



Part 2A of Form ADV: *Firm Brochure*

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This brochure provides information about the qualifications and business practices of Impact Partnership Wealth, LLC (also referred to as we, us, and "IPW" throughout this brochure). If you have any questions about the contents of this brochure, please call 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 IPW is also available on the SEC's website at 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.

Item 2 – Material Changes

This section discusses material changes that have been made to this Brochure since the last annual amendment. Throughout the brochure, all of the various named entities, advisers, and managers have been shortened to acronyms in an attempt to make the document easier to read. The last amendment was on June 3rd, 2024, and since that time, the following material changes have been made:

Item 4 - Advisory Business

- Added language describing the contractual relationship with AE Wealth Management, LLC, a third-party service provider.
- Edited language throughout to be more concise and to add clarity.

Item 5 - Advisory Business

- Updated language disclosing our maximum advisory fee and made all fee language more concise.
- Added language better clarifying that non-modelized cash holdings are not included in the balance for billing-calculation-purposes.

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

- Added additional investment strategies, as applicable.
- Added additional “risk of loss” types, as applicable.

Item 10 – Other Financial Industry Activities and Affiliations

- Added conflict language regarding Investment Adviser Representatives who are also Certified Public Accountants.
- Added conflict language regarding the relationship between Impact Partnership Wealth and an Insurance Marketing Organization under common control.

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

- Updated our Code of Ethics language

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Item 4 – Advisory Business

General Description of Our Firm

Impact Partnership Wealth, LLC (“IPW”) is a registered investment adviser (“RIA”) based in Marietta, 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. Founded in May 2021, IPW is registered with the U.S. Securities and Exchange Commission and is subject to its rules and regulations.

IPW utilizes a third-party service provider, AE Wealth Management, LLC (“AEWM”), to provide services related to compliance with the Investment Advisers Act of 1940 (“the Act”), as amended, which requires IPW to adopt and implement policies and procedures reasonably designed to prevent violations of the Act. The agreement between IPW and the provider governs the relationship and provides for a detailed list of services provided to IPW for an agreed-upon fee. IPW also maintains a sub-advisory agreement with AEWM, which details the other services IPW utilizes through the third-party service provider, such as trading securities, advertising, and billing services. Throughout this brochure and our other disclosure documentation, IPW will indicate in which instances our third-party service provider will be involved.

Description of Advisory Services

The 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”). Typically, your IAR is not an employee of IPW; rather, they are typically an independent contractor of IPW. Your IAR is limited to providing services and charging investment advisory fees in accordance with the descriptions detailed in this brochure and in our policies and procedures. Your IAR is generally allowed to set IPW’s investment management fees within the range prescribed by IPW. As a result, the investment management fees 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 the primary advisory services we offer. A written investment advisory services agreement detailing the exact services we provide 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”). These models are approved by the Chief Investment Officer of our third-party service provider prior to being made available to clients and are reviewed upon request for update. An IAR will assist you in completing a client profile questionnaire and will review the information you provide. They 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 exercises discretionary authority for the day-to-day management of the assets allocated to it by IPW or by you in a separately managed account. The Third-Party Manager will directly trade the securities it selects for the account based on the applicable investment strategy.

We will be available to answer questions regarding your account. We will be able to select the model portfolio(s) and 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 or available to our firm that could be appropriate for you and that are less costly than the 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 performance guarantees 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 investment allocation, and portfolio monitoring services. As part of this service, we can buy or sell securities on your behalf without your prior permission for each transaction. Nevertheless, you will be able to impose restrictions on the management of your account, including the ability to instruct us not to purchase or sell certain securities.

We will need to obtain certain information from you regarding your financial situation, investment objectives, and risk tolerance so that we may manage your account according to those factors. As part of this process, an IAR will assist you in completing a client profile questionnaire and will review the information you provide. You will be responsible for notifying us of any updates regarding your financial situation, investment objectives, 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 equitably and consistently among your accounts as well as other accounts advised by our firm with the best interests of all accounts involved in mind. 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.

Financial Planning and Consulting Services

IPW offers financial planning services, which involve preparing a written financial plan covering specific or multiple topics. We provide full, written financial plans for a fee, which typically address one or more of 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 the information you provide. Therefore, issues and information not provided will not be considered when your IAR develops his or her analysis and recommendations under a written financial plan.

We also offer consultations for financial planning issues for situations in which you do not need a written financial plan. We offer a consultation covering mutually agreed-upon areas of concern related to investments or financial planning. We also offer "as-needed" consultations for a fee, which are limited to consultations in response to a particular investment or financial planning issue raised or requested by you. Under an "as-needed" consultation, it will be incumbent upon you to identify the specific issues for which you are seeking our advice or consultation.

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 are solely responsible for determining whether to implement our financial planning and consulting recommendations. If 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.

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 the 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 at 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. The Sponsor-chosen recordkeeper may require that their proprietary funds be used for certain asset categories. It may limit the fund choices for plans of certain sizes. And it may not credit the plan for certain fees that it receives from third parties. If you have questions about this, please contact your Plan Sponsor and/or the Plan Recordkeeper. 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 for tax-related questions.

Self-Directed Brokerage Accounts

Your employer may offer you the opportunity to participate in a “Self-Directed Brokerage Account” (“SDBA”) as part of your employer-sponsored retirement plan. This SDBA would be an account separate from your plan account as it originated under the employer-sponsored plan. The term “self-directed” usually indicates that you, as a Participant, make the investment decisions for the account. Often these SDBAs allow you to access mutual funds and other investment options beyond the standard investment options offered through your employer-sponsored retirement plan, so long as the investments are within the guidelines of the employer/Sponsor. This type of account requires a more “hands-on approach” because it is the responsibility of the Participant to actively manage this portion of the portfolio. However, the Participant also has the authority to designate an agent/IAR to have limited trading authority over the assets in the Account. An agent's trading authority is also limited to the guidelines set by the employer who sponsors the plan. As with any investment, there are risks related to directing your own brokerage account. Please pay careful attention to any disclosures you receive or agreements you enter with respect to your responsibilities and risks in managing your SDBA. For these Accounts, IPW's third-party service provider conducts supervisory reviews and oversight of your IAR's recommendations, only. Please also be advised that your employer and/or Plan Sponsor may charge you additional fees and/or transaction charges to participate in this program. If you have questions regarding the fees you will be charged, please contact your employer or your Plan Sponsor.

Disclosure Regarding Rollover Recommendations

When a client or prospect leaves an employer, they typically have 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 a financial incentive for your IAR to recommend that you roll over your assets into one or more accounts on our platform because the enrollment will generate additional compensation for your IAR 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 must 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.

Third-Party Adviser Program

IPW also provides services to other registered investment advisory firms (each, a "Third-Party Registered Investment Adviser" or "TPRIA") as a sub-adviser pursuant to a written agreement under our Third-Party Registered Investment Adviser Program ("TPRIA Program"). TPRIA Program accounts are not managed by IPW.

IPW does not conduct oversight or supervision of the TPRIA and the TPRIA is solely responsible for complying with all federal and state 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 to you 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 your 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(s) for information regarding services provided by your TPRIA.

Products available to TPRIs 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. If you are a client of a TPRIA and you have instructed your TPRIA to invest in one of these products, your TPRIA must have discretionary authority to conduct these transactions. Additionally, your TPRIA must have discretionary authority sufficient to carry out transactions required to administer your account in accordance with your 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.

Tailor Advisory Services to the Individual Needs of Clients

IPW's advisory services are always provided based on your individual needs. 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, your IAR will assist you in completing a detailed client profile questionnaire and will review the information you provide. When we provide asset management services, you are given the ability to impose restrictions on the accounts we manage for you, including specific investment selections and sectors. 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.

Our financial planning and consulting services are always provided based on your individual needs. When providing financial planning and consulting services, we work with you on a one-on-one basis through interviews and questionnaires to determine your investment objectives and suitability information.

We will not enter into an investment advisory relationship with a prospective client whose investment objectives are considered incompatible with our investment philosophy or strategies and/or where the prospective client seeks to impose unduly restrictive investment guidelines.

Participation in Wrap Fee Programs

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 and certain third-party service providers, including the custodian and model portfolio manager (if applicable), will receive a portion of the fee as compensation for services. For more information on these fees, see ***Item 5 – Fees and Compensation***. Certain fees charged by the custodians, such as alternative investment fees, 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 you are a TPRIA Program Client, your TPRIA will determine whether IPW's services are provided to you on a wrap or non-wrap basis. If services are provided on a non-wrap fee basis and only if offered by a TPRIA, you will pay separate commissions, ticket charges, and custodian fees for executing transactions in your account. These charges will be in addition to the investment management fee you pay us and your primary adviser. If a non-wrap fee account is utilized, the execution of our investment strategies sometimes results in significant fees for small-dollar transactions and/or short-term mutual fund redemptions.

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.

Client Assets Managed by IPW

As of February 28, 2025, we have \$1,682,147,707.81 in regulatory assets under management, which we manage on a discretionary basis. We currently do not manage any client assets on a non-discretionary basis. Additionally, we have \$24,437,099.28 in assets under administration. While we provide administrative services regarding these assets under administration, we are not currently providing continuous investment management services to these assets. Accordingly, we have total platform assets of \$1,706,584,806.09.

Item 5 – Fees and Compensation

This section provides details regarding the fees and compensation we receive for our services. 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 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.

Model Portfolio Solutions and Direct Asset Management Services Fees

For our Model Portfolio Solutions and our Direct Asset Management services, 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. Each IAR can set IPW's annual investment advisory fee up to a maximum of 1.65%. The fee charged to each client utilizing our model portfolio solutions includes a portion attributable to IPW and sometimes a portion attributed to the manager of the selected model portfolio.

Although IPW has established a maximum annual fee, 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, and reports, among others. The specific annual fee schedule is identified in your investment advisory services agreement between the adviser and the client. Fees are assessed on all assets under management, including securities, cash if held within a model, and money market mutual fund(s). Cash placed in a model will be included in the billing; non-modeled cash will not be billed for investment advisory fees.

When your IAR manages their 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 circumstances. 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 may incur additional expenses related to the management of these Adviser Managed Models.

Additionally, your IAR is incentivized to use certain models when using 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 your account's qualified custodian(s) to deduct fees from your account and pay such fees directly to IPW. If more convenient for you, you can 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.

If you are an investment advisory client of IPW, asset management services are only offered through a wrap fee program, so 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 custodial fee for the execution of transactions in your account. As a result, if there is a low number of trades/transactions in your account(s) managed by IPW, it is likely that the wrap fee will accrue more expenses than an account that is charged on a transactional basis.

In addition to the fees described above, you may incur certain charges imposed by third parties other than IPW in connection with investments made in your account. These fees include but are not limited to, charges imposed directly by a mutual fund (e.g. 12b-1 trails), index fund, fee-based variable annuity, or exchange-traded fund which shall be disclosed on the fund's prospectus, mark-ups and mark-downs, spreads paid to market makers, surrender charges, IRA and qualified retirement plan fees, regulatory fees assessed by the SEC and/or FINRA, fees (such as a commission or markup) for trades executed away from our custodians at another broker-dealer, wire transfer fees, and other fees and taxes on brokerage accounts and securities transactions. The markups and markdowns, bid-ask spreads, and selling concessions are related to your custodian acting as a principal. Principal transactions contrast with transactions in which the custodian acts as your agent in affecting trades. Markups and markdowns and bid-ask spreads are not separate fees but are reflected in the net price at which a trade order is executed. You will also pay costs imposed by third parties, such as transfer taxes, odd-lot differentials, certificate delivery fees, reorganization fees, and any other fees required by law. 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's prospectus. Additionally, you can find more information on these fees on our custodians' websites. For fee information for Fidelity, click [here](#). For fee information for Schwab, click [here](#).

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 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 managing the account until we are notified of the client's death or disability. At that point, we will freeze the account until we have received the appropriate documentation to update the account or transfer it to the client's beneficiaries. If the account is later in good order, we will resume management.

Our employees and their family-related accounts are charged a reduced fee for our services. Lower fees for comparable services may be available from other sources.

Financial Planning and Consulting Fees

IPW provides financial planning and consulting services under hourly- and fixed-fee arrangements. The hourly fee varies based on the type of client, the services requested, the IAR providing advice, the complexity of the client's situation, the composition of the client's account, other advisory services provided, and the relationship of the client and the IAR, among other factors. Your financial planning and consulting agreement with IPW will specify the hourly rate you will be charged for this service.

Before commencing financial planning and consulting services, your IAR will provide you with an estimate of the approximate hours needed to complete the requested services. If your IAR later anticipates exceeding the estimated number of hours required, he/she will contact you to receive authorization to provide additional services. At the sole discretion of your IAR, you will pay in advance a mutually agreed upon retainer to IPW that will be available for IPW to bill hourly fees against for financial planning and consulting services. However, under no circumstances will IPW require you to pay fees of more than \$1,200 six or more months in advance.

IPW also provides financial planning and consulting services under a fixed-fee arrangement. Because each plan or service is based on the type of client, the services requested, the IAR providing advice, the complexity of the client's situation, the composition of the client's account, other advisory services provided, and the relationship of the client and the IAR, among other factors, each IAR is allowed to set their fixed fee. The amount of the fixed fee you will be charged will be specified in

your financial planning and consulting agreement with IPW. The fixed fee is due upon completion of the financial planning and consulting agreement and delivery of the deliverables. However, under no circumstances will IPW require you to pay fees of more than \$1,200 six or more months in advance. Upon completion and delivery of the financial plan, the fixed fee is considered earned by IPW and any unpaid amount is immediately due.

If you terminate the financial planning and consulting services after entering into an agreement with us and your IAR did not waive your fees, you will be responsible for immediate payment of any financial planning and consulting services performed by IPW prior to our receipt of your notice of termination. For financial planning and consulting services performed by IPW under an hourly arrangement, you will pay us for any hourly fees incurred at the rates described in the agreement. For financial planning and consulting services performed by IPW under a fixed fee arrangement, you will either pay us (i) a pro-rated fixed fee equivalent to the percentage of work completed by IPW as determined by us or (ii) an early termination fee for the hours worked by IPW multiplied by the hourly rate specified in the agreement. If there is a remaining balance of any fees paid in advance after the deduction of fees from the final invoice, we will refund those remaining proceeds to you.

If your IAR engages an outside professional (i.e., attorney, independent investment adviser, or accountant) while providing financial planning and consulting services to you, he/she will be responsible for the payment of the fees for the services of such outside professional, and you will not be required to reimburse IPW for such payments. To the extent that you personally engage an outside professional, you will be responsible for the payment of the fees for the services of such outside professional, and the fees of the outside professional will be in addition to and separate from the fees charged by IPW. In no event will the services of an outside professional be engaged without your approval.

All fees paid to IPW for services are separate and distinct from the commissions, fees, and expenses charged by insurance companies associated with any disability insurance, life insurance, and annuities subsequently acquired by you. If you sell or liquidate certain existing securities positions to acquire any insurance or annuity, you may also pay a commission and/or deferred sales charges in addition to the financial planning and consulting fees paid to IPW and any commissions, fees, and expenses charged by the insurance company for subsequently-acquired insurance and/or annuities.

All fees paid to IPW for advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each mutual fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, you may pay an initial or deferred sales charge.

If you retain IPW to implement the recommendations provided under this service, we may recommend load or no-load mutual funds that charge you periodic mutual fund fees (e.g. 12b-1 trails). All fees paid to IPW for financial planning and consulting services are separate and distinct from the commissions charged by a broker-dealer or asset management fees charged by an investment adviser to implement such recommendations.

Third-Party Registered Investment Adviser Fees and Compensation

If you are an investment advisory client of a TPRIA, investment advisory fees charged by your TPRIA are set forth in your TPRIA's Form ADV Part 2A, investment advisory services agreement, and fee schedule. If you participate in our TPRIA Program, your TPRIA will pay a portion of your fees to IPW as compensation for its services. TPRIAs that provide financial planning and consulting services may charge their fees for such services through your account in the TPRIA Program.

ERISA 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.

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.

IPW neither manages nor advises on Client-Directed Accounts. The investment products available to a Client-Directed Account are only limited by the custodian—IPW does not review or approve products for Client-Directed 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/or 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 your accounts, including those 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 you caused. Nor do we assume any obligation 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 fees and other fees in accordance with your agreement with the Custodian.

Treatment of Mutual Fund Share Classes

Mutual funds often offer multiple share classes with differing internal fee and expense structures. 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 for 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. If during that review IPW determines a lower share class is available, on a periodic basis, we request the custodian convert the mutual fund share to the lower class.
- 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 there are limitations as it relates to share class eligibility, custodian restrictions, or additional fees/taxes that the conversion would trigger: IPW cannot convert to a share class with a lower internal fee and expense structure if the account is ineligible (e.g., the fund company only allows certain types of registration types to use the share class or the account doesn't meet the investment minimum for the share class) or if the fund company won't accept a conversion if the share amount is too small. In the event a share amount is too small, IPW liquidates the position and deposits the cash back into the account. IPW also cannot convert to a lower internal fee and expense structure if the custodian will not allow it (e.g., custodial restrictions). Also, 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.

Treatment of No-Transaction-Fee Securities

As described in Item 12 below, certain securities qualify for no transaction fee pricing (i.e., \$0.00 commissions) with our custodians. If you receive services on a wrap fee basis and participate in transactions that qualify for no transaction fee pricing, please know that IPW does not require your IAR to lower their fee. IPW may receive favorable pricing on specific securities offered at our custodians for the trading of ETFs and individual equities. For services you receive through our wrap fee programs, we may compensate the custodian(s) for their custodial services with a portion of the fee that we charge you. Depending on the products you hold in your account, IPW sometimes does not incur custodial service fees from the custodian. In the event IPW does not incur custodial fees, no additional discounts are applied to the fees you pay IPW. Additionally, an investment in a no transaction fee mutual fund does not necessarily mean that the investment is in that mutual fund's lowest share class, nor will it necessarily be the lowest cost option when comparing funds and classes.

Compensation for Sale of Securities

Our IARs can sell securities in their separate capacities as registered representatives of a broker-dealer, if appropriately registered. In addition, they can sell insurance products in their capacities as independent insurance agents for sales commissions, if appropriately licensed. Please refer to ***Item 10 – Other Financial Industry Activities and Affiliations*** to read more about our IARs' ability to offer strictly commission-based services through broker-dealers and their 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, IPW and our IARs, when holding mutual funds in our Direct Asset Management Services Program or Model Portfolio Solutions program, generally do not receive any portion of the 12b-1 fees paid. Additionally, neither IPW nor your IAR receive other compensation, such as commissions, loads, or trails in these transactions.

You are never obligated to work with 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.

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

Performance-based fees are defined as fees based on a share of capital gains on, or capital appreciation of, the assets held in a client's account. IPW does not have a performance-based fees program and does not permit performance-based fees to be charged.

Item 7 – Types of Clients

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 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 Investment Amounts Required

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

Methods of Analysis

IPW utilizes the following forms of analysis in formulating investment advice:

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.

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:

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, through a third-party service provider, will make reasonable efforts to mitigate tracking errors 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 errors. Any restrictions the client places on securities that may be held in a portfolio and 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. However, 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, nor its third-party service provider, 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.

FIXED INCOME STRATEGIES: Fixed-income investments such as bonds, notes, and certificates of deposit are intended to provide diversification, generate income, and 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 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 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 appropriate for the client's investment objectives, time horizon, and risk tolerance. Examples of investments that may be included as part of IPW's growth strategies include individual equities and exchange-traded funds (ETFs).

OPTIONS TRADING: An option is a contract that gives the buyer the right, but not the obligation, to buy or sell a particular security at a specified price before the option's expiration date. The two types of options are calls and puts. A call gives the holder the right to buy an asset at a certain price within a specific period of time. A put gives the holder the right to sell an asset at a certain price within a specific period of time. IPW writes call options to supplement certain direct indexing and strategic indexing strategies. IPW also contracts with a Third-Party Manager to utilize this strategy. Options are complex securities that involve risks and are not suitable for everyone. IPW does not allow investment in individual options contracts outside of a model.

STYLE-BASED INVESTING: There are various “style-based” investing strategies. The value investing strategy involves selecting stocks that trade for less than their intrinsic values. Value investors typically seek stocks of companies that they believe the market has undervalued. They believe the market overreacts to good and bad news, resulting in stock price movements that do not correspond with the company's long-term fundamentals. The result is an opportunity for value investors to profit by buying when the price is deflated. Often, value investors select stocks with lower-than-average price-to-book or price-to-earnings ratios and/or high dividend yields. The risks associated with value-investing include incorrectly analyzing and overestimating the intrinsic value of a business, concentration risk, underperformance relative to major benchmarks, macro-economic risks, investing in value traps, i.e. businesses that remain perpetually undervalued, and lost purchasing power on cash holdings in the case of inflation. Growth investing is a strategy focused on increasing an investor's capital by typically investing in young or small companies whose earnings are expected to increase at an above-average rate compared to their industry sector or the overall market. This can be a popular strategy, but because these companies are still new, investing in them imposes a fairly high risk.

TACTICAL ASSET ALLOCATION: A tactical asset allocation strategy allows for a range of percentages in each asset class (such as Stocks = 40-50%). The ranges establish minimum and maximum acceptable percentages that permit the investor to take advantage of market conditions within these parameters. Certain tactical strategies may also trade frequently, which may cause tax implications. However, AEWM does not hold itself out as an accountant or tax advisor and does not provide such services. Therefore, AEWM recommends consulting with a tax advisor as it relates to this investment strategy.

Model Manager Selection

IPW reviews each Strategist and Third-Party Manager before selecting them to be included in our program. We conduct initial and ongoing reviews of Strategists and initial reviews of Third-Party Managers to ensure that they are suitable for our programs. We call these processes “due diligence.” In order to assist us in conducting our due diligence, we may utilize an outside firm. For more information about our process and criteria, please reference *Item 6 – Performance-Based Fees and Side-by-Side Management* in our ADV Appendix I Wrap Fee Brochure.

Risk of Loss

Investing in securities (including stocks, mutual funds, bonds, etc.) always involves the 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:

ALTERNATIVE INVESTMENTS RISK: Alternative investments typically do not correlate to the stock market, which means they can be used to add diversification to a portfolio and help mitigate volatility. Alternative Investments can be illiquid due to restrictions on transfer and the lack of a secondary trading market. These investments may lack transparency as to share price, valuation, and portfolio holdings. Complex tax structures often result in delayed tax reporting. Compared to mutual funds, private funds are subject to less regulation and often charge higher fees.

Alternative investments encompass a broad array of strategies, each with its own unique return and risk characteristics to be considered on a case-specific basis.

ARTIFICIAL INTELLIGENCE USE RISK: With the increased use of artificial intelligence (“AI”) capabilities, generally, there are risks associated with AI use as it relates to advisory business. AI systems are designed and based on complex algorithms that, despite rigorous testing, may still contain errors or biases. These errors can affect the reliability and performance of the investment advice generated by the AI tools. IPW permits the use of AI for day-to-day business-related tasks. However, IPW restricts investment-related use of AI to approved vendors and our proprietary tools only. While AI capabilities are continuously improving, over-reliance on AI-driven recommendations without adequate human oversight or review can lead to potential misjudgment of investment opportunities and associated risks. Your IAR is required by policy to independently verify all information produced through an approved AI tool before they may rely on it as part of the services they provide to you.

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.

CRYPTOCURRENCY: Cryptocurrency is a digital or virtual currency that is used as an alternative payment method or speculative investment. Cryptocurrency is not backed by real assets or tangible securities, are traded between consenting parties with no broker, and most are tracked on decentralized, digital ledgers with blockchain technology. Cryptocurrency is subject to, and has experienced, rapid surges and collapses in values. In addition to the market risk associated with speculative assets, cryptocurrency investment carries a number of other risks. As a result, investment in cryptocurrency is considered to be a more volatile investment. Although IPW does not allow for direct cryptocurrency investment, some models on IPW’s platform may have an underlying cryptocurrency investment or component.

CYBERSECURITY RISK: With the increased use of technologies to conduct business, IPW is susceptible to operational, information security, and related risks. In general, information and cyber-incidents can result from deliberate attacks or unintentional events and arise from external or internal sources. Cyber-attacks include unauthorized access to digital systems (such as through “hacking” or malicious software coding) for purposes of misappropriating assets or sensitive information; corrupting data, equipment, or systems; or causing operational disruption. Cyber-attacks may also be carried out in a manner that does not require gaining unauthorized access, such as causing denial of service attacks on websites (making network services unavailable to intended users). Cyber-incidents may cause disruptions and affect business operations, potentially resulting in financial losses, impediments to trading, the inability to transact business, destruction to equipment and systems, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs. IPW follows its

security protocol in its Information Security Management System Policies in the event a cybersecurity event occurs.

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.

EMERGING MARKETS RISK: The risks associated with foreign investments are heightened when investing in emerging markets. The governments and economies of emerging market countries may show greater instability than those of more developed countries. Such investments tend to fluctuate in price more widely and to be less liquid than other foreign investments.

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.

ETF, CLOSED-END FUND, AND MUTUAL FUND RISK: When investing in an ETF or mutual fund, you will bear additional expenses based on your pro rata share of the ETF's or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds. If the ETF, closed-end fund, or mutual fund fails to achieve its investment objective, the account's investment in the fund may adversely affect its performance. Because the value of ETF shares depends on the demand in the market, your IAR may not be able to liquidate the holdings at the most optimal time, adversely affecting performance. Closed-end funds not publicly offered provide only limited liquidity to investors. Closed-end funds are generally not required to buy back their shares from investors upon request. Spot Bitcoin ETFs pose an additional layer of risk due to the potential volatility of Bitcoin and other cryptocurrencies. Buffered ETFs (defined-outcome) are designed to provide downside protection in exchange for a cap on potential upside gains. They present the client with a tradeoff of giving up potential full upside benefit for the potential for mitigating some downside in market performance.

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.

FIXED INCOME RISK: When investing in bonds, there is the risk that the issuer will default on the bond and be unable to make payments. Further, individuals who depend on set amounts of periodically paid income face the risk that inflation will erode their spending power. For some fixed-income products, investors receive set, regular payments that face the same inflation risk. Fixed-income instruments purchased by a client are subject to the risk that as interest rates rise, the market values of bonds decline. This results in a more pronounced effect on the securities with longer durations. Fixed-income securities are also subject to reinvestment risk, which refers to the possibility that an investor will be unable to reinvest cash flows (i.e., coupon payments or interest) in a new security at a rate comparable to their current rate of return.

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.

INTERVAL FUND RISK: Interval funds are classified as closed-end funds, but they are distinct because the shares do not trade on the secondary market, but instead periodically the fund offers to buy back a percentage of outstanding shares at net asset value. This results in the funds being largely illiquid. There is no guarantee that investors will be able to sell their shares at any given time or in the desired amount. Additionally, repurchase is done on a pro-rata basis; therefore, there is no guarantee that you can redeem the number of shares you want during a given redemption.

LACK OF DIVERSIFICATION RISK: Concentrated portfolios, including portfolios with a concentration in one asset class, typically result in increased risk and volatility and decreased diversification, which could result in losses.

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 needs 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. Some investments, like Qualified Opportunity Zone Funds, are considered private investments and are illiquid because there is no public market that currently exists for the investment type. Therefore, the inability to quickly sell or liquidate this investment carries a higher risk for a loss in the investment.

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. A margin account is required with a call writing overlay strategy for direct indexing and some strategic index models that we utilize with one of our third-party model managers.

NON-INVESTMENT GRADE BONDS: Commonly known as “junk bonds,” non-investment grade bonds are “below investment grade quality” (rated below Baa3 by Moody’s Investors Service, Inc. or below BBB- by Standard & Poor’s Ratings Group and Fitch Ratings or, if unrated, reasonably determined by the Firm to be of comparable quality). Junk bonds represent bonds issued by companies that are financially struggling and have a higher risk of defaulting or not paying their interest payments or repaying the principal to investors. Investing in non-investment grade bonds can be speculative.

OPTIONS RISK: Options on securities may be subject to greater fluctuations in value than an investment in the underlying securities. Purchasing and writing put and call options are highly specialized activities and entail greater-than-ordinary investment risks. Options, like other securities, carry no guarantees, and investors should be aware that it is possible to lose all of your initial investment, and sometimes more. Since options derive their value from an underlying asset, which may be a stock or securities index, any risk factors that impact the price of the underlying asset will also indirectly impact the price and value of the option. Extreme market volatility near an expiration date can cause price changes resulting in the option expiring worthless. In addition, options can be purchased or sold in covered or uncovered (or naked) strategies. A covered strategy is one in which the seller of a call option holds a long position/currently owns the underlying assets of the options contract. An uncovered, or naked, strategy, is one in which the seller of a call or put option does not hold a long position or currently own the underlying securities. Selling a naked option can be a very risky strategy and should be used by experienced traders who understand how to manage their notational exposure and risk. Individual options contracts outside of a model are not available through IPW.

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.

PRIVATE INVESTMENTS RISK: A private investment is a financial asset outside public market assets, meaning they are not listed on an exchange. Investors often access private investments through a private investment fund. A private investment fund is an investment company that doesn't solicit capital from retail investors or the public. Hedge funds and private equity funds are two of the most common types of private investment funds. Private equity investing often has high investment minimums and they may also have higher liquidity risks since private equity investors are expected to invest their funds with the firm for several years, on average. Investors often utilize private investments to diversify their portfolio and reduce overall risk exposure across specific sectors. However, because there is no major public exchange for these investments, a fund manager may find it difficult to liquidate the investments in a fund in times of economic stress. IPW generally limits investments in private funds, but the firm does allow high net worth and/or accredited clients to invest in certain private investments.

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 is the act of loaning shares of stock, commodities, derivative contracts, or other securities to other investors or firms. For receipt of these securities, the borrower is required to put up collateral—whether cash, other securities, or a letter of credit—for the lender to hold until the agreement is terminated and/or the securities are liquidated. Generally, the lender receives a lending fee based on a designated interest rate multiplied by the market value of the securities on loan. The interest rate paid is based on the relative value of the individual securities in the securities-lending market and are subject to change based on market conditions and borrowing demand. Loaned securities are sometimes considered “hard to borrow” because of short selling, scarcity of available lending supply, or corporate events that affect liquidity in a security. Securities lending also exposes a lender to the risk of borrower or counterparty default. IPW does not offer a securities lending program, nor does it solicit for a custodian's established program. However, we do help facilitate securities lending arrangements between our qualified custodians and our clients.

SMALL- AND MEDIUM-CAPITALIZATION COMPANIES: Publicly traded companies are often segmented by their market capitalization—the total value of their shares in the market. Small-cap investing is often used when an investor is focused on growth opportunities. Though they historically outperform large-cap stocks, small-cap stocks are riskier. Prices of small-cap stocks are often more volatile than prices of large-cap stocks. The same can be said for some medium-cap stocks. Additionally, the risk of bankruptcy or insolvency for smaller companies is higher than for larger companies.

STRUCTURED NOTES RISK: Structured notes are complex instruments consisting of a bond component and an embedded derivative component that adjusts the security's risk-return profile. There are both principal-at-risk and principal-protected notes. Principal-protected notes offer full principal protection, subject to the credit risk of the issuer, 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 and are therefore subject to the risk of default. They lack liquidity, are not listed on securities exchanges, and do not participate in dividends. Typically, the issuer will maintain a secondary market; but there is no obligation to do so. Therefore, there may be little to no secondary market available. To the extent a secondary market may exist, a sale in the secondary market prior to maturity may result in a significant discount in the sale price of the note resulting in a loss of principal. 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. Certain notes may be callable automatically or at the option of the issuer. 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. 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.

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.

Item 9 – 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 advisorinfo.sec.gov to review each investment adviser's individual disclosures or IPW's firm disclosures.

Item 10 – Other Financial Industry Activities and Affiliations

Neither IPW nor its management persons have an application pending to register as a futures commission merchant, commodity pool operator, 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. Clients of MAS should refer to its Firm Brochure(s) for a description of conflicts of interest related to MAS.

Registered Representative of a Broker-Dealer

Some of IPW's IARs 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 their separate capacity as a registered representative of a broker-dealer, you should be aware that they 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 while 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 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 AEFS or MAS as a broker-dealer for our asset management services.

Related Investment Advisers

AE Wealth Management, LLC ("AEWM") (CRD# 282580) is an SEC-registered investment adviser 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 AEWM for such services. AEWM is also 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 AEWM to create a material conflict of interest for our clients. However, your IAR can hire the Investment Consulting Group of AEWM to review and make recommendations on their model's structure and management. Your IAR pays ICG for this service, so the owners of IPW benefit from this arrangement. Clients of AEWM should refer to its Firm Brochure(s) for a description of conflicts of interest related to AEWM.

MAS (one of the broker-dealers described above) is also an SEC-registered investment adviser. 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(s) for a description of conflicts of interest related to MAS.

Veta Investment Partners, LLC ("VIP") (CRD# 309023) is an SEC-registered investment adviser. IPW IARs may place a client in a model portfolio or product managed by VIP. Because both the Karlun M Callanan Irrevocable Trust A and the Foster Family Descendants Trust, each separately, are owners 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/Insurance Marketing Organization under common control and ownership with IPW. 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 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. IPW does not conduct oversight or review recommendations for these insurance products. The issuing insurance carrier is responsible for reviewing and supervising the sale of an insurance product and the suitability of the product as it relates to your financial situation.

IPW is under common control and ownership with Advisors Excel, LLC ("AE"). AE is an insurance agency that markets/wholesales life and health insurance and fixed annuities to third-party insurance agents in exchange for a marketing and/or override fee from the product issuer. IPW IARs, in a separate capacity as insurance agents, utilize AE's marketing and wholesaling services. When your IAR sells you insurance products through AE, the principal owners of IPW benefit. We address this 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 or fee the representative earns from the sales of those same products. IPW does not conduct oversight or review recommendations for these insurance products. The issuing insurance carrier is responsible for reviewing and supervising the sale of an insurance product and the suitability of the product as it relates to your financial situation.

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 conflict of interest by disclosing it to you in this brochure and ensuring no advisory fee is charged on an annuity—which is 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, and in that capacity, they can sell you life insurance, annuities, and other insurance products. They can receive commissions from insurance companies/carriers for selling their products, and the commissions vary from carrier to carrier. The agents are also eligible to receive incentives, bonuses, and other compensation from insurance companies/carriers/insurance marketing organizations 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, the agent is incentivized to recommend that you purchase insurance products due to the receipt of commissions and other compensation. This creates a conflict or incentive to sell or offer insurance products as compared with investment advisory services or securities recommendations. 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 conduct oversight or review recommendations for these insurance products. The issuing insurance carrier is responsible for reviewing and supervising the sale of an insurance product and the suitability of the product as it relates to your financial situation.

Certified Public Accountants

Some of IPW's IARs serve, in a separate capacity, as a CPA by providing tax services to individuals and corporations. As a CPA, these IARs may receive compensation for the tax services they provide their clients. Any fees received through the tax services do not offset advisory fees the client may pay for IPW's advisory services. Clients can decide whether to engage in services with the CPA firm. As a result, a conflict of interest arises between your interests and IPW's interests. However, at all times IPW and our IARs will act in your best interest and act as fiduciaries in carrying out advisory services to you. Because this is not an advisory service, IPW does not supervise or conduct oversight of this activity. Any CPA activity performed is separate and distinct and not affiliated with IPW in any way.

Signal Providers/Portfolio Managers

IPW utilizes Market Guard™, a model signal provider solely owned by Bradley Jenkins, a non-controlling IPW owner. Market Guard™ is not a registered investment adviser. It provides model portfolio signals and allocation recommendations to IPW. Mr. Jenkins receives compensation through his non-controlling ownership in IPW. This relationship creates a conflict of interest because our decision to select Market Guard was based, at least in part, on the affiliation with Mr. Jenkins. Because of this affiliation, we have an indirect economic incentive to select and recommend Market Guard™ over other providers offering the same or similar services, including those that may do so for a lower fee.

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

IPW has established a Code of Ethics that applies to all its supervised persons. As a fiduciary, an investment adviser's responsibility includes providing fair and full disclosure of all material facts and to always act solely in the best interest of each of our clients. This fiduciary duty is the core underlying principle for our Code of Ethics, which also covers our Personal Securities Transactions Policies and Procedures. IPW has the responsibility to ensure that all clients' interests are placed ahead of IPW's own investment interests. IPW discloses material facts as well as potential and actual conflicts of interest to clients. IPW seeks to conduct business honestly, ethically, and fairly 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.

Affiliate and Employee Personal Securities Transactions Disclosure

At times, IPW or associated persons of the firm will buy or sell investment products identical to those recommended to clients for their personal accounts. In some instances, such transactions by IPW or associated persons of the firm will be executed at the same time a transaction in the identical investment product recommended to clients is executed. This creates an inherent conflict of interest. It is the express policy of IPW that all persons associated with our firm in any manner 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, from 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 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.

Item 12 – Brokerage Practices

The Custodian and Brokers We Use

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 Charles Schwab & Co., Inc. Advisor Services ("Charles Schwab" or "Schwab"), a registered broker-dealer, member SIPC, or Fidelity Institutional Wealth Services and/or its affiliate, National Financial Services LLC (collectively, "Fidelity"). IPW is independently owned and operated and unaffiliated with Schwab or Fidelity. IPW chooses these broker-dealers to maintain custody of clients' assets and to affect trades for their accounts. Schwab and Fidelity have no discretion over your account and will act solely on instructions they receive from IPW or our third-party services provider.

The primary factor in suggesting a broker-dealer or custodian is that the services of the firm are provided cost-effectively. While the quality of execution at the best price is an important determinant, best execution does not necessarily mean the 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 straightforward. 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 the best execution for transactions. Best execution does not necessarily mean the lowest possible costs but that qualitative execution is best. 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

Charles Schwab

Charles Schwab provides us access to their institutional trading and custody services, which are typically unavailable to retail investors. We compensate Charles Schwab for their custodial services with a portion of the fee that we charge you. 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, Schwab reduces the fee assessed to IPW for custodial services. However, IPW does not lower the investment advisory fee correspondingly charged to you.

Services that we receive from 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;
- 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 related to the transition of accounts to Charles Schwab, as well as consulting and subscription fees.

Charles Schwab also makes available to us (or offsets the cost of) other products and services that benefit our firm but have no impact on client 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),
- 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. Schwab also provides other services 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 access to institutional trading and custody services, which are typically unavailable to retail investors. These services 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 initial investment minimum. 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 correspondingly charged to you.

Fidelity also makes available other products and services that benefit us but do not impact client 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 other services available 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 the 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 RIAs require a particular broker-dealer or custodian. Some RIAs allow their clients to select whichever broker-dealer the client prefers. 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, 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 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 called aggregating orders, batch trading, or block trading. We aggregate, or block trade, when we believe such action may prove advantageous to clients. When we aggregate client orders, allocating securities among client accounts is done fairly and equitably. Typically, the process of aggregating client orders is done to achieve better execution, negotiate more favorable commission rates, or allocate orders among clients on a more equitable

basis. We do this 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 calculates the average price and transaction charges for each transaction included in a block order and assigns them to each allocated transaction executed for the client's account.

Item 13 – Review of Accounts

Account Reviews and Reviewers

Our IARs will monitor investment management client accounts regularly and perform annual reviews with each client account(s). All accounts are reviewed for consistency with investment strategy, asset allocation, risk tolerance, and performance. 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 their personal circumstances.

The Impact Partnership Wealth Investment Committee ("IPWIC"), comprised of IPW's President, CEO, and Vice President, reviews IPW's use of Strategists.

Clients of our TPRIA platform should refer to the independent TPRIA's Firm Brochure(s) (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 receive transaction confirmation notices and regular quarterly account statements in writing directly from the qualified custodian. Additionally, IPW may provide you with periodic performance reports.

Financial planning clients do not receive any reports other than the written plan originally contracted for.

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

Item 14 – Client Referrals and Other Compensation

Promoter Arrangements

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. IPW does not conduct oversight or supervise the Promoter's activities outside of this referral arrangement. 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, some Promoters can 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.

Travel Reimbursement/Marketing Expenses

IPW IARs sometimes receive expense reimbursement for travel and/or marketing expenses from distributors of investment and/or insurance products. Travel expense reimbursements result from attendance at due diligence and/or investment training events hosted by product sponsors. Marketing expense reimbursements result from 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 receiving this compensation instead of what is in a client's best interest. IPW attempts to control this conflict by always basing investment recommendations on clients' individual needs.

Other Compensation

Many of IPW's IARs serve in a separate capacity as insurance agents. When acting in a separate capacity as an insurance agent, they can receive commissions from insurance companies/carriers for selling their insurance products. The commissions vary from carrier to carrier, and the receipt of these commissions creates a conflict or incentive to sell or offer insurance products as compared with investment advisory services or securities recommendations. The insurance agent can also receive other incentive awards or bonus payments from an insurance company/carrier/insurance marketing organization for selling a targeted number of a specific carrier's annuity or insurance products. Because insurance agents are subject to a separate regulatory regime from the rules and regulations that apply to IARs, IPW does not supervise or conduct oversight of the insurance activity.

Impact, the independent marketing organization/insurance agency mentioned in Item 10, provides IPW IARs bonus compensation based on the amount of insurance sales during a specific period, which is an inherent conflict of interest. Impact also provides indirect compensation by providing marketing assistance and business development tools to IARs 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 such as marketing assistance, business development, and incentive trips will not benefit an existing client and are considered conflicts.

IPW IARs are eligible to receive bonus payments from an insurance company or insurance marketing organization for selling a targeted number of annuities or insurance during a specified period, creating 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 an invitation to networking and business trips. These benefits do not result from achieving sales quotas related to specific product lines. However, these incentives present an inherent conflict of interest which IPW addresses by providing disclosures, following procedures, and applying the firm's fiduciary obligation to each client.

IPW offers business loans to IARs on a case-by-case basis. At times, IPW will forgive a portion or all of such loans based on certain factors, such as the IAR agreeing to remain with IPW for a specific time period.

Item 15 – Custody

Custody means having access or control over client funds and/or securities. Custody is not limited to physically holding client funds and securities. Under the Advisers Act, if an investment adviser can access or control client funds or securities, the investment adviser is deemed to have custody and must ensure proper procedures are implemented. Regulators do not deem authorization to trade in client accounts to be custody. IPW does not have physical custody of any client funds and/or securities and does not take physical custody of client accounts at any time. However, IPW is deemed to have limited custody of client funds and securities whenever a client gives IPW authority to (1) have fees deducted directly from client accounts or (2) act upon Standing Letters of Authorization for transfers of funds or securities to a pre-designated third-party or account. Account statements are delivered directly from the qualified custodian to each client, or the client's independent representative, at least quarterly. Clients should carefully review those statements and are urged to compare the statements against reports received from IPW. If you have questions about your account statements, you should contact IPW or the qualified custodian preparing the statement.

Item 16 – Discretion

When providing asset management services, IPW maintains trading authorization over your Account and provides management services on a discretionary basis. Discretionary authority is granted through the execution of a limited power of attorney contained in the custodian's paperwork and the execution of an investment advisory services agreement with IPW. We can determine the type and number of securities that will be bought or sold for your portfolio without obtaining your consent for each transaction. Nevertheless, you can place reasonable restrictions on the types of investments purchased in your account.

Item 17 – Voting Client Securities

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

When you engage a Third-Party Registered Investment Adviser to manage your portfolio, where permissible, you may grant your TPRIA discretion to vote proxies concerning 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.

Item 18 – 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 six or more 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 during the past ten (10) years.