

Disclosure Brochure

March 31, 2011

JP Wealth Management. Inc.

a Registered Investment Adviser

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This brochure provides information about the qualifications and business practices of JP Wealth Management. Inc. (hereinafter "JPWM"). If you have any questions about the contents of this brochure, please contact John F. Carey at (866) 562-6969. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about JP Wealth Management. Inc. is available on the SEC's website at www.adviserinfo.sec.gov.

JP Wealth Management. Inc. is an SEC registered investment adviser. Registration does not imply any level of skill or training.

Item 2. Material Changes

This Item discusses only the material changes that have occurred since JPWM's last annual update dated March 26, 2010. JPWM does not have any material changes to disclose in this Item.

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Item 4. Advisory Business

JPWM provides financial planning, consulting, and investment management services. Prior to engaging JPWM to provide any of the foregoing investment advisory services, the client is required to enter into one or more written agreements with JPWM setting forth the terms and conditions under which JPWM renders its services (collectively the “Agreement”).

JPWM has been in business as an SEC registered investment adviser since June 24, 2004. John F. Carey and Mark Perlson are the principal owners of JPWM.

JPWM has \$148,497,107 of assets under management as of March 16, 2011, all of which are managed on a discretionary basis.

This Disclosure Brochure describes the business of JPWM. Certain sections will also describe the activities of *Supervised Persons*. *Supervised Persons* are any of JPWM's officers, partners, directors (or other persons occupying a similar status or performing similar functions), or employees, or any other person who provides investment advice on JPWM's behalf and is subject to JPWM's supervision or control.

Financial Planning and Consulting Services

JPWM may provide its clients with a broad range of comprehensive financial planning and consulting services. These services include, but are not limited to investments, retirement, education, and cash flow needs of the client.

In performing its services, JPWM is not required to verify any information received from the client or from the client's other professionals (e.g., attorney, accountant, etc.) and is expressly authorized to rely on such information. JPWM may recommend the services of itself, and/or other professionals to implement its recommendations. Clients are advised that a conflict of interest exists if JPWM recommends its own services. The client is under no obligation to act upon any of the recommendations made by JPWM under a financial planning or consulting engagement or to engage the services of any such recommended professional, including JPWM itself. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any of JPWM's recommendations. Clients are advised that it remains their responsibility to promptly notify JPWM if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating, or revising JPWM's previous recommendations and/or services.

Investment Management Services

Clients can engage JPWM to manage all or a portion of their assets on a discretionary basis.

JPWM primarily allocates clients' investment management assets among mutual funds, exchange-traded funds (“ETFs”), individual debt and equity securities and/or options as well as the securities components

of variable annuities and variable life insurance contracts in accordance with the investment objectives of the client. JPWM may provide advice about any type of investment held in clients' portfolios.

JPWM also may render non-discretionary investment management services to clients relative to variable life/annuity products that they may own, their individual employer-sponsored retirement plans, or other products that may not be held by the client's primary custodian. In so doing, JPWM either directs or recommends the allocation of client assets among the various investment options that are available with the product. Client assets are maintained at the specific insurance company or custodian designated by the product.

JPWM tailors its advisory services to the individual needs of clients. JPWM consults with clients initially and on an ongoing basis to determine risk tolerance, time horizon and other factors that may impact the clients' investment needs. JPWM ensures that clients' investments are suitable for their investment needs, goals, objectives and risk tolerance.

Clients are advised to promptly notify JPWM if there are changes in their financial situation or investment objectives or if they wish to impose any reasonable restrictions upon JPWM's management services. Clients may impose reasonable restrictions or mandates on the management of their account (e.g., require that a portion of their assets be invested in socially responsible funds) if, in JPWM's sole discretion, the conditions will not materially impact the performance of a portfolio strategy or prove overly burdensome to its management efforts.

Item 5. Fees and Compensation

JPWM offers its services on a fee basis, which may include hourly and/or fixed fees, as well as fees based upon assets under management.

Financial Planning and Consulting Fees

JPWM may charge a fixed fee and/or hourly fee for financial planning and consulting services.

Investment management clients may engage JPWM to provide a financial plan (which may include non-investment related matters). JPWM's investment management fee, as described below, is generally inclusive of any investment-related consulting services. In addition, JPWM generally waives financial planning fees for new clients.

Alternatively, JPWM may provide a less comprehensive investment policy statement on an hourly basis at a rate of \$200 per hour. JPWM may also charge a fee of \$200 on an hourly rate basis to non-investment management and investment management clients that require a disproportionate amount of financial planning and/or consulting services.

Prior to engaging JPWM to provide financial planning and/or consulting services, the client is required to enter into a written agreement with JPWM setting forth the terms and conditions of the engagement. Generally, JPWM requires one-half of the financial planning and/or consulting fee (estimated hourly) payable upon entering the written agreement. The balance is generally due upon delivery of the financial plan or completion of the agreed upon services.

Investment Management Fee

JPWM provides investment management services for an annual fee based upon a percentage of the market value of the assets being managed by JPWM. JPWM's annual fee is exclusive of, and in addition to brokerage commissions, transaction fees, and other related costs and expenses which are incurred by the client. JPWM does not, however, receive any portion of these commissions, fees, and costs. JPWM's annual fee is prorated and charged monthly, in advance, based upon the market value of the assets being managed by JPWM on the last day of the previous month. The annual fee varies (between 0.40% and 1.00%) depending upon the market value of the assets under management and the type of investment management services to be rendered, as follows:

<u>PORTFOLIO VALUE</u>	<u>ANNUAL FEE</u>
up to \$1,000,000	1.00%
\$1,000,001 - \$6,000,000	0.75%
\$6,000,001 - \$10,000,000	0.50%
above \$10,000,000	0.40%

JPWM, in its sole discretion, may negotiate to charge a lesser management fee based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, *pro bono* activities, etc.).

Fees Charged by Financial Institutions

As further discussed in response to Item 12 (below), JPWM generally recommends that clients utilize the brokerage and clearing services of Charles Schwab & Co., Inc. ("*Schwab*") for investment management accounts.

JPWM may only implement its investment management recommendations after the client has arranged for and furnished JPWM with all information and authorization regarding accounts with appropriate financial institutions. Financial institutions include, but are not limited to, *Schwab*, any other broker-dealer recommended by JPWM, broker-dealer directed by the client, trust companies, banks etc. (collectively referred to herein as the "*Financial Institutions*").

Clients may incur certain charges imposed by the *Financial Institutions* and other third parties such as fees charged by custodial fees, charges imposed directly by a mutual fund or ETF in the account, which are disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Additionally, for assets outside of any wrap fee programs, clients may incur brokerage commissions and transaction fees. Such charges, fees and commissions are exclusive of and in addition to JPWM's fee.

JPWM's *Agreement* and the separate agreement with any *Financial Institutions* may authorize JPWM to debit the client's account for the amount of JPWM's fee and to directly remit that management fee to JPWM. Any *Financial Institutions* recommended by JPWM have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to JPWM.

Fees for Management During Partial Months of Service

For the initial period of investment management services, the fees are calculated on a *pro rata* basis.

The *Agreement* between JPWM and the client will continue in effect until terminated by either party pursuant to the terms of the *Agreement*. JPWM's fees are prorated through the date of termination and any remaining balance is charged or refunded to the client, as appropriate.

Clients may make additions to and withdrawals from their account at any time, subject to JPWM's right to terminate an account. Additions may be in cash or securities provided that JPWM reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account.

Clients may withdraw account assets on notice to JPWM, subject to the usual and customary securities settlement procedures. However, JPWM designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. JPWM may consult with its clients about the options and ramifications of transferring securities. However, clients are advised that when transferred securities are liquidated, they are subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

If assets are deposited into or withdrawn from an account after the inception of a month, the fee payable with respect to such assets will not be adjusted or prorated based on the number of days remaining in the month.

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

JPWM does not provide any services for performance-based fees. Performance-based fees are those based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7. Types of Clients

JPWM provides its services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities.

Minimum Fee

As a condition for starting and maintaining a relationship, JPWM generally imposes a minimum annual fee of \$10,000. This minimum fee may have the effect of making JPWM's service impractical for clients, particularly those with portfolios less than \$1,000,000 under JPWM's management. JPWM, in its sole discretion, may waive its minimum annual fee based upon certain criteria including anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, and *pro bono* activities.

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

Methods of Analysis

JPWM's primary method of analysis can be described as fundamental in nature.

Fundamental analysis involves assessing the economic and political conditions that affect the overall trends of the markets. JPWM analyzes many factors, included but not limited to macroeconomic and political factors that it believes may influence market trends—such as whether the economy is expanding or contracting, stock market valuation, inflation levels and trends, changes in tax policy, and Federal monetary policy decisions. JPWM's analysis of whether the stock market is trending “up” or “down” is used (along with client investment objectives and time horizons) to make tactical changes in asset allocation in client portfolios. JPWM's analysis of whether interest rates are trending “up” or “down” is also used in making tactical changes in asset allocation, as well as average bond market maturities in client portfolios.

Investment Strategies

Portfolio Philosophy

JPWM seeks to diversify investment exposures over numerous asset classes and asset class sectors in an attempt to reduce the risk of sustaining substantial losses. JPWM believes that the allocation of an investor's assets is an important determining factor in long-term portfolio performance. A flexible strategic asset allocation foundation is utilized, which allows for any tactical tilts that JPWM feels are necessary to reduce risk when asset valuations, the economic environment, and other considerations warrant.

Portfolio Strategy

A globally diversified asset allocation strategy is employed, maintaining a core of passive and indexed investments supported by appropriate active portfolio managers. JPWM believes that there are specific asset classes, market conditions and situations that may allow active managers to add value. As a result, the overall combination of these methods produce portfolios designed for long-term success with proper diversification and liquidity.

Portfolio Implementation

JPWM implements portfolios utilizing various types of securities including mutual funds, exchanged traded funds (ETFs), closed-end funds, and individual bonds to name a few. The decision of what method of investing and type of security is used to gain exposure to an asset class is influenced by many factors including but not limited to: the asset class or asset class sector being invested, asset valuations, the economic environment, taxes, liquidity and the costs associated with investing.

Risks of Loss

Mutual Funds and Exchange Traded Funds (ETFs)

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed-based ETFs and more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 50,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

Market Risks

The profitability of a significant portion of JPWM's recommendations may depend to a great extent upon correctly assessing the future course of price movements of stocks and bonds. There can be no assurance that JPWM will be able to predict those price movements accurately.

Use of Margin To the extent that a client authorizes the use of margin, and margin is thereafter employed by JPWM in the management of the client's investment portfolio, the market value of the client's account and corresponding fee payable by the client to JPWM will not be increased.

While the use of margin borrowing can substantially improve returns, such use may also increase the adverse impact to which a client's portfolio may be subject. Borrowings will usually be from securities brokers and dealers and will typically be secured by the client's securities and/or other assets. Under certain circumstances, such a broker-dealer may demand an increase in the collateral that secures the client's obligations and if the client were unable to provide additional collateral, the broker-dealer could

liquidate assets held in the account to satisfy the client's obligations to the broker-dealer. Liquidation in that manner could have extremely adverse consequences. In addition, the amount of the client's borrowings and the interest rates on those borrowings, which will fluctuate, will have a significant effect on the client's profitability.

General Risk of Loss

Investing in securities involves the risk of loss. Clients should be prepared to bear such loss.

Item 9. Disciplinary Information

JPWM is required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of management. JPWM does not have any required disclosures to this Item.

Item 10. Other Financial Industry Activities and Affiliations

JPWM is required to disclose any relationship or arrangement that is material to its advisory business or to its clients with certain related persons. JPWM has described such relationships and arrangements below.

Referrals to Related Certified Public Accountants

JPWM does not render accounting advice or tax preparation services to its clients. Rather, to the extent that a client requires accounting advice and/or tax preparation services, JPWM, if requested, will recommend the services of Perlson, Touhy & Company, Inc. ("*Perlson Touhy*"), a Certified Public Accounting firm, of which a Principal of JPWM, Mark Perlson, is an owner. All services by *Perlson Touhy* are rendered independent of JPWM pursuant to a separate agreement between the client and *Perlson Touhy*. JPWM does not receive any of the fees charged by *Perlson Touhy*, referral or otherwise. Although JPWM shall not receive referral fees from *Perlson Touhy*, Mr. Perlson is entitled to receive dividends relative to his respective ownership interests in *Perlson Touhy*.

It is also expected that Mr. Perlson solely incidental to his respective practice as Certified Public Accountants with *Perlson Touhy*, will recommend JPWM's services to certain of *Perlson Touhy*'s clients. Although *Perlson Touhy* does not receive referral fees from JPWM, Mr. Perlson is entitled to receive dividends relative to his respective ownership interest in JPWM.

Item 11. Code of Ethics

JPWM and persons associated with JPWM ("Associated Persons") are permitted to buy or sell securities that it also recommends to clients consistent with JPWM's policies and procedures.

JPWM has adopted a code of ethics that sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws ("*Code of Ethics*"). In accordance with Section 204A of the Investment Advisers Act of 1940 (the "Advisers Act"), its *Code of Ethics* contains written policies reasonably designed to prevent the unlawful use of material non-public information by JPWM or any of its associated persons. The *Code of Ethics* also requires that certain of JPWM's personnel (called "*Access Persons*") report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings.

Unless specifically permitted in JPWM's *Code of Ethics*, none of JPWM's *Access Persons* may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the *Access Person*) any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of JPWM's clients.

When JPWM is purchasing or considering for purchase any security on behalf of a client, no *Access Person* may effect a transaction in that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when JPWM is selling or considering the sale of any security on behalf of a client, no *Access Person* may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security. These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Clients and prospective clients may contact JPWM to request a copy of its *Code of Ethics*.

Item 12. Brokerage Practices

As discussed above, in Item 5, JPWM generally recommends that clients utilize the brokerage and clearing services of *Schwab*.

Factors which JPWM considers in recommending *Schwab* or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. *Schwab* enables JPWM to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. The commissions and/or transaction fees charged by *Schwab* may be higher or lower than those charged by other *Financial Institutions*.

The commissions paid by JPWM's clients comply with JPWM's duty to obtain "best execution." Clients may pay commissions that are higher than another qualified *Financial Institution* might charge to effect the same transaction where JPWM determines that the commissions are reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a *Financial Institution's* services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. JPWM seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

Transactions may be cleared through other *Financial Institutions* with whom JPWM and the *Financial Institutions* have entered into agreements for prime brokerage clearing services. JPWM periodically and systematically reviews its policies and procedures regarding its recommendation of *Financial Institutions* in light of its duty to obtain best execution.

The client may direct JPWM in writing to use a particular *Financial Institution* to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that *Financial Institution*, and JPWM will not seek better execution services or prices from other *Financial Institutions* or be able to "batch" client transactions for execution through other *Financial Institutions* with orders for other accounts managed by JPWM (as described below). As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, JPWM may decline a client's request to direct brokerage if, in JPWM's sole discretion, such directed brokerage arrangements would result in additional operational difficulties.

Transactions for each client generally will be effected independently, unless JPWM decides to purchase or sell the same securities for several clients at approximately the same time. JPWM may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among JPWM's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among JPWM's

clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that JPWM determines to aggregate client orders for the purchase or sale of securities, including securities in which JPWM's *Supervised Persons* may invest, JPWM generally does so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. JPWM does not receive any additional compensation or remuneration as a result of the aggregation. In the event that JPWM determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a *de minimis* allocation in one or more accounts, JPWM may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker-dealers in return for investment research products and/or services which assist JPWM in its investment decision-making process. Such research generally will be used to service all of JPWM's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because JPWM does not have to produce or pay for the products or services.

Software and Support Provided by Financial Institutions

JPWM may receive from *Schwab*, without cost to JPWM, computer software and related systems support, which allow JPWM to better monitor client accounts maintained at *Schwab*. JPWM may receive the software and related support without cost because JPWM renders investment management services to clients that maintain assets at *Schwab*. The software and related systems support may benefit JPWM, but not its clients directly. In fulfilling its duties to its clients, JPWM endeavors at all times to put the interests of its clients first. Clients should be aware, however, that JPWM's receipt of economic benefits from a broker-dealer creates a conflict of interest since these benefits may influence JPWM's choice of broker-dealer over another broker-dealer that does not furnish similar software, systems support, or services.

Additionally, JPWM may receive the following benefits from *Schwab* through its Schwab Institutional division: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively services the Schwab Institutional participants; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and access to an electronic communication network for client order entry and account information.

Item 13. Review of Accounts

For those clients to whom JPWM provides investment management services, JPWM monitors those portfolios as part of an ongoing process while regular account reviews are conducted on at least a quarterly basis. For those clients to whom JPWM provides financial planning and/or consulting services, reviews are conducted on an “as needed” basis. Such reviews are conducted by the Principals of JPWM, John F. Carey and Mark Perlson. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with JPWM and to keep JPWM informed of any changes thereto. JPWM contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client’s financial situation and/or investment objectives.

Unless otherwise agreed upon, clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer or custodian for the client accounts. Those clients to whom JPWM provides investment advisory services will also receive a report from JPWM that may include such relevant account and/or market-related information such as an inventory of account holdings and account performance on a quarterly basis. Clients should compare the account statements they receive from their custodian with those they receive from JPWM.

Those clients to whom JPWM provides financial planning and/or consulting services will receive reports from JPWM summarizing its analysis and conclusions as requested by the client or otherwise agreed to in writing by JPWM.

Item 14. Client Referrals and Other Compensation

JPWM is required to disclose any relationship or arrangement where it receives an economic benefit from a third party (non-client) for providing advisory services. In addition, JPWM is required to disclose any direct or indirect compensation that it provides for client referrals. JPWM does not have any required disclosures to this Item.

Item 15. Custody

JPWM's *Agreement* and/or the separate agreement with any *Financial Institution* may authorize JPWM through such *Financial Institution* to debit the client's account for the amount of JPWM's fee and to directly remit that management fee to JPWM in accordance with applicable custody rules.

The *Financial Institutions* recommended by JPWM have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to JPWM. In addition, as discussed in Item 13, JPWM also sends periodic supplemental reports to clients. Clients should carefully review the statements sent directly by the *Financial Institutions* and compare them to those received from JPWM.

Item 16. Investment Discretion

JPWM may be given the authority to exercise discretion on behalf of clients. JPWM is considered to exercise investment discretion over a client's account if it can effect transactions for the client without first having to seek the client's consent. JPWM is given this authority through a power-of-attorney included in the agreement between JPWM and the client. Clients may request a limitation on this authority (such as certain securities not to be bought or sold). JPWM takes discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold;
- When transactions are made; and
- The *Financial Institutions* to be utilized.

Item 17. Voting Client Securities

JPWM may vote client securities (proxies) on behalf of its clients. When JPWM accepts such responsibility, it will only cast proxy votes in a manner consistent with the best interest of its clients. Absent special circumstances, which are fully- described in JPWM's Proxy Voting Policies and Procedures, all proxies will be voted consistent with guidelines established and described in JPWM's Proxy Voting Policies and Procedures, as they may be amended from time-to-time. Clients may contact JPWM to request information about how JPWM voted proxies for that client's securities or to get a copy of JPWM's Proxy Voting Policies and Procedures. A brief summary of JPWM's Proxy Voting Policies and Procedures is as follows:

- JPWM has formed a Proxy Voting Committee that will be responsible for monitoring corporate actions, making voting decisions in the best interest of clients, and ensuring that proxies are submitted in a timely manner.
- The Proxy Voting Committee will generally vote proxies according to JPWM's then current Proxy Voting Guidelines. The Proxy Voting Guidelines include many specific examples of voting decisions for the types of proposals that are most frequently presented, including: composition of the board of directors; approval of independent auditors; management and director compensation; anti-takeover mechanisms and related issues; changes to capital structure; corporate and social policy issues; and issues involving mutual funds.
- Although the Proxy Voting Guidelines are followed as a general policy, certain issues are considered on a case-by-case basis based on the relevant facts and circumstances. Since corporate governance issues are diverse and continually evolving, JPWM devotes an appropriate amount of time and resources to monitor these changes.
- Clients cannot direct JPWM's vote on a particular solicitation but can revoke JPWM's authority to vote proxies.

In situations where there may be a conflict of interest in the voting of proxies due to business or personal relationships that JPWM maintains with persons having an interest in the outcome of certain votes, JPWM takes appropriate steps to ensure that its proxy voting decisions are made in the best interest of its clients and are not the product of such conflict.

Item 18. Financial Information

JPWM does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance. In addition, JPWM is required to disclose any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. JPWM has no disclosures pursuant to this Item.

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