



Item 2. Material Changes

Payne Wealth Partners updates this document annually, or more frequently in the event of certain material changes. This section outlines and summarizes the specific changes made since the document's previous update made on March 26, 2012.

Payne Wealth Partner's clients may request a full copy of the latest version of this document at any time by contacting Kelly Mitchell, Chief Compliance Officer, at 812.477.6221 or klmitchell@paynewealthpartners.com.

Amendment to Cover Page & Part 2B Brochure Supplements

Payne Wealth Partners, Inc. address has been changed to 601 N. Cross Pointe Boulevard, Evansville IN 47715.

Amendment to Item 5 Fees and Compensation

The annual percentage rate for Next \$5 Million has been corrected.

| INVESTMENT ADVISORY FEES (If standalone service) | |
|---|-------------------|
| Portfolio Assets Amount | Annual Percentage |
| First \$1 Million | .75% |
| Next \$4 Million | .50% |
| Next \$5 Million | .40% |
| Over \$10 Million | .25% |

The following section has been removed from the Investment Advisory and Wealth Planning Services Agreement:

FEE RETAINER

Upon executing an Investment Advisory and Wealth Planning Services Agreement with the client, we may request a retainer of \$5,000.00 (five thousand dollars). This retainer shall be offset against fees as outlined under WEALTH PLANNING AND INVESTMENT ADVISORY SERVICE FEE, shown above. Any advance payment collected will never be more than 6 months in advance.

If the Client executes transfer documents to transfer \$1,000,000 (one million dollars) or more of Portfolio Assets to accounts managed by Advisor or if Advisor is presently managing \$1,000,000 (one million dollars) or more of Portfolio Assets for the Client, then such retainer shall not be required.