretionary authority to implement the selected model portfolio(s) and to trade in your account based on information and/or signals provided by the manager(s) of the model portfolio(s). In some instances, we will recommend a Third-Party Manager that has discretionary authority for the day-to-day management of the assets allocated to it by IPW or by you in separately managed accounts. The Third-Party Manager will directly trade the securities it selects for the account based on the applicable investment strategy. These managers also consider each client’s investment objectives, financial situation, and/or reasonable restrictions placed on the investment of the client’s assets when implementing the trades.

We will be available to answer questions that you have regarding your account. We will have the ability to select the model portfolio(s) as well as the ability to reallocate funds from or to the model portfolio(s) and funds in other accounts over which you have granted us discretionary authority. There are other model portfolios not recommended by our firm, that could be appropriate for you and that are less costly than models recommended by our firm. No guarantees can be made that your financial goals or objectives will be achieved through the Model Portfolio Solutions program or by a recommended/selected model portfolio. Further, no guarantees of performance can ever be offered by our firm. Please refer to *Item 8 – Methods of Analysis, Investment Strategies, and Risk of Loss* for more details.

### Direct Asset Management Services

We also offer direct asset management services in which IPW and your IAR will individually select the securities held in your account on a discretionary basis. This service includes investment analysis, ongoing allocation of investments, and monitoring services for the portfolio. We will have the ability to buy or sell securities on your behalf without your prior permission for each transaction. Nevertheless, you will have the ability to impose restrictions on the management of your account, including the ability to instruct us not to purchase certain securities.

We will manage your account based on your financial situation, investment objectives, and risk tolerance. Accordingly, we will need to obtain certain information from you to determine your financial situation, investment objectives, and risk tolerance. As part of this process, an IAR will assist you in completing a client profile questionnaire and review the information you provide. You will be responsible for notifying us of any updates regarding your financial situation, investment objectives, or risk tolerance and whether you wish to impose or modify any existing investment restrictions.

The financial situation, investment objectives, and risk tolerance for each IPW client is unique. As a result, advice to another client or actions taken for them or for our personal accounts can differ from the advice we provide to you or actions we take for you. We are not obligated to buy, sell, or recommend to you any securities or other investments that we may buy, sell, or recommend to any other clients or for our own accounts. Additionally, conflicts can arise in the allocation of investment opportunities among accounts that we manage. We strive to allocate investment opportunities believed to be appropriate for your account(s) and other accounts advised by our firm among such accounts equitably and consistent with the best interests of all accounts involved. However, there can be no assurance that a particular investment opportunity that comes to our attention will be allocated in any particular manner. If we obtain material, non-public information about a security or its issuer, we may not lawfully use or disclose this information. We will also not allow our clients to use this information.

Upon request, we may recommend the services of other professionals, such as tax attorneys, or accountants. But clients are under no obligation to engage the services of any such recommended professional.

Investment in certain securities such as mutual funds or Exchange Traded Funds (“ETFs”) may make it impossible for us to ensure that a client’s portfolio will not invest in a particular industry or security. Account holders have a direct and beneficial interest in their securities, rather than an undivided interest in a pool of securities. Clients of our Firm are advised and are expected to understand that our past performance is not a guarantee of future results. Certain market and economic risks exist that may adversely affect an account’s performance and result in capital losses. We do not guarantee the results of asset management performed or consulting advice we give. We may offer an initial complimentary meeting with our clients; however, investment advisory services are initiated only after our Clients and the Firm execute an Investment Advisory Services Agreement.

### Third-Party Adviser Program

IPW also provides services to other registered investment advisory firms (each, a “Third-Party Registered Investment Adviser” or “TPRIA”) pursuant to a written agreement under our Third-Party Registered Investment Adviser Program (“TPRIA Program”). IPW acts in a subadviser capacity to the TPRIA when making TPRIA Programs available. IPW performs a due diligence review of each TPRIA that joins our platform. IPW does not provide oversight or supervision of the TPRIA and the TPRIA is solely responsible for complying with all federal and state regulatory rules and regulations. Advisory clients of a TPRIA (“TPRIA Program Client”) will typically provide the TPRIA information regarding investment experience, anticipated need for liquidity, potential timing of the need for retirement funds, and other investment needs and parameters. TPRIA remains responsible for providing advice, monitoring the selected strategy, and recommending any changes to a client throughout the duration of the relationship. IPW’s responsibility is to implement the strategy chosen by TPRIA Program Client and TPRIA. IPW does not advise about potential changes to any client strategy. As part of the TPRIA Program, IPW, through a third-party service provider, provides related administrative services including, but not limited to, account opening, fund

transfers, and securities trading as directed by the TPRIA; access to services that facilitate the management and administration of model portfolios offered by a Third-Party Manager; access to various financial planning, account monitoring and reporting tools; and conducting client billing/fee deduction on the TPRIA's behalf.

Your TPRIA is solely responsible for their investment advisory relationship with you in accordance with the TPRIA's investment advisory services agreement and disclosure documents. IPW will not provide individualized investment advice or recommendations or review any advice or recommendation made by your TPRIA. IPW does not review a TPRIA Program Client's financial situation, risk tolerance, or investment objective information when implementing a strategy the TPRIA has selected.

Your TPRIA may provide additional or other services to you which are not described in this brochure. You should read and review your TPRIA's investment advisory services agreement and your TPRIA's ADV Part 2A Brochure for information regarding services provided by your TPRIA.

Products available to TPRIAs through IPW require discretionary authority to trade securities, cash, or other investment vehicles. These products include, and are not limited to, model portfolios managed by a Third-Party Manager or Strategist and administered by IPW. Clients of TPRIAs have instructed TPRIA to invest in one of these products through the TPRIA's investment management agreement. TPRIA must have discretionary authority to conduct these transactions stated in their Agreement with the client and retains the discretionary authority sufficient to carry out transactions required to administer the client account in accordance with client agreement with the TPRIA. These transactions include, but are not limited to, fee billing, trade correction, and other general account maintenance. Through the Master Subadvisory Services Agreement between the TPRIA and IPW, the TPRIA delegates authority to IPW such that IPW can administer a client account in accordance with its TPRIA agreement. In all other circumstances, IPW will execute trades on accounts only upon instructions provided by your TPRIA.

From time to time, the Third-Party Manager or Strategist of a model portfolio on our TPRIA Program platform may add, remove, or change the composition and relative allocation of the individual securities or other investment vehicles within a model portfolio to maintain consistency with the stated discipline or strategy for the model portfolio (a "Rebalancing Event"). Rebalancing Events generally require the trading of such securities or other investment vehicles for all accounts invested in the model portfolio and do not constitute individual investment advice or a recommendation to the client. IPW will utilize discretion, as described above, to administer a Rebalancing Event.

Administrative services offered by our firm may be performed by third-party service providers with which the Firm has contracted. Under this arrangement, neither IPW nor its contracted providers will serve as an investment adviser to any clients. Access to TPRIA's client accounts by IPW or its providers must be authorized by the TPRIA or TPRIA's client, as required, and will be limited to that which is necessary for the performance of the contracted services.

### **Fees and Compensation for Asset Management Services**

This section provides details regarding the fees and compensation we receive for the services that we offer. Lower fees for comparable services may be available from other sources. IPW allows your IAR to set fees within the range that we provide. As a result, your IAR may charge more or less for the same service than another IPW IAR. The exact fees and other terms will be outlined in the investment advisory services agreement between you and IPW.

#### Wrap Fee Accounts

Our model portfolio solutions and direct asset management services are only provided on a wrap fee basis. Therefore, you will generally only pay fees based on assets under management and, in most circumstances, you will not pay a separate commission, ticket charge, or custodian fee for the execution of transactions in your account. IPW's annual fees are based upon a percentage of assets under management. Our fees are billed in arrears (at the end of the billing period) on a monthly basis and calculated based on the average daily balance of the account

during the current billing period. Fees are prorated based on the number of days service is provided during each billing period. If services are commenced in the middle of the billing period, then the prorated fee for that billing period will be billed in arrears at the end of that billing period. IPW and certain service providers, including the custodian and model portfolio manager (if applicable), will receive a portion of the fee as compensation for services. There are certain fees charged by the custodians, such as alternative investment fees, that are not covered as part of the wrap pricing agreement and are charged to you in addition to the investment management fee you pay. If there is a low number of trades/transactions in your account(s) that is managed by IPW, it is likely that the wrap fee will accrue more expenses than an account that is charged on a transactional basis.

Although IPW has established a maximum annual fee as stated above, we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs are considered in determining the fee schedule. These factors include the complexity of the client, assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, account composition, reports, among others. The specific annual fee schedule is identified in your investment advisory services agreement between your IAR and you. Fees are assessed on all assets under management, including securities, cash, and money market balances. For cash, fees are only assessed on cash placed in a model; non-modelized cash will not be billed on.

When your IAR manages his/her own model portfolios, a portion of your investment advisory fee is not allocated to a Strategist. However, IPW does not require your IAR to lower your overall fee in such circumstance. As a result, your IAR is incentivized to select model portfolios that he/she manages in lieu of model portfolios managed by Strategists or Third-Party Managers. The rationale for not requiring your IAR to lower your fees is that your IAR incurs expenses related to the management of these Adviser Managed Models.

Additionally, your IAR has an incentive to use certain models when using certain direct indexing products with our third-party service providers since the third party has discretion to waive account fees charged to the IAR for accounts exclusively using those models in their benchmarking. These fee waivers are not available for all products. If your IAR receives a waiver, IPW does not require your IAR to lower your overall fee.

IPW believes its annual fee is reasonable in relation to services provided and the fees charged by other investment advisers offering similar services/programs. However, our annual fee may be higher than that charged by other investment advisers offering similar services/programs.

In most circumstances, investment advisory fees will be deducted from your account and paid directly to our firm by the qualified custodian(s) of your account. You must authorize the qualified custodian(s) of your account to deduct fees from your account and pay such fees directly to IPW. If more convenient for you, you have the authority to require that IPW charge your IAR's investment advisory fees to a single, designated account. However, keep in mind that your custodian will rely on IPW's instructions to charge the designated account and will have no responsibility to confirm those instructions with you or verify the amount or timing of investment advisory fees charged to the designated account. Additionally, collecting a fee for a taxable account out of a non-taxable account typically constitutes a taxable event and may be subject to a penalty. Please consult with a tax adviser in the event you wish to charge all fees to a single advisory account.

You should review your account statements received from the qualified custodian(s) and verify that appropriate investment advisory fees are being deducted. The qualified custodian(s) will not verify the accuracy of the investment advisory fees deducted. IPW has the discretion to bill you for fees incurred instead of deducting the fees from your account.

In addition to the fees described above, you may incur certain charges imposed by third parties other than IPW in connection with investments made through your account including, but not limited to, mutual fund sales loads, periodic mutual fund fees (e.g. 12b-1 trails) and surrender charges, IRA and qualified retirement plan fees, regulatory fees assessed by the SEC and/or FINRA, and charges imposed by the qualified custodian(s) of your



account. IPW management fees are separate and distinct from fees and expenses charged by investment company securities recommended to you. A description of these fees and expenses is available in each investment company security's prospectus.

At our discretion, we may aggregate asset amounts in accounts from your same household together to determine the advisory fee for all your accounts. We may do this, for example, where we also service accounts on behalf of your minor children, individual and joint accounts for a spouse, and/or other types of related accounts. This consolidation practice is designed to allow the client the benefit of an increased asset total, which could potentially cause your account(s) to be assessed a lower advisory fee based on the asset levels under management with IPW.

Our employees and their family-related accounts are charged a reduced fee for our services.

Either IPW or you may terminate the investment advisory services agreement immediately upon written notice to the other party. If services are terminated at any time other than the last business day of the month, fees for the final billing period will be determined on a pro rata basis using the number of days services are actually provided during the final period. Upon termination, you are responsible for monitoring the securities in your account, and we will have no further obligation to act or advise with respect to those assets. In the event of a client's death or disability, IPW will continue management of the account until we are notified of the client's death or disability, at which point we will then freeze the account until we have received the appropriate documentation to update the account or transfer it to the client's beneficiaries. If at some point the account is again in good order, we will resume management.

Lower fees for comparable services may be available from other sources.

### Fees for Other Services

#### **Financial Planning and Consulting Fees**

IPW provides financial planning and consulting services under hourly- and fixed-fee arrangements. Financial Planning and Consulting Services are offered outside of our wrap fee program. Therefore, you pay separate commissions, ticket charges, and custodian fees if you implement recommended transactions away from IPW. For more information about fees, services, and termination of those services please refer to *Items 4 and 5 – Advisory Business and Fees and Compensation*, respectively, in the IPW Firm Brochure.

#### **TPRIA Program Fees**

If you are a TPRIA Program Client, your TPRIA will determine whether IPW's services are provided to you on a wrap fee or non-wrap fee basis. If services are provided on a non-wrap fee basis, you will pay separate commissions, ticket charges, and custodian fees for the execution of transactions in your account. These charges will be in addition to the investment management fee that you pay us and your primary adviser. If a non-wrap fee account is utilized, the execution of our investment strategies at times results in significant fees for small-dollar transactions and/or short-term mutual fund redemptions. The Platform Fee will be billed to the TPRIA by IPW. Any fees assessed to the TPRIA's client account will not exceed that which is stated and agreed upon by the TPRIA and their client in the TPRIA's client agreement.

A TPRIA agreement may be canceled at any time, by either party, for any reason upon receipt of thirty (30) days' written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded. In calculating a client's reimbursement of fees, we will pro rate the reimbursement according to the number of days remaining in the billing period.

#### **Retirement Plan Service Fees**

IPW provides Retirement Plan Services to retirement Plan Sponsors. Fees for retirement plan services, provided to ERISA Plan Sponsors, are negotiated by the IAR and the Plan Sponsor. A Plan Sponsor's agreement with the recordkeeper will determine the frequency at which fees are paid. For example, fees may be calculated and billed



quarterly; however, some recordkeepers may calculate and bill more frequently. If you are a Plan Sponsor and have questions about your recordkeeper's pay schedule, please refer to your IAR or your agreement with the recordkeeper.

Either our Firm or the Plan Sponsor may terminate the Agreement upon 30 days written notice to the other party. The Plan Sponsor is responsible to pay for services rendered until the termination of the Agreement.

### **Advisory Fees in General**

Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees.

**Treatment of Mutual Fund Share Classes:** Mutual funds often offer multiple share classes with differing internal fee and expense structures. Generally, our Firm does not recommend mutual funds holdings in our client portfolios/investment strategies. However, some clients may hold mutual funds in their accounts for various reasons, including tax strategies or legacy assets. If we need to render advice on mutual fund holdings, our Firm will purchase institutional share classes of those mutual funds. The institutional share class generally has the lowest expense ratio. The expense ratio is the annual fee that all mutual funds or ETFs charge their shareholders. It expresses the percentage of assets deducted each fiscal year for a fund's expenses, including 12b-1 fees, management fees, administrative fees, operating costs, and all other asset-based costs incurred by the fund. Some fund families offer different classes of the same fund, and one share class may have a lower expense ratio than another share class. These expenses come from client assets which could impact the client's account performance. Mutual fund expense ratios are in addition to our fee, and we do not receive any portion of these charges. If a mutual fund is recommended, IPW endeavors to identify and utilize the share class with the lowest internal fee and expense structure for each mutual fund. However, instances occur in which the lowest cost share class is not used. These instances include but are not limited to:

Instances in which a certain custodian has a share class available that has a lower internal fee and expense structure than is available for the same mutual fund at other custodians. In such instances, IPW will select the lowest cost share class available at the custodian that holds your account even though a lower cost share class is available at another custodian.

Instances in which the custodian that holds your account offers others a share class with a lower internal fee and expense structure than what is available to IPW at the same custodian. In such instances, IPW will select the lowest cost share class that the custodian makes available. This situation sometimes occurs because the custodian places conditions on the availability of the lower cost share class that IPW has determined are not appropriate to accept due to additional costs imposed by said conditions.

Instances in which a share class with a lower internal fee and expense structure becomes available after the share class you hold was purchased. IPW periodically monitors this circumstance. However, a share class with a lower internal fee may become available between the time of your purchase and IPW's next review.

Instances in which a share class with a lower internal fee and expense structure than the share class you currently hold is available at your custodian, but where IPW is prevented by either the custodian or the fund sponsor from converting to the lower cost share class. Additionally, IPW does not convert to a share class with a lower internal fee and expense structure if the conversion will cause a taxable event or other expense/cost to you that negates the advantage of the lower cost share class.

Instances in which a Strategist selects a share class for inclusion in a model that is not the lowest cost share class available. Whenever possible, IPW works with Strategists to ensure they are selecting the lowest cost share class available for inclusion in their model portfolios. However, certain Strategists make

their investment selections without any input from IPW. In such cases, IPW implements the models as directed by the Strategist and does not screen for the lowest mutual fund share class available.

Instances in which you are a TPRIA Program Client. In such circumstances, IPW implements the mutual fund selection instructions provided by your TPRIA and does not screen for the lowest mutual fund share class available.

Instances in which you make your own investment selections in a Client-Directed Account. In such circumstances, IPW does not screen for the lowest mutual fund share class available.

Clients who transfer mutual funds into their accounts with our Firm would bear the expense of any contingent or deferred sales loads incurred upon selling the product. If a mutual fund has a frequent trading policy, the policy can limit a client's transactions in shares of the fund (e.g., for rebalancing, liquidations, deposits, or tax harvesting). All mutual fund expenses and fees are disclosed in the respective mutual fund prospectus.

**Regulatory Fees:** To facilitate the execution of trades, regulatory Trading Activity Fees (TAF) are added to applicable sales transactions. The Securities and Exchange Commission (SEC) regulatory fee is assessed on client accounts for sell transactions, and a FINRA fee is assessed on client accounts for sell transactions, for certain covered securities. This fee is not charged by our Firm but is accessed and collected by the custodian. The Custodian that our Firm uses, is a FINRA member firm. These fees recover the costs incurred by the SEC and FINRA, for supervising and regulating the securities markets and securities professionals. The fee rates vary depending on the type of transaction and the size of that transaction. For more information on the SEC and FINRA fees, please visit their websites:

[www.sec.gov/fast-answers/answerssec31htm.html](http://www.sec.gov/fast-answers/answerssec31htm.html)

[www.finra.org/industry/trading-activity-fee](http://www.finra.org/industry/trading-activity-fee)

### **Treatment of Non-Transaction Fee (NTF) Mutual Funds**

When selecting investments for our clients' portfolios we might choose mutual funds on your account custodian's Non-Transaction Fee (NTF) list. This means that your account custodian will not charge a transaction fee or commission associated with the purchase or sale of the mutual fund. The mutual fund companies that choose to participate in your custodian's NTF fund program pay a fee to be included in the NTF program. The fee that a mutual fund company pays to participate in the program is ultimately borne by the owners of the mutual fund including clients of our Firm. When we decide whether to choose a fund from your custodian's NTF list or not, we consider our expected holding period of the fund, the position size and the expense ratio of the fund versus alternative funds. Depending on our analysis and future events, NTF funds might not always be in your best interest.

### **Model Manager Selection**

IPW conducts a review of third-party model manager(s), or Strategist(s), before selecting them to be included in our program. For some of these reviews, we utilize a third-party service provider. We conduct initial and ongoing reviews to ensure that the model manager is suitable for our programs. We call these processes "due diligence." In order to assist us in conducting our due diligence and selection of model managers, we may utilize an outside firm. For more information about our process and criteria, please reference *Item 6 – Portfolio Manager Selection and Evaluation*.

### **Client Assets Managed by IPW**

As of June 1, 2023, IPW manages \$394,320,792 under total regulatory assets under management. All assets are under our discretionary management.

### **Use of Third-Party Investment Managers**

As discussed in Item 4 above, independent Registered Investment Advisory firms act as a third-party investment manager to our Firm. In those circumstances, the other investment adviser manages the assets based upon the

parameters provided by our Firm. Our Firm collects the client advisory fee as described above and then pays out the Manager a portion of the advisory fee based on the assets under management for such services as outlined in the Agreement between our Firm and the third-party investment manager.

### **Best Interest and Investment Strategy**

Our investment advice is based on your financial situation, investment objectives, and risk tolerance. IARs will assist clients in determining their objective(s), investment strategy, and investment suitability, prior and subsequent to, opening an asset management account. Accordingly, we will need to obtain certain information from you to determine your financial situation, investment objectives, and risk tolerance. As part of this process, we will assist you in completing a detailed client profile questionnaire and review the information you provide. You will be responsible for notifying us of any updates regarding your financial situation, investment objectives, or risk tolerance, and whether you wish to impose or modify any existing investment restrictions.

The financial situation, investment objectives, and risk tolerance for each client of IPW is unique. As a result, we may give advice to another client or take actions for them or for our personal accounts that is different from the advice we provide to you or actions taken for you. We are not obligated to recommend to you (or select for you if discretionary authority is granted by you) a Strategist and corresponding model portfolio that we are recommending/selecting for other clients or our personal accounts.

### **Brokerage Recommendations**

Clients must maintain assets in an account at a “qualified custodian,” generally a broker-dealer or bank. To utilize our asset management services, IPW will require that you establish or maintain a brokerage account with TD Ameritrade/Charles Schwab & Co., Inc. Advisor Services (“TD Ameritrade/ Charles Schwab”), a registered broker-dealer, member SIPC, or Fidelity Institutional Wealth Services and/or its affiliate, National Financial Services LLC (collectively “Fidelity”). We are independently owned and operated, and unaffiliated with TD Ameritrade/Schwab or Fidelity. IPW chooses these broker-dealers to maintain custody of clients’ assets and to affect trades for their accounts. The primary factor in suggesting a broker-dealer or custodian is that the services of the firm are provided in a cost-effective manner. While quality of execution at the best price is an important determinant, best execution does not necessarily mean lowest price and it is not the sole consideration. The trading process of any broker-dealer and Third-Party Manager suggested by IPW must be efficient, seamless, and straight-forward. Overall custodial support services, trade correction services, and statement preparation are some of the other factors determined when suggesting a broker-dealer.

### **How We Select Brokers/Custodians**

If IPW assists in the implementation of any recommendations, we are responsible for ensuring that the client receives best execution for transactions. Best execution does not necessarily mean that clients receive the lowest possible commission costs but that the qualitative execution is best. In other words, all conditions considered, the transaction execution is in your best interest. When considering best execution, we consider a number of factors other than prices and rates including, but not limited to:

- Execution capabilities (e.g., market expertise, ease/reliability/timeliness of execution, responsiveness, integration with our existing systems, ease of monitoring investments)
- Products and services offered (e.g., investment programs, back-office services, technology, regulatory compliance assistance, research and analytic services)
- Financial strength, stability and responsibility
- Reputation and integrity
- Ability to maintain confidentiality

### TD Ameritrade/Charles Schwab

TD Ameritrade/Charles Schwab provides us with access to their institutional trading and custody services, which are typically not available to retail investors. We compensate TD Ameritrade/Charles Schwab for their custodial services with a portion of the fee that we charge you. TD Ameritrade/Charles Schwab offers certain securities, including specified equities, mutual funds and exchange traded funds, on a no transaction fee basis. To the extent purchases/sells of securities in your account qualify for no-transaction fee pricing, TD Ameritrade/Charles Schwab reduces the fee assessed to IPW for custodial services. However, IPW does not lower the investment advisory fee charged to you in a corresponding manner.

Services that we receive from TD Ameritrade/Charles Schwab include, but are not necessarily limited to: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk; access to block trading which provides the ability to aggregate securities transactions and allocate the appropriate shares to client accounts; the ability to have investment advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; and access to mutual funds that generally require significantly higher minimum initial investments or are generally only available to institutional investors. We've also received reimbursement for expenses regarding transition of accounts to TD Ameritrade/Charles Schwab, as well as consulting fees, and subscription fees.

TD Ameritrade/Charles Schwab also make available to us (or offsets the cost of) other products and services that benefit our firm but have no impact on clients' accounts. Some of these other products and services assist us in managing and administering clients' accounts. These include software and other technology that:

- Provide access to client account data (such as trade confirmation and account statements).
- Provide research, pricing information, and other market data.
- Facilitate payment of the firm's fees from its clients' accounts.
- Assist with back-office functions, record keeping, and client reporting.

Many of these services are generally used to service all or a substantial number of our accounts, including accounts not maintained at a recommended custodian. TD Ameritrade is also providing other services intended to help our firm manage and further develop our business enterprise. These services may include:

- Consulting.
- Publications and conferences on practice management.
- Information technology.
- Business succession.
- Regulatory compliance.
- Marketing.

### Fidelity Institutional Wealth Services

Fidelity provides us with access to their institutional trading and custody services, which are typically not available to retail investors. The services from Fidelity include brokerage, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

We compensate Fidelity for its custodial services with a portion of the fee that we charge you. Fidelity offers certain securities, including specified equities, mutual funds and exchange traded funds, on a no transaction fee basis. To the extent purchases/sells of securities in your account qualify for no-transaction fee pricing, Fidelity reduces the fee assessed to IPW for custodial services. However, IPW does not lower the investment advisory fee charged to you in a corresponding manner.

Fidelity also makes available other products and services that benefit us but have no impact on clients' accounts. Some of these other products and services assist us in managing and administering client accounts. These include software and other technology that:

- Provide access to client account data (such as trade confirmation and account statements).
- Facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts).
- Provide research, pricing information and other market data.
- Facilitate payment of our fees from client accounts.
- Assist with back-office functions, recordkeeping and client reporting.

Many of these services are generally used to service all, or a substantial number, of our accounts, including accounts not maintained at Fidelity. Fidelity also makes available other services intended to help us manage and further develop our business. These services may include

- Consulting, publications and conferences on practice management.
- Information technology.
- Business succession and transition assistance.
- Regulatory compliance.
- Marketing.
- Assistance with client paperwork and other items related to transitions to IPW.

In addition, Fidelity may make available, arrange and/or pay for these types of services rendered to us by independent or related third parties. As a fiduciary, we endeavor to act in your best interest. Our recommendation that you maintain your assets in accounts at Fidelity will be based in part on the benefit to us in the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by Fidelity. This creates an inherent conflict of interest.

### **Directed Brokerage**

Clients should understand that not all IARs require the use of a particular broker-dealer or custodian. Some IARs allow their clients to select whichever broker-dealer the client decides. By requiring clients to use a particular broker-dealer, IPW may not achieve the most favorable execution of client transactions. Requiring the use of specific broker-dealers may cost clients more money than if the client used a different broker-dealer or custodian. However, for compliance and operational efficiencies, IPW has decided to require our clients to use broker-dealers and other qualified custodians chosen by IPW.

### **Soft Dollar Benefits**

Except as described above in the TD Ameritrade and Fidelity sections, IPW does not receive “soft dollar” benefits, which are research products or services in exchange for commissions generated by transactions in client accounts.

### **Training Assistance Received from Service Providers**

IPW receives payments from certain service providers to partially offset the costs of providing training events related to investment products, investment management, and compliance topics for IARs associated with IPW. Such service providers include (but are not limited to) custodians, such as TD Ameritrade/Charles Schwab and Fidelity, as well as mutual fund, exchange traded fund, and unit investment trust providers, such as Wisdom Tree and First Trust. Investment products offered by such mutual fund, exchange traded fund, and unit investment trust providers may be directly recommended or included in model portfolios recommended to clients of IPW.

### **Block Trading Policy**

With respect to our asset management services, we may elect to purchase or sell the same securities for several clients at approximately the same time. This process is referred to as aggregating orders, batch trading, or block

trading and is used by our firm when IPW believes such action may prove advantageous to clients. If and when we aggregate client orders, allocating securities among client accounts is done on a fair and equitable basis. Typically, the process of aggregating client orders is done in order to achieve better execution, to negotiate more favorable commission rates or to allocate orders among clients on a more equitable basis in order to avoid differences in prices and transaction fees or other transaction costs that might be obtained when orders are placed independently.

IPW uses the average price allocation method for transaction allocation. Under this procedure IPW will calculate the average price and transaction charges for each transaction included in a block order and assign the average price and transaction charge to each allocated transaction executed for the client's account.

### **Additional Compensation, Economic, and Non-Economic Benefits**

Our IARs can sell securities in their separate capacities as registered representatives of a broker-dealer, if appropriately registered. In addition, they may sell insurance products in their capacities as independent insurance agents for sales commissions, if appropriately licensed. Please refer to *Item 9 – Additional Information* to read more about our ability to offer strictly commission-based services through broker-dealers and our insurance activities.

When managing accounts through programs outlined in this disclosure brochure, some of the advice offered by our IARs may involve investments in mutual fund products. Load and no-load mutual funds may pay annual distribution charges sometimes referred to as 12b-1 fees. However, our IARs generally do not receive any portion of the 12b-1 fees paid and other compensation such as commissions, loads, trails, etc. when holding mutual funds in our asset management program.

You are never obligated to the broker-dealer(s) affiliated with our IARs and you are never obligated to purchase investment products through our IARs. You have the option to purchase investment products through other brokers or advisers that are not affiliated with IPW.

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## ***Item 5 – Account Requirements and Types of Clients***

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### **Types of Accounts**

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

- Individuals
- High net worth individuals
- Trusts, estates, or charitable organizations
- Retirement and profit-sharing plans
- Corporation and other business entities

You are required to execute a written investment advisory services agreement with IPW specifying to establish a client arrangement with us.

The TPRIA Program is offered exclusively through TPRIAs, and as such IPW accepts any client for whom the TPRIA deems the TPRIA Program adequate.

### **Minimum Account Size**

We do not impose a minimum account value to initiate our Firm's advisory and asset management services.

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## ***Item 6 – Portfolio Manager Selection and Evaluation***

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IPW reviews each third-party portfolio manager (individually, a "Strategist" and collectively "Strategists") before selecting them to be included in our program. We also conduct periodic reviews to ensure that the Strategist is still

suitable for our programs. We call these processes “due diligence.” In order to assist us in conducting our due diligence and selection of both Strategists and specific Model Portfolios, we may utilize the services of a third-party service provider. If a third-party service provider is used, our Chief Investment Officer conducts periodic diligence on the provider. Each Strategist is evaluated on the basis of information provided by the Strategist including descriptions of its investment process, asset allocation strategies employed, sample portfolios to review securities selections, and the Strategist’s Form ADV Disclosure Brochure (if applicable).

We often request, but do not require, that Strategists adhere to GIPS/CFA Institute standards, and every attempt is made to obtain performance information that is calculated on a uniform and consistent basis. Certain Strategists may provide information that does not entirely conform to these requirements. In most cases, performance data approved for client viewing will have been calculated based on a uniform and consistent standard. In the rare instance where this is not possible, the affected performance data should clearly indicate by specific disclosure that it was not calculated based on the uniform standard.

Each Strategist recommended by IPW is screened and selected using a number of criteria, including but not limited to:

- Compelling business/investment reason to add Strategist or particular investment strategy.
- Consistent, repeatable investment process of Strategist.
- Consistent performance compared to peers or appropriate benchmark.
- Stable firm and investment team.

Factors that determine the change of a Strategist may include the following:

- Performance.
- Change of ownership.
- Strategic or tactical change away from a particular sector or asset class.
- Costs.

We rely on information obtained from the following sources when researching each Strategist:

- Strategist’s Form ADV and accompanying documents.
- Strategist’s website and other publicly available information.
- SEC website.
- Third-Party due diligence information (if applicable).

IARs that meet certain requirements are allowed to develop Adviser Managed Models and offer them to clients or other independent advisers. These models are approved by the IPW Chief Investment Officer or a third-party service provider prior to being available and are reviewed on a periodic basis. When your IAR manages his/her own model portfolios, a portion of your investment advisory fee is not allocated to a Strategist. However, IPW does not require your IAR to lower your overall fee in such circumstance. As a result, your IAR is incentivized to select model portfolios that he/she manages in lieu of model portfolios managed by Strategists. We address this inherent conflict by disclosing it to you in this brochure and requiring IARs to make investment recommendations that are in each client’s best interest.



## **General Description of Other Advisory Services**

The following are descriptions of the other primary advisory services of IPW. For additional details, please refer to our Form ADV Part 2A disclosure brochure. Please understand that a written investment advisory services agreement, which details the exact terms of the service, must be signed by you and IPW before we can provide you the services described below.

## **Financial Planning and Consulting Services**

IPW offers financial planning services, which involves preparing a written financial plan that can cover specific or multiple topics. We provide full, written financial plans, which typically address one or more the following topics: investment planning, retirement planning, insurance planning, tax planning, education planning, portfolio review, and asset allocation. However, our tax planning services are not a substitute for working with a Certified Public Accountant (individually, a “CPA” and collectively “CPAs”). When providing financial planning and consulting services, the role of your IAR is to find ways to help you understand your overall financial situation and help you set financial objectives. Your IAR will rely on information provided by you. Therefore, issues and information not provided will not be taken into consideration when your IAR develops his or her analysis and recommendations under a written financial plan.

We also offer consultations in order to discuss financial planning issues when you do not need a written financial plan. We offer a one-time consultation, which covers mutually agreed upon areas of concern related to investments or financial planning. We also offer “as-needed” consultations, which are limited to consultations in response to a particular investment or financial planning issue raised or request made by you. Under an “as-needed” consultation, it will be incumbent upon you to identify those particular issues for which you are seeking our advice or consultation on.

Our financial planning and consulting services do not involve implementing any transaction on your behalf or the active and ongoing monitoring or management of your investments or accounts. You have the sole responsibility for determining whether to implement our financial planning and consulting recommendations. To the extent that you would like to implement any of our investment recommendations through IPW or retain us to actively monitor and manage your investments, you must execute a separate written investment advisory services agreement with IPW.

If requested by client, a written financial plan is presented to the client within six (6) months of the contract date, provided that all information needed to prepare the written financial plan has been accurately and promptly provided by the client.

## **ERISA Retirement Plan Services**

The Employee Retirement Income Security Act of 1974 (“ERISA”) is the law governing the operation of employee benefit plans. IPW provides investment advisory and consulting services to Plan Sponsors of ERISA plans under Section 3(21) of ERISA (“3(21) Service”). When providing services to a Plan Sponsor, the Plan Sponsor is the client. We provide services only to the Plan Sponsor or to the Plan Sponsor with respect to the Plan Sponsor’s responsibilities to the Plan and not, as part of these services, to any Plan Participant(s). Services provided to Plan Sponsors will be outlined in a separate written agreement between IPW and the Plan Sponsor.

IPW acknowledges that, to the extent the services to a Plan subject to ERISA, constitute “investment advice” to the Plan for compensation, IPW will be deemed a “fiduciary” as such term is defined under Section 3(21)(A)(ii). IPW provides ongoing investment monitoring and investment recommendation services or other agreed upon services in the agreement with the Plan Sponsor. Accordingly, we acknowledge our fiduciary status only with respect to the provision of services described in the agreement. Under the 3(21) Service, IPW does not have investment discretion and does not have the power to manage, acquire, or dispose of any plan assets and is not an “investment

manager” as defined in Section 3(38) of ERISA. Additionally, the Plan Sponsor retains ultimate decision-making authority for the investments and may accept or reject the recommendations of IPW under this Service.

IPW, through a third-party service provider, also offers an ERISA section 3(38) Service to IARs and TPRIAs. Under the 3(38) Service, IPW's IARs may provide general enrollment and investment education to Plan Participants, but do not provide specific individualized investment advice within the meaning of ERISA to Plan Participants with respect to their Plan assets. In accordance with Section 3(38) of ERISA, the third-party service provider has discretion to choose a “Qualified Default Investment Alternative” (“QDIA”) if the plan provides for one. A QDIA is a default investment option chosen by a plan fiduciary for Plan Participants who fail to make an election regarding investment of their account balances. Unless unavailable with the recordkeeper, the third-party service provider will utilize target-date asset allocation investment options for the 3(38) Services QDIA. Under the 3(21) Services, IPW may recommend, but does not choose, a QDIA to the Plan Sponsor.

Under the 3(21) Service, IPW may assist the Plan Sponsor with Plan Participant enrollment and Plan education. If the services selected by the Plan Sponsor include enrollment and investment education to Plan Participants, the services do not include any individualized investment advice within the meaning of ERISA to Plan Participants with respect to their Plan assets. IPW does not select the recordkeeper, but recommends the funds or investment vehicles offered by, or available through, the recordkeeper selected by the Plan Sponsor. Additionally, as it pertains to these Services, IPW does not offer qualified tax or legal advice. Additionally, IPW does not hold itself out as a tax advisor and does not provide such services, therefore IPW recommends consulting with a tax advisor if you have tax-related questions.

### **Disclosure Regarding Rollover Recommendations**

When a client or prospect leaves an employer, they typically have five options regarding their existing retirement plan: (i) leave the money in the former employer's plan, if permitted; (ii) roll over the assets to the new employer's plan, if one is available and rollovers are permitted; (iii) rollover to a brokerage (self-directed) Individual Retirement Account (“IRA”); (iv) roll over the assets to an advisory IRA; or (v) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences). Clients contemplating rolling over retirement funds to an IRA for us to manage are encouraged to first speak with their CPA or tax attorney.

There is an inherent financial incentive for your IAR to recommend that you roll over your assets into one or more accounts, because the enrollment will generate compensation based on the increase in your IAR's total assets under management. We address these financial compensation conflicts by including the disclosure of the conflicts in this brochure and by requiring your IAR to recommend investment advisory programs, investment securities, and services that are in the best interest of each client based upon the client's investment objectives, risk tolerance, financial situation, and cost. As fiduciaries of the Investment Advisers Act of 1940, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way IPW makes money creates some conflicts with your interests. Clients are under no obligation, contractually or otherwise, to complete the rollover. Furthermore, if the client does complete the rollover, the client is under no obligation to have the assets in an account managed by us.

### **Held-Away Employer Asset Management**

IPW utilizes a third-party platform which allows our IARs to facilitate the management of held-away assets for employer-sponsored retirement plan assets on a discretionary basis. Through this platform, IPW does not take custody of your funds and does not have direct access to your accounts. We are not affiliated with the platform and receive no compensation from them for using their platform. Any fees that you pay your IAR for these services will be determined between you and your IAR when you establish the agreement for managing your employer-sponsored held-away assets.

Your IAR will review your account(s) allocations and, when necessary, will make any changes in the allocations based on their understanding of your goals, objectives, risk tolerance, and any other circumstances necessary to make investment changes within the account. Your account allocations are limited to the options made available by the employer-sponsored plan. Consequently, these limitations may impact the IAR's ability to effectively manage the assets. Though, any changes or recommendations made are required to be in your best interest.

### **Client-Directed Accounts**

Under limited circumstances, IPW permits accounts not managed by IPW to be visible on the account platform to IPW for reporting purposes only ("Client-Directed Account"). To open a Client-Directed Account, you must have an online trading account with the Custodian and direct your IAR to establish the account as a Client-Directed Account.

IPW's, or a third-party service provider's, services related to the Client-Directed Account are limited to including investment products in reporting provided to you by IPW or the Custodian and processing account maintenance requests such as, but not limited to, money movement requests, address changes, and systematic distributions, at your direction, with the custodian. IPW will not make recommendations, direct trades, or utilize investment discretion on the Client-Directed Account. You shall provide all direction for trades directly to the Custodian subject to the terms of your agreement with the Custodian. You are solely responsible for monitoring and directing trades in the Client-Directed Account, including, but not limited to, the choice of mutual fund share class and the fees associated with such share class choice. IPW does not monitor or ensure that you are purchasing the lowest mutual fund share class in a Client-Directed Account. You are solely responsible for the share class you choose. Client-Directed Accounts are not subject to the supervision, management, or oversight practices of IPW or its third-party service provider in relation to its managed accounts as otherwise set forth in this Agreement or IPW's disclosure documents.

The Client-Directed Account is neither managed nor advised by IPW. The investment products available to a Client-Directed Account are limited to those made available by IPW for non-managed accounts. Certain investment products are only available in IPW-managed accounts and are not available in a Client-Directed Account. As a result, if, for example, you own mutual funds in a Client-Directed Account you may pay more for those mutual funds than you would if the fund was held in an IPW-managed account.

Your accounts with the Custodian, including the Client-Directed Account, are cash trading accounts. Cash trading accounts are subject to certain laws, rules and regulations that generally require that the account have sufficient cash available to pay for any trade on the settlement date. Failure to have sufficient cash in the account on the settlement date can result in one or more of the following violations: a good faith violation, a freeriding violation, and a cash liquidation violation. Such violations in any of your accounts, including the Client-Directed Account, could result in a temporary or long-term trading restrictions on all of your accounts, including your accounts managed by IPW. Other situations can also result in trading or account restrictions being placed on your accounts, including but not limited to potential fraud, violation of anti-money laundering rules or regulations, or OFAC sanction control laws, or an incorrect mailing address on file for you.

The existence of any trading restriction on any of your accounts will render both you and IPW (or a third-party service provider) unable to trade any of your accounts. As such, IPW will be unable to initiate trades or conduct other activities that may be required to manage your managed accounts according to your advisory plan and/or instructions. If this occurs, your managed accounts may be converted to non-managed.

Because the Client-Directed Account is not managed by IPW, you will be solely responsible for the consequences of any violation and for remediating any violation, if remediation is available. IPW does not assume any obligation to notify you of a violation or trading restriction caused by you, or to execute any transaction in the Client-Directed Account to remediate a violation or restriction. However, IPW may under certain circumstances undertake to remediate a violation or restriction subject to a separate written agreement between you and IPW.

You will not pay asset-based investment advisory fees for Client-Directed Accounts. You will pay an annual administrative fee, paid in monthly installments, as set forth in the Fee Schedule. This annual administrative fee is independent from transactional fees initiated by the Custodian. Transactions directed by you in the Client-Directed Account may be subject to transaction and other fees in accordance with your agreement with the Custodian.

### **Tailor Advisory Services to Individual Needs of Clients**

IPW's asset management services are always provided based on your individual needs. This means, for example, you are given the ability to impose restrictions on the accounts we manage for you, including specific investment selections and sectors. We will not enter into an investment adviser relationship with a prospective client whose investment objectives may be considered incompatible with our investment philosophy or strategies or where the prospective client seeks to impose unduly restrictive investment guidelines.

### **Performance-Based Fees and Side-by-Side Management**

Our Firm does not engage in performance-based fees. No supervised person is compensated by performance-based fees. Performance-based fees may create an incentive for the IAR to recommend an investment that may carry a higher degree of risk.

### **Methods of Analysis**

While there may be some similarities in the portfolios created by our Firm, we understand that every client has their own unique planning needs. We have the ability and flexibility to create portfolios to help our client achieve their goals. We may utilize the following forms of analysis:

**Asset Allocation:** Rather than focusing primarily on securities selection, we attempt to identify an appropriate ratio of securities, fixed income, and cash suitable to the client's investment goals and risk tolerance. A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals.

**Direct Indexing:** Direct indexing is the process by which an investor invests in an investment portfolio comprised of individual securities intended to replicate the performance of one or more investment indexes, strategies, or models (individually a "Benchmark" and when the portfolio contains securities that reference more than one Benchmark, a "Blended Benchmark"). The inputs include but are not limited to preferences, which may include individual or lists of companies chosen for the portfolio; a desired Benchmark or a relative allocation between Benchmarks ("Blended Benchmark"); and investment strategy constraints, such as security exposure, turnover, and trade thresholds and tax considerations.

Direct Indexing Products do not contain all constituent securities of the Benchmark, may contain alternative securities, or may contain securities in different weights or allocations than the Benchmark. As a result, the portfolios will not track the Benchmark exactly and the gains or losses of the portfolio may be greater or less than the gains or losses experienced by the Benchmark. This difference is known as "tracking error." IPW will take reasonable efforts to mitigate tracking error within a set target range by rebalancing the portfolio through the purchase and sale of constituent securities but cannot guarantee that it will always be able to successfully mitigate tracking error. Any restrictions placed by the client on (i) securities that may be held in a portfolio and (ii) the budget for realized capital gains on transactions in the account may increase tracking error and decrease the effectiveness of rebalancing. IPW cannot guarantee that the dividend yield in any portfolio will accurately track the benchmark.

In taxable accounts, a strategy of tax loss harvesting is often employed in direct indexing accounts. But tax-loss harvesting involves certain risks, including that the new investment could have higher costs or

perform worse than the original investment and could introduce portfolio tracking error into accounts. There may also be unintended tax implications. IPW does not hold itself out as an accountant or tax adviser and does not provide such services, therefore IPW recommends consulting with a tax adviser before engaging in direct indexing for the purpose of tax loss harvesting.

**Fundamental Analysis:** The Fundamental Method evaluates a security by attempting to measure its intrinsic value by examining related economic, financial and other qualitative and quantitative factors. Fundamental analysts attempt to study everything that can affect the security's value, including macroeconomic factors (like the overall economy and industry conditions) and individually specific factors (like the financial condition and management of a company). The end goal of performing fundamental analysis is to produce a value that an investor can compare with the security's current price in hopes of figuring out what sort of position to take with that security (underpriced = buy, overpriced = sell or short). Fundamental analysis is about using real data to evaluate a security's value. Although most analysts use fundamental analysis to value stocks, this method of valuation can be used for just about any type of security.

The risk associated with fundamental analysis is that it is somewhat subjective. While a quantitative approach is possible, fundamental analysis usually entails a qualitative assessment of how market forces interact with one another in their impact on the investment in question. It is possible for those market forces to point in different directions, thus necessitating an interpretation of which forces will be dominant. This interpretation may be wrong and could therefore lead to an unfavorable investment decision.

**Quantitative Analysis:** We use mathematical ratios and other performance appraisal methods in an attempt to obtain more accurate measurements of a model manager's investment acumen, idea generation, consistency of purpose and overall ability to outperform their stated benchmark throughout a full market cycle. Additionally, we perform periodic measurements to assess the authenticity of returns. A risk in using quantitative analysis is that the models used may be based on assumptions that prove to be incorrect.

**Technical Analysis:** The Technical Method evaluates securities by analyzing statistics generated by market activity, such as past prices and volume. Technical analysts do not attempt to measure a security's intrinsic value, but instead use charts and other tools to identify patterns that can suggest future activity. Technical analysts believe that the historical performance of stocks and markets are indications of future performance.

Technical analysis is even more subjective than fundamental analysis in that it relies on proper interpretation of a given security's price and trading volume data. A decision might be made based on a historical move in a certain direction that was accompanied by heavy volume; however, that heavy volume may only be heavy relative to past volume for the security in question, but not compared to the future trading volume. Therefore, there is the risk of a trading decision being made incorrectly, since future trading volume is an unknown. Technical analysis is also done through observation of various market sentiment readings, many of which are quantitative. Market sentiment gauges the relative degree of bullishness and bearishness in a given security, and a contrarian investor utilizes such sentiment advantageously. When most traders are bullish, then there are very few traders left in a position to buy the security in question, so it becomes advantageous to sell it ahead of the crowd. When most traders are bearish, then there are very few traders left in a position to sell the security in question, so it becomes advantageous to buy it ahead of the crowd. The risk in utilization of such sentiment technical measures is that a very bullish reading can always become more bullish, resulting in lost opportunity if the portfolio manager chooses to act upon the bullish signal by selling out of a position. The reverse is also true in that a bearish reading of sentiment can always become more bearish, which may result in a premature purchase of a security.

Charting is a set of techniques used in technical analysis in which charts are used to plot price movements, volume, settlement prices, open interest, and other indicators, in order to anticipate future price movements. Users of these techniques, called chartists, believe that past trends in these indicators can be used to extrapolate future trends. Charting is likely the most subjective analysis of all investment methods since it relies on proper interpretation of chart patterns. The risk of reliance upon chart patterns is that the next day's data can always negate the conclusions reached from prior days' patterns. Also, reliance upon chart patterns bears the risk of a certain pattern being negated by a larger, more encompassing pattern that has not shown itself yet.

## Investment Strategies

IPW may employ the following investment strategies when managing client assets and/or providing investment advice:

**FIXED INCOME STRATEGIES:** Fixed income investments such as bonds, notes, and certificates of deposit are intended to provide diversification, generate income, and to preserve and protect assets. Generally, the stabilizing influence of fixed income comes at the cost of lower returns relative to growth investments. IPW's fixed income portfolios generally consist of high quality domestically issued bonds, both taxable and tax-free. Examples of investments which may be included as part of IPW's fixed income strategies include individual government, municipal, and corporate bonds, certificates of deposits, exchange traded funds (ETFs), and money markets.

**GROWTH STRATEGIES:** IPW's growth strategies consist of investments spanning a broad range of asset classes that are selected for their long-term risk/return characteristics as well as their correlation to the overall markets and appropriateness for each client's portfolio. The resulting blended allocation is used as the foundation for the client's growth portfolio. Portfolio rebalancing is discretionary and will be based on individual portfolio considerations. There is no guarantee as to the number of times a portfolio is rebalanced each year. Other asset classes and opportunistic investments are added to the growth portfolio to create a customized allocation that is appropriate for client's investment objectives, time horizon, and risk tolerance. Examples of investments which may be included as part of IPW's growth strategies include individual equities and exchange traded funds (ETFs).

**STRUCTURED NOTES:** A structured note is a debt obligation that contains an embedded derivative component that adjusts the security's risk-return profile. There are both principal-at-risk and principal-protected types of structured notes. Principal-protected notes offer full principal protection, even if the market is down at the note's maturity. Principal-at-risk notes offer no principal protection and an investor can lose some or all of their invested principal at maturity. A structured note will result in loss of principal if the reference asset declines by more than the stated buffer or barrier level, either at maturity, or on a scheduled observation date. Structured notes are classified as senior unsecured debt. Certain notes may be callable automatically or at the option of the issuer. If a note is called, the investor will not receive any interest payments that would have been payable for the remainder of the term of the note. Depending on the nature of the linked asset or index, the market risk of the structured note may include changes in equity or commodity prices, changes in interest rates or foreign exchange rates, or market volatility. After issuance, structured notes may not be re-sold on a daily basis and thus may be difficult to value given their complexity.

## Risk of Loss

Investing in securities (including stocks, mutual funds, and bonds, etc.) always involves risk of loss. Depending on the different types of investments utilized, there are varying degrees of risk. Accordingly, you should be prepared to bear investment loss including the loss of your original principal. Further, past performance is not indicative of

future results. Therefore, you should never assume that future performance of any specific investment or investment strategy will be profitable.

Because of the inherent risk of loss associated with investing, our firm is unable to represent, guarantee, or even imply that our services and methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate you from losses due to market corrections or declines. There are certain additional risks associated with investing in securities through our investment management program, as described below:

**Capitalization Risk** – Small-cap and mid-cap companies may be hindered as a result of limited resources or less diverse products or services. Their stocks have historically been more volatile than the stocks of larger, more established companies.

**Commodities Risk** – Exposure to commodities in Adviser Clients accounts is in non-physical form, such as ETFs or mutual funds. There are risks associated with the movement in gold prices and the ability of the fund or trust manager to respond or deal with those price movements. There also may be initial charges as well as annual management fees associated with the fund or trust.

**Company Risk** – When investing in stock positions, there is always a certain level of company or industry specific risk that is inherent in each investment. This is also referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that the company will perform poorly or have its value reduced based on factors specific to the company or its industry. For example, if a company's employees go on strike or the company receives unfavorable media attention for its actions, the value of the company's stock may be reduced.

**Concentration Risk** – The risk of amplified losses that may occur from having a large portion of your holdings in a particular investment, asset class or market segment relative to your overall portfolio.

**Credit Risk** – Credit risk is the risk that the issuer of a security may be unable to make interest payments and/or repay principal when due. A downgrade to an issuer's credit rating or a perceived change in an issuer's financial strength may affect a security's value and thus, impact the fund's performance.

**Digital Currency** – Cryptocurrency (notably, bitcoin), often referred to as "virtual currency," "digital currency," or "digital assets," operates as a decentralized, peer-to-peer financial exchange and value storage that is used like money. Cryptocurrencies (i.e., bitcoin) may experience very high volatility. Cryptocurrency is not legal tender - federal, state, or foreign governments may restrict the use and exchange of cryptocurrency, and regulation in the U.S. is still developing. IPW's use of digital currency in a model portfolio is limited only to investing in public traded securities that passively or actively invest in digital currency assets.

**Default Risk** – A default occurs when an issuer fails to make payment on a principal or interest payment.

**Duration Risk** – Duration is a way to measure a bond's price sensitivity to changes in interest rates. The duration of a bond is determined by its maturity date, coupon rate, and call feature. Duration is a method to compare how different bonds will react to interest rate changes. If a bond has a duration of five (5) years it means that the value of that security will decline by approximately five percent (5%) for every one percent (1%) increase in interest rates.

**Equity (Stock) Market Risk** – Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. If you held common stock, or common stock equivalents, of any given issuer, you would generally be exposed to greater risk than if you held preferred stocks and debt obligations of the issuer. And because



the value of investment portfolios will fluctuate, there is the risk that you will lose money and your investment may be worth more or less upon liquidation.

**Event Risk** – Event risk is difficult to predict because it may involve natural disasters such as earthquakes or hurricanes, as well as changes in circumstance from regulators or political bodies.

**Exchange-Traded Funds** – ETFs face market-trading risks, including the potential lack of an active market for shares, losses from trading in the secondary markets, and disruption in the creation/redemption process of the ETF. Any of these factors may lead to the fund's shares trading at either a premium or a discount to its "net asset value."

**Foreign Securities and Currency Risk** – Investments in international and emerging-market securities include exposure to risks such as currency fluctuations, foreign taxes and regulations, and the potential for illiquid markets and political instability.

**Interest Rate Risk** – In a rising rate environment, the value of fixed-income securities generally declines, and the value of equity securities may be adversely affected.

**Liquidity Risk** – Liquidity is how easily an asset or security can be bought or sold in the market and converted to cash. Generally, the less liquid an asset is, the greater the risk that if an investor needed to sell the asset quickly, the asset will be sold at a loss. Simple assets tend to be more liquid than complex assets. An asset tends to be more liquid if it represents a standardized product or security and there are many traders interested in making a market in that product or security.

**Management Risk** – Your investment with a registered investment adviser varies with the success and failure of its investment strategies, research, analysis, and determination of portfolio securities. If our investment strategies do not produce the expected returns, the value of the investment will decrease.

**Margin Risk** – A margin transaction occurs when an investor uses borrowed assets by using other securities as collateral to purchase financial instruments. The effect of purchasing a security using margin is to magnify any gains or losses sustained by the purchase of the financial instruments on margin. Margin trading involves interest charges and risks, including the potential to lose more than deposited or the need to deposit additional collateral in a falling market.

**Political Risk** – Political risk is the risk associated with the laws of the country, or to events that may occur there. Particular political events such as a government's change in policy could restrict the flow of capital.

**Regulatory Risk** – Market participants are subject to rules and regulations imposed by one or more regulators. Changes to these rules and regulations could have an adverse effect on the value of an investment.

**Reinvestment Risk** – Reinvestment risk is the risk that future interest and principal payments may be reinvested at lower yields due to declining interest rates.

**Securities Lending Risk** – Securities lending involves the risk that the fund loses money because the borrower fails to return the securities in a timely manner or at all. The fund could also lose money if the value of the collateral provided for loaned securities, or the value of the investments made with the cash collateral, falls. These events could also trigger adverse tax consequences for the fund.

**Structured Notes Risk** – Structured notes are complex instruments consisting of a bond component and an imbedded derivative. Principal-protected notes offer full principal protection, even if the market is down at the note's maturity. Principal-at-risk notes offer no principal protection, and an investor can lose some

or all of their invested principal at maturity. Additionally, structured notes lack liquidity, are not listed on securities exchanges, and you may be unable to sell the note prior to maturity. Investors who sell structured notes prior to maturity are subject to secondary market risk, including the risk of loss, as the market price may be less than the initial principal or face value. Structured notes are also subject to credit and call risks. The credit risk involves a situation where, if the issuer were to default on its payment obligations, you may not receive any amount owed under the structured note and you could lose your entire principal investment. A call risk involves the risk of losing the opportunity to receive interest payments that would have been payable had the issuer not called the note prior to its maturity.

**Tax Risk** – For municipal bonds, depending on the client's state of residence, the interest earned on certain bonds may not be tax-exempt at the state level. Also, changes in federal tax policy may impact the tax treatment of interest and capital gains of an investment.

### **Voting Client Securities**

IPW does not vote proxies on behalf of clients. Therefore, it is your responsibility to vote all proxies for securities held in your Account. You will receive proxies directly from the qualified custodian or transfer agent; we will not provide you with the proxies. Although we do not vote client proxies, IPW may provide limited clarifications of the issues presented based on IPW's understanding of the issues presented in the proxy-voting materials. If you have a question about a particular proxy feel free to contact the custodian or transfer agent directly.

In situations when you engage a Third-Party Registered Investment Adviser to manage your portfolio, where permissible, you may grant your TPRIA discretion to vote proxies with respect to any securities purchased or held in your account. In such cases, all proxy and legal proceedings information and documents received by IPW relating to the securities in a TPRIA Program account will be forwarded to your TPRIA. IPW will not have or accept the authority to vote proxies on behalf of TPRIA Program Clients.

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### ***Item 7 – Client Information Provided to Portfolio Managers***

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Our associated IARs are responsible for gathering all information provided by you. We will interview and work with you to gather all information needed relative to your investment objectives and needs in order to provide management services. You are responsible for promptly contacting your IAR to notify us of any changes to your financial situation that will impact or materially influence the way we manage your accounts. We do not share your information with our Strategists.

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### ***Item 8 – Client Contact with Portfolio Managers***

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If a client has any questions for the outside Strategists, these will be directed to IPW who will make inquiries with the Strategist. It is the policy of IPW to provide for open communications between the IARs and clients. You are encouraged to contact your IAR whenever you have questions about the management of your account(s).

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### ***Item 9 – Additional Information***

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### **Disciplinary Information**

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management. Our firm and our management personnel have no material reportable disciplinary events to disclose. You may visit [adviserinfo.sec.gov](https://adviserinfo.sec.gov) to review each investment adviser's individual disclosures or IPW's firm disclosures.

### **Registration of Management Persons with a Broker-Dealer**

David Callanan, our Chief Executive Officer, is a registered representative of Madison Avenue Securities, a broker-dealer affiliated with IPW. Additionally, Mr. Callanan and Shawn Scholz, our Chief Compliance Officer, are registered representatives of AE Financial Services, LLC, a broker-dealer that is under common control with IPW.

### **Other Financial Industry Activities and Affiliations**

IPW does not have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading adviser, or an associated person of the foregoing entities. Neither our firm nor any of its management persons are registered or have an application pending to register as a broker-dealer.

### **Related Broker-Dealers**

AE Financial Services, LLC ("AEFS") (CRD # 298608) and Madison Avenue Securities, LLC ("MAS") (CRD # 23224) are affiliated broker-dealers under common control and ownership with IPW. While we do not typically utilize these affiliated broker-dealers when conducting our asset management services, there may be products unavailable on our platform that you may choose to purchase. If you choose to purchase through these affiliated broker-dealers, our principal owners will benefit. We address this inherent conflict of interest by: (1) disclosing it to you in this brochure; (2) not requiring you to purchase the recommended securities through AEFS and/or MAS (you may purchase products through any broker-dealer you choose); and (3) prohibiting the collection of a retail commission from an affiliated broker-dealer and the assessment of an ongoing management fee by IPW on the same security. When products are purchased through AEFS or MAS, those entities are responsible for assessing whether such purchases meet the best interest standard. Also, we do not consider our investment advisory affiliation with MAS to create a material conflict of interest for our IPW clients. Clients of MAS should refer to its Firm Brochure for a description of conflicts of interest related to MAS.

Your IAR may recommend investment products that IPW accesses through AEFS or MAS. In such instances, IPW will receive its normal investment management fee and AEFS/MAS will also receive a wholesaling fee for the same product. We address this inherent conflict of interest by disclosing it to you in this brochure and requiring securities recommendations for products that are managed by IPW to be in your best interest.

### **Registered Representative of a Broker-Dealer**

Some IARs of IPW may be registered representatives of a securities broker-dealer, such as MAS or AEFS. If you elect to utilize the services of your IAR in his or her separate capacity as a registered representative of a broker-dealer, you should be aware that he or she can sell, for commissions, general securities products to you. Your IAR can suggest that you purchase securities products through a commission-based brokerage account in addition to or in lieu of a fee-based investment advisory account. The commissions charged by your IAR's broker-dealer may be higher than commissions charged by other broker-dealers. Customarily, the registered representative will also receive periodic payments from a mutual fund company related to purchases of the mutual fund's shares during the period that you maintain the mutual fund investment. Consequently, the objectivity of the advice rendered is biased due to the receipt of commissions and other standard brokerage compensation. We address this inherent conflict of interest by: (1) disclosing it to you in this brochure; (2) not requiring you to purchase any recommended security from a broker-dealer associated with your IAR or IPW (you may purchase the products through any broker-dealer you choose); and (3) prohibiting the collection of a commission/mutual fund fee and the assessment of an ongoing management fee by IPW on the same security. When you purchase products through a broker-dealer, that broker-dealer is responsible for assessing whether those purchases meet the best interest standard. IPW and its IARs do not typically utilize these broker-dealers as a broker-dealer for our asset management services.

### **Related Investment Advisers**

AE Wealth Management, LLC (CRD #: 282580) is an SEC registered investment adviser located in Topeka, Kansas and is under common control and ownership with IPW. We utilize AEWM's platform to assist in providing investment

advisory services to our clients. We compensate AEWI for such services. AEWI also acts as a third-party service provider for many of our back-office functions. This includes functions necessary to service our TPRIAs. We do not consider our affiliation with AEWI to create a material conflict of interest for our clients. Clients of AEWI should refer to its Firm Brochure(s) for a description of conflicts of interest related to AEWI.

Jenkins Wealth d/b/a Market Guard™ (CRD#153241) is an SEC registered investment adviser located in Englewood, Colorado. Bradley Jenkins (CRD#: 5767464) is a non-controlling owner of IPW and the sole owner of Jenkins Wealth, d/b/a Market Guard™. Mr. Jenkins provides model portfolios and investment products to IPW. Mr. Jenkins is compensated through his non-controlling ownership in IPW. This relationship creates an inherent conflict of interest because our decision to select Market Guard was based, at least in part, on the fact they are an affiliated company with IPW. Because of the fact we are affiliated companies, we have an indirect economic incentive to select and recommend Market Guard over other portfolio providers offering the same or similar services including those that may do so for a lower fee. Market Guard doesn't receive additional compensation in relation to IPW clients who are invested in the model portfolios of Market Guard. Market Guard's compensation is not based on the number of clients, production or volume on its platform. Clients choosing to implement IPW's recommendations through Market Guard should refer to Market Guard's Firm Brochure and other documents for details regarding that firm's services and fees. We understand the inherent conflict of interest and have developed the following procedures to mitigate them:

- All third-party money managers utilized by IPW, including Market Guard, are required to undergo our initial due diligence process review and are subject to a periodic re-evaluation.
- No incentivized compensation is provided to IPW or its personnel to recommend Market Guard over other third-party money managers.
- Clients are never required or obligated to use Market Guard as a third-party money manager.
- The fee received by Market Guard from IPW is similar to the fee arrangements for other Strategists.

Refer to Market Guard's Firm Brochure and other documents for additional details regarding services and fees.

MAS (one of the broker-dealers described above) is also an SEC registered investment adviser. As previously stated, IPW and MAS are under common control and ownership. We do not consider our investment advisory affiliation with MAS to create a material conflict of interest for our IPW clients. Clients of MAS should refer to its Firm Brochure for a description of conflicts of interest related to MAS.

VETA Investment Partners, LLC (CRD# 309023) ("VIP") is an SEC registered investment adviser located in Topeka, Kansas. IPW is also under common control with VIP. IPW may place a client in a model portfolio managed by VIP. Because David Callanan is the Manager of Veta Holdings, LLC, a majority owner of VIP, there is an inherent conflict of interest. We address this conflict of interest by: (1) disclosing it to you in this brochure; (2) subjecting VIP to the same initial and ongoing due diligence processes that we use to evaluate all third-party Strategists; (3) not incentivizing IARs to recommend VIP over other Strategists; (4) not allowing VIP to compensate IPW or its personnel for client referrals; (5) ensuring that the compensation provided to VIP by IPW is comparable to the fee provided to similar Strategists; and (6) requiring IARs to make investment recommendations that are in each client's best interest.

### **Related Insurance Marketing Organizations**

Impact Partnership, LLC, ("Impact") is an affiliated insurance agency/Independent Marketing Organization under common control and ownership with IPW. The insurance products that Impact primarily offers are various forms of non-securities life insurance products and non-securities-related fixed-indexed annuities. Impact is a registered insurance agency with the State of Georgia. Impact markets wholesale life insurance and fixed annuities to third-party insurance agents in exchange for a marketing and/or override fee from the issuer of such insurance/annuity

products. IPW IARs, in a separate capacity as an insurance agent, may utilize the marketing and wholesaling services of Impact. If your IAR sells you a life insurance/fixed annuity product through Impact, the principal owners of IPW benefit. We address this inherent conflict of interest by disclosing it to you in this brochure and ensuring no advisory fee is charged on insurance products/fixed annuities, which are held outside of the advisory relationship, in addition to the commission the representative earns from the sales of those same products.

Innovation Design Group, LLC ("IDG") is under common control and ownership with IPW and is an insurance agency that provides services to insurance companies concerning the product design and distribution of annuities. IDG has participated in the design of a number of annuities issued by insurance companies that are either distributed exclusively by its affiliates or distributed by a small group of independent marketing organizations, of which Impact is a member. When your IAR, in his or her separate capacity as an insurance agent, sells you an annuity that was designed by or distributed through IDG, the principal owners of IPW benefit. We address this inherent conflict of interest by disclosing it to you in this brochure and ensuring no advisory fee is charged on an annuity, which are held outside of the advisory relationship, in addition to the commission the representative earns from the sale of those same annuity products.

### **Insurance Agents**

Many of IPW's IARs serve, in a separate capacity, as insurance agents. When acting in a separate capacity as an insurance agent, your IAR will sell, for commissions, life insurance, annuities, and other insurance products to you. IARs are also eligible to receive incentives and other compensation based on and related to insurance transactions. These incentives include, but are not limited to: gifts, meals, entertainment, participation in bonus programs, forgivable loans, reimbursement for training, marketing assistance, educational efforts, advertising, and travel expenses to conferences and events. Consequently, your IAR is incentivized to recommend that you purchase insurance products due to the receipt of commissions and other compensation. As a result, the objectivity of the advice rendered to you is biased. We address this inherent conflict of interest by disclosing it to you in this brochure and ensuring no advisory fee is charged on insurance products, which are held outside of the advisory relationship, in addition to the commission the representative earns from the insurance sale. When acting in their capacity as an insurance agent, your IAR is not subject to the fiduciary standards under the Investment Advisers Act of 1940. You are under no obligation to implement any insurance or annuity transaction through your IAR in his or her capacity as an insurance agent. When you purchase insurance products, the insurance carrier is responsible for assessing whether such purchases meet the best interest standard. Because insurance agents are not subject to the same rules and regulations that apply to IARs, IPW does not supervise or conduct oversight of this activity.

### **Code of Ethics Summary**

IPW has established a Code of Ethics that applies to all of its supervised persons. As a fiduciary, it is an investment advisor's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of our clients at all times. This fiduciary duty is considered the core underlying principle for our Code of Ethics which also covers our Personal Securities Transactions Policies and Procedures. IPW has the responsibility to make sure that the interests of all clients are placed ahead of IPW's own investment interests. IPW will disclose material facts along with potential and actual conflicts of interest to clients. IPW seeks to conduct business in an honest, ethical, and fair manner and will take reasonable steps to avoid circumstances that might negatively affect our duty of loyalty to clients. This section is intended to provide clients with a summary of IPW's Code of Ethics. Clients may receive a complete copy of the Code of Ethics upon request. A copy of our Code of Ethics is available to our advisory clients and prospective clients. Clients may request a copy by calling us at 800.380.5040.

### **Affiliate and Employee Personal Securities Transactions Disclosure**

At times, IPW or associated persons of the firm will buy or sell for their personal accounts, investment products identical to those recommended to clients. In some instances, such transactions by IPW or associated persons of the firm will be at the same time a transaction in the identical investment product is recommended to clients. This

creates an inherent conflict of interest. It is the express policy of IPW that all persons associated in any manner with our firm must place clients' interests ahead of their own when implementing personal investments. IPW and its associated persons will not buy or sell securities for their personal account(s) where their decision is derived, in whole or in part, by information obtained as a result of employment or association with our firm unless the information is also available to the investing public upon reasonable inquiry.

To mitigate conflicts of interest, we have developed written supervisory procedures that include personal investment and trading policies for our representatives, employees, and their immediate family members (collectively, "Associated Persons"). Any Associated Person not observing our policies is subject to sanctions up to and including termination.

## **Review of Accounts**

### **Account Reviews and Reviewers**

Our IARs will monitor investment management client accounts on a regular basis and perform annual reviews with each client. All accounts are reviewed for consistency with client investment strategy, asset allocation, risk tolerance, and performance relative to the appropriate benchmark. More frequent reviews may be triggered by changes in an account holder's personal, tax, or financial status. Geopolitical and macroeconomic specific events may also trigger reviews. Clients are urged to notify us of any changes in your personal circumstances.

IPW's use of third-party model managers are reviewed by the Impact Partnership Wealth Investment Committee ("IPWIC") which is comprised of IPW's President, CEO, and Vice President.

Clients of our TPRIA platform should refer to the independent TPRIA's Firm Brochure (or other disclosure document used in lieu of the brochure) for information regarding the nature and frequency of reviews provided by that independent registered investment adviser.

While reviews may occur at different stages depending on the nature and terms of the specific engagement, typically no formal reviews will be conducted for Financial Planning clients unless otherwise contracted for.

## **Statements and Reports**

For our asset management services, you will be provided with transaction confirmation notices and regular quarterly account statements in writing directly from the qualified custodian. Additionally, IPW may provide you periodic performance reports.

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

You are encouraged to compare any reports or statements provided by us, a sub-adviser, or Third-Party Manager against the account statements delivered from the qualified custodian. When you have questions about your account statement, you should contact our firm and the qualified custodian preparing the statement.

## **Client Referrals and Other Compensation**

IPW compensates certain non-employee persons and/or entities (individually, a "Promoter" and collectively "Promoters") for client referrals. If a Promoter refers a client to IPW, the Promoter must abide by the requirements of the jurisdiction in which they operate. The Promoter will provide the client with a document describing IPW's relationship with the Promoter, the compensation that IPW is providing the Promoter, and any material conflicts of interest. You will not pay additional fees because of this referral arrangement. Once an investment management account is established, the Promoter will receive ongoing compensation based on a percentage of the assets under management associated with the account, or they may receive a one-time or flat-fee referral payment. Therefore, a Promoter has a financial incentive to recommend our IARs to you for advisory services.

Many of IPW's IARs serve, in a separate capacity, as insurance agents. When acting in a separate capacity as an insurance agent, your IAR will sell, for commissions and/or bonuses, life insurance, annuities, and other insurance products to you. IARs are also eligible to receive incentives and other compensation based on and related to insurance transactions. These incentives include, but are not limited to: gifts, meals, entertainment, participation in bonus programs, forgivable loans, reimbursement for training, marketing assistance, educational efforts, advertising, and travel expenses to conferences and events. Consequently, your IAR is incentivized to recommend that the client purchase insurance products due to the receipt of commissions, bonuses, and other compensation. As a result, the objectivity of the advice rendered to the client is biased.

Impact provides IPW IARs bonus compensation based on the amount of annuity sales during a specific period of time which is an inherent conflict of interest. They also provide indirect compensation by providing marketing assistance and business development tools to acquire new clients, technology with the goal of improving the client experience and IPW IARs' efficiency, back office and operations support to assist in the processing of insurance (through Impact) services for clients, business succession planning, business conferences and incentive trips for the firm. Although some of these services can benefit a client, other services obtained by IPW IARs from Impact such as marketing assistance, business development and incentive trips will not benefit an existing client and is a conflict of interest.

IPW IARs have the opportunity to receive bonus payments from an insurance company or insurance marketing organization for selling a targeted number of annuities during a specified period of time which creates a conflict of interest. IPW IARs may also receive bonuses based on their overall assets under management during a specific period of time. These bonuses may include cash payments and/or qualification for networking and business trips. These benefits are not a result of achieving sales quotas related to specific product lines. This presents an inherent conflict of interest which IPW addresses by providing disclosures, following procedures and the firm's fiduciary obligation to each client.

At times, IPW IARs receive expense reimbursement for travel and/or marketing expenses from distributors of investment and/or insurance products. Travel expense reimbursements are a result of attendance at due diligence and/or investment training events hosted by product sponsors. Marketing expense reimbursements are the result of informal expense sharing arrangements in which product sponsors will underwrite costs incurred for marketing such as client appreciation events, advertising, publishing, and seminar expenses. Although receipt of these travel and marketing expense reimbursements are not predicated upon specific sales quotas, the product sponsor reimbursements are made by those sponsors for which sales have been made or for which it is anticipated sales will be made. This creates an inherent conflict of interest in that there is an incentive to recommend certain products and investments based on the receipt of this compensation instead of what is in the best interest of clients. IPW attempts to control this conflict by always basing investment recommendations on the individual needs of clients.

### **Financial Information**

As an advisory firm that maintains discretionary authority for client accounts, IPW is also required to disclose any financial condition that is reasonably likely to impair our ability to meet our contractual obligations. IPW has no such financial circumstances to report. Under no circumstances do we require or solicit payment of fees in excess of \$1,200 per client more than six (6) months in advance of services rendered. Therefore, we are not required to include a financial statement. Additionally, IPW has not been the subject of a bankruptcy petition at any time during the past ten (10) years.