



INVESTMENT

PARTNERS

LTD

Form ADV Part 2A: Firm Brochure

Item 1 - Cover Page

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This brochure provides information about the qualifications and business practices of Investment Partners, LTD. If you have any questions about the contents of this brochure, please contact us at 330-308-9707 or at invest@invp.com. 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 Investment Partners, LTD is also available on the Internet at www.adviserinfo.sec.gov. You can view Investment Partners, LTD's information on this website by searching for Investment Partners, LTD. You may search for information by using Investment Partners, LTD's name or by using Investment Partners, LTD's CRD number. The CRD number for Investment Partners, LTD is 108913.

*Registration as an investment advisor does not imply a certain level of skill or training.

Item 2 – Material Changes

Since our last annual update was filed in February 2013, we have updated this brochure to describe our new Retirement Plan Services. Please refer to Item 4 – Advisory Business for more details. See Item 5 – Fees and Compensation for a description of the fees charged for Retirement Plan Services. We have also updated Item 8 - Investment Strategies, Methods of Analysis and Risk of Loss to describe some of the risks associated with our methods of analysis.

An additional material change to our disclosure brochure is an increase in the amount of client assets our firm manages. As of our last annual update in February 2013, we reported assets under management in the amount of \$272,772,296. As of fiscal year end of December 31, 2013, the amount of assets under our management is \$307,586,076. Please refer to Item 4 – Advisory Business for more details.

We will ensure that you receive a summary of material changes, if any, to this and subsequent disclosure brochures within 120 days after our fiscal year ends. Our fiscal year ends on December 31 so you will receive the summary of material changes, if any, no later than April 30 each year. At that time we will also offer a copy of the most current disclosure brochure. We may also provide other ongoing disclosure information about material changes as necessary.

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Item 4 – Advisory Business

Investment Partners, LTD (referred to as “Investment Partners”, “INVP”, or “Adviser” throughout this document) is an investment adviser registered with the United States Securities and Exchange Commission. Investment Partners, LTD is a limited liability company formed under the laws of the state of Ohio. Associated persons of Investment Partners are referred to as “Advisory Representatives.”

Investment Partners offers investment advisory services including asset management services, planning services, and a mutual fund asset allocation service. Investment Partners has been registered as an investment adviser since November 21, 1997.

Our Principal Owners

Investment Partners, LTD is owned by Steven Stocker, Matthew Campbell, Douglas Bambeck, Chris Hensel, Douglas Feller and Rea Financial Services, LTD. Rea Financial Services, LTD is wholly owned by Rea & Associates, Inc. The major decisions of a strategic and administrative nature for the firm are made by Steven Stocker.

Client Assets Managed by Advisor

The amount of clients assets managed by Advisor totaled \$307,586,076 as of December 31, 2013. \$305,839,833 is managed on a discretionary basis and \$1,746,243 is managed on a non-discretionary basis.

Advisory Services Offered

Asset Management Services

Investment Partners offers asset management services based on the client’s individual needs on a continuous and ongoing basis. When providing asset management services, Investment Partners gathers information on a client’s financial history, goals, objectives, and financial concerns and assists client in developing an asset allocation strategy. All information gathered from the client is confidential. Clients will establish an account and deposit cash, cash equivalents and securities and engage Investment Partners to manage the account. Based on the client’s investment objectives, risk tolerance, and financial situation, Investment Partners manages the account on a continuous basis. Investment Partners does not maintain custody of client’s funds or securities. However, Investment Partners may have authorization to withdraw its quarterly fee directly from clients’ accounts. Custodial services for managed accounts are provided through National Financial Services, LLC (NFS).

Our Asset Management Services may include asset allocation, investment policy statements and decisions regarding the purchase of individual securities; including stocks, bonds and mutual funds.

Each client’s specific needs, objectives and requirements are identified prior to implementing any investment decisions. The client’s goals and objectives are reviewed by an Investment Advisor Representative (IAR) of Investment Partners when known changes in client circumstances or market conditions dictate.

Separate records are maintained for each client and statements are sent at least quarterly. Statements include information relating to the composition of the portfolio, market value, and may include asset allocation information and performance comparisons. Trade confirmations are mailed to the client from the account custodian as transactions occur in the client’s account. Investment Partners will meet with clients when needed (as determined by Investment Partners) or at the client’s request to discuss the client’s investment portfolio and to update the client’s financial information if any changes have occurred.

Clients are advised that transactions in the account, account reallocations and rebalancing may trigger a taxable event for the client, with the exception of IRA accounts, 403(b) accounts and other qualified retirement accounts.

If the account is opened with securities previously purchased through an Investment Partners' Investment Adviser Representative (IAR) in the IAR's separate capacity as a Registered Representative, the IAR may have already received commissions on the securities purchase transaction. Clients may deposit assets on which a commission was previously paid, including mutual funds on which a sales charge was paid, to a fee-based managed account. Clients are advised that for transactions made in the managed account through an Investment Partners IAR, the IAR receives an advisory fee based on the fee schedules disclosed below.

Planning Services

Investment Partners, LTD provides various planning services, including but not limited to financial, retirement, education, and estate planning analysis services as well as budgeting and cash flow analysis, consistent with an individual client's financial and tax status, risk tolerance, and investment objectives.

Investment Partners will gather financial information and history from the client including, but not limited to, retirement and financial goals, investment objectives, investment horizon, financial needs, fringe benefit analysis, cash flow analysis, cost of living needs, education needs, savings tendencies, and other applicable financial information required by Investment Partners in order to provide the advisory services requested. Based upon the client's needs, Investment Partners will present to the client an analysis of the client's situation and recommendations for steps to be taken to assist the client to work toward financial goals.

Financial plans are based on the client's financial situation at the time and are based on financial information disclosed by the client to Investment Partners. Clients are advised that certain assumptions may be made with respect to interest and inflation rates and use of past trends and performance of the market and economy. However, past performance is in no way an indication of future performance. Investment Partners cannot offer any guarantees or promises that client's financial goals and objectives will be met. Further, client must continue to review any plan and update the plan based upon changes in the client's financial situation, goals, or objectives or changes in the economy. Should client's financial situation or investment goals or objectives change, clients must notify Investment Partners promptly of the changes. Clients are advised that the advice offered by Investment Partners may be limited and is not meant to be comprehensive. Therefore, a client may need to seek the services of other professionals such as an insurance advisor, attorney and/or accountant.

Mutual Fund Asset Allocation Service

Investment Partners offers a service to clients called the Mutual Fund Advisory Service ("MFAS") pursuant to an agreement between Investment Partners and the client. The MFAS is a program designed to use a repositioning or reallocation of assets based on an asset allocation model developed by Investment Partners through a comprehensive client interview including a discussion of the client's stated investment objectives, financial condition, time horizon and risk tolerance. This asset allocation model shall consist of a portfolio of general mutual fund asset classes. For clients who have contracted for MFAS, Investment Partners will periodically meet with them to review their account statements and provide asset allocation recommendations.

Each asset allocation model shall consist of an agreed to percentage mix of fixed income and equity mutual fund shares. For each model the fixed income allocation may include mutual funds of the following general types: (a) Money Market; (b) US Government Securities; (c) Foreign or Global Government; (d) US Corporate; (e) Foreign Corporate; (f) Municipals; (g) Diversified; (h) Strategic; or any other present or future fixed income mutual fund. For each model, the equity allocation may include the following general types: (a) Equity Income; (b) Growth and Income; (c) Growth; (d) Aggressive Growth; (e) Global; (f) International; (g) Emerging Markets; (h) Special Situations; or any other present or future equity type mutual fund. Some or all of these general mutual fund types may be used in a given client's portfolio depending on the availability within the client's respective mutual fund families.

Once the basic asset allocation model is determined, assets will be reallocated from the current allocation at any point in time as appropriate. All reallocation decisions are made so as to be consistent with the client's

original goals and strategies. Reallocation of assets may trigger taxable events except where IRA Accounts, 403(b) Accounts, or other qualified retirement plans or accounts are involved.

Clients who contract for the “MFAS” are provided with Quarterly Reports indicating the following information as of the last day of each calendar quarter: (1) all asset class positions; (2) the specific mutual funds in each asset class; and (3) the dollar amount invested in each mutual fund.

Although an advisory client will not be charged a commission for investment transactions in mutual funds, certain mutual funds charge service fees which may be received by Investment Partners or its associated persons in their separate capacity as registered representatives of Commonwealth Financial Network. The amount of a mutual fund 12b-1 fees and/or other service fees, are included among normal mutual fund expenses and are reflected in the respective fund’s prospectus.

Investment Partners has chosen Commonwealth Financial Network as appointed Broker-Dealer with respect to processing securities transactions for “MFAS” client accounts. Commonwealth Equity Services, LLP is a FINRA registered Broker/Dealer and SEC Registered Investment Advisor. Commonwealth Equity Services, LLP has adopted the “doing business as” name of Commonwealth Financial Network. Please be advised that the firm’s legal name will remain Commonwealth Equity Services, LLP. National Financial Services LLC, Commonwealth’s clearing firm, is appointed custodian for all assets in “MFAS”. In addition, some retirement assets may be custodied at Pershing LLC, a subsidiary of The Bank of New York Mellon Corporation. On occasion, the adviser may suggest that the client open a mutual fund account directly with the product sponsor.

The “MFAS” program permits clients to authorize Investment Partners to purchase and sell on a discretionary basis, no-load and load-waived mutual funds pursuant to the investment objectives chosen by the client, and to liquidate previously purchased load mutual funds. The client may also elect to direct the purchase and sale of no-load and load-waived mutual funds.

A client may terminate asset allocation services within five (5) business days after entering into the advisory agreement without penalty. After five (5) business days of entering into the advisory agreement, client may terminate asset allocation services at any time upon Investment Partners’ receipt of client’s written notice to terminate. Clients will be refunded a prorated portion of the annual fee. The initial portfolio development fee is not refundable after presentation and acceptance of the asset allocation recommendations by the client.

Retirement Plan Services

Investment Partners offers retirement plan services to retirement plan sponsors and to individual participants in retirement plans. For a corporate sponsor of a retirement plan, our retirement plan services can include, but are not limited to, the following services:

Fiduciary Consulting Services

Investment Partners provides the following Fiduciary Retirement Plan Consulting Services:

- **Investment Policy Statement Preparation.** Investment Partners will help you develop an investment policy statement. The investment policy statement establishes the investment policies and objectives for the Plan. You will have the ultimate responsibility and authority to establish such policies and objectives and to adopt and amend the investment policy statement.
- **Non-Discretionary Investment Advice.** Investment Partners will provide you with general, non-discretionary investment advice regarding assets classes and investment options, consistent with your Plan’s investment policy statement.

- Investment Selection Services. Investment Partners will provide you with recommendations of investment options consistent with ERISA section 404(c).
- Investment Due Diligence Review. Investment Partners will provide you with periodic due diligence reviews of the Plan's reports, investment options and recommendations.
- Investment Monitoring. Investment Partners will assist in monitoring investment options by preparing periodic investment reports that document investment performance, consistency of fund management and conformation to the guidelines set forth in the investment policy statement and Investment Partners will make recommendations to maintain or remove and replace investment options.
- Default Investment Alternative Advice. Investment Partners will provide you with non-discretionary investment advice to assist you with the development of qualified default investment alternative(s) ("QDIA"), as defined in DOL Reg. Section 2550.404c-5(e)(4)(i), for participants who are automatically enrolled in the Plan or who otherwise fail to make an investment election. You will retain the sole responsibility to provide all notices to participants required under ERISA section 404(c)(5)
- Individualized Participant Advice. Upon request, Investment Partners will provide one-on-one advice to Plan participants regarding their individual situations.

For Fiduciary Consulting Services, all recommendations of investment options and portfolios will be submitted to you for your ultimate approval or rejection. The retirement plan sponsor client or the plan participant who elects to implement any recommendations made by us is solely responsible for implementing all transactions.

Fiduciary Consulting Services are not management services, and Investment Partners does not serve as administrator or trustee of the plan. Investment Partners does not act as custodian for any client account or have access to client funds or securities (with the exception of, some accounts, having written authorization from the client to deduct our fees).

Investment Partners acknowledges that in performing the Fiduciary Consulting Services listed above that it is acting as a "fiduciary" as such term is defined under Section 3(21)(A)(ii) of Employee Retirement Income Security Act of 1974 ("ERISA") for purposes of providing non-discretionary investment advice only. Investment Partners will act in a manner consistent with the requirements of a fiduciary under ERISA if, based upon the facts and circumstances, such services cause Investment Partners to be a fiduciary as a matter of law. However, in providing the Fiduciary Consulting Services, Investment Partners (a) has no responsibility and will not (i) exercise any discretionary authority or discretionary control respecting management of Client's retirement plan, (ii) exercise any authority or control respecting management or disposition of assets of Client's retirement plan, or (iii) have any discretionary authority or discretionary responsibility in the administration of Client's retirement plan or the interpretation of Client's retirement plan documents, (b) is not an "investment manager" as defined in Section 3(38) of ERISA and does not have the power to manage, acquire or dispose of any plan assets, and (c) is not the "Administrator" of Client's retirement plan as defined in ERISA.

Fiduciary Management Services

Investment Partners provides clients with the following Fiduciary Retirement Plan Management Services:

- Discretionary Management Services. Investment Partners will provide you with continuous and ongoing supervision over the designated retirement plan assets. Investment Partners will actively monitor the designated retirement plan assets and provide advice regarding buying, selling, reinvesting or holding securities, cash or other investments of the Plan. We have discretionary authority to make all decisions to buy, sell or hold securities, cash or other investments for the designated retirement plan assets in the our sole discretion without first consulting with you. We also have the power and authority to carry out these decisions by giving instructions, on your behalf, to brokers and dealers and the qualified custodian(s) of the Plan for our management of the designated retirement plan assets.
- Investment Management via Model Portfolios. Investment Partners will provide discretionary management via model portfolios. Investment Partners manages Model Portfolios which are investment options available to Plan participants. If a Plan has elected to include Investment Partners's Model Portfolios as available options for the qualified retirement plan, then each Plan participant will have the option to elect or not elect the Model Portfolios managed by Investment Partners and will be allowed to impose reasonable restrictions upon the management of each account by written instructions to Investment Partners.

If you elect to utilize any of Investment Partners's Fiduciary Management Services, then Investment Partners will be acting as an Investment Manager to the Plan, as defined by ERISA section 3(38), with respect to our Fiduciary Management Services, and Investment Partners hereby acknowledges that it is a fiduciary with respect to its Fiduciary Management Services.

Non-Fiduciary Services

Although an investment adviser is considered a fiduciary under the Investment Advisers Act of 1940 and required to meet the fiduciary duties as defined by the Advisers Act, the services listed here as non-fiduciary should not be considered fiduciary services for the purposes of ERISA since Advisor is not acting as a fiduciary to the Plan as the term "fiduciary" is defined in Section 3(21)(A)(ii) of ERISA. The exact suite of services provided to a client will be listed and detailed in the Qualified Retirement Plan Agreement.

Investment Partners provides clients with the following Non-Fiduciary Retirement Plan Consulting Services:

- Participant Education. Investment Partners will provide education services to Plan participants about general investment principles and the investment alternatives available under the Plan. Investment Partners's assistance in participant investment education will be consistent with and within the scope of DOL Interpretive Bulletin 96-1. Education presentations will not take into account the individual circumstances of each participant and individual recommendations will not be provided unless otherwise agreed upon. Plan participants are responsible for implementing transactions in their own accounts.
- Participant Enrollment. Investment Partners will assist you with group enrollment meetings designed to increase retirement plan participation among employees and investment and financial understanding by the employees.
- Due Diligence Review. Investment Partners will provide you with periodic due diligence reviews of your Plan's fees and expenses and your Plan's service providers.
- Fiduciary File Set-up. Investment Partners will help you establish a "fiduciary file" for the Plan which contains trust documents, custodial/brokerage statements, investment performance reports, services agreements with investment management vendors, the investment policy statement,

investment committee minutes, asset allocation/asset liability studies, due diligence fields on funds/money managers and monitoring procedures for funds and/or money managers.

Additional Information

Securities and other types of investments all bear different types and levels of risk. Those risks are typically discussed with clients in defining the investment policies and objectives that will guide investment decisions for their qualified plan accounts. Upon request, as part of our retirement plan services, we can discuss those investments and investment strategies that we believe may tend to reduce these risks for a particular client's circumstances and plan participants.

Clients and plan participants must realize that obtaining higher rates of return on investments entails accepting higher levels of risk. Based upon discussions with the client, we will attempt to identify the balance of risks and rewards that is appropriate and comfortable for the client and other employees. It is still the clients' responsibility to ask questions if the client does not fully understand the risks associated with any investment. All plan participants are strongly encouraged to read prospectuses, when applicable, and ask questions prior to investing.

We strive to render our best judgment for clients. Still, Investment Partners cannot assure that investments will be profitable or assure that no losses will occur in their portfolios. Past performance is an important consideration with respect to any investment or investment advisor, but it is not necessarily an accurate predictor of future performance.

Investment Partners will disclose, to the extent required by ERISA Regulation Section 2550.408b-2(c), to you any change to the information that we are required to disclose under ERISA Regulation Section 2550.408b-2(c)(1)(iv) as soon as practicable, but no later than sixty (60) days from the date on which we are informed of the change (unless such disclosure is precluded due to extraordinary circumstances beyond our control, in which case the information will be disclosed as soon as practicable).

In accordance with ERISA Regulation Section 2550.408b-2(c)(vi)(A), we will disclose within thirty (30) days following receipt of a written request from the responsible plan fiduciary or Plan Administrator (unless such disclosure is precluded due to extraordinary circumstances beyond our control, in which case the information will be disclosed as soon as practicable) all information related to the Qualified Retirement Plan Agreement and any compensation or fees received in connection with the Agreement that is required for the Plan to comply with the reporting and disclosure requirements of Title 1 of ERISA and the regulations, forms and schedules issued thereunder.

If we make an unintentional error or omission in disclosing the information required under ERISA Regulation Section 2550.408b-2(c)(1)(iv) or (vi), we will disclose to you the correct information as soon as practicable, but no later than thirty (30) days from the date on which we learn of such error or omission.

General Information

Client is advised that the investment recommendations and advice offered by Investment Partners are not legal advice or accounting advice. Client should coordinate and discuss the impact of financial advice with their attorney and/or accountant. Client is advised that it is necessary to inform Investment Partners promptly with respect to any changes in the client's financial situation and investment goals and objectives. Failure to notify Investment Partners of any such changes could result in investment recommendations not meeting the needs of the client.

Participation in Wrap Fee Programs

Investment Partners offers asset management services through a wrap-fee management program. In our wrap-fee management program, clients may elect to pay expenses under a “traditional” payment option meaning that advisory services are provided for a fee but transaction services are billed separately on a per-transaction basis, or may elect the bundled “wrap-fee” payment option meaning that advisory services (including portfolio management or advice regarding selecting other investment advisors) and transaction services are provided for one fee. Our Asset Management Services are considered a wrap-fee program. Whenever a fee is charged to a client for services described in this Wrap Fee Program Brochure, we will receive all or a portion of the fee charged.

From a management perspective, there is not a fundamental difference in the way we manage accounts that have elected the traditional payment option versus those that have elected the bundled wrap-fee payment option. The only significant difference is the way in which transaction costs are paid.

Limits Advice to Certain Types of Investments

Investment Partners limits its investment advice to the following types of investments.

- Exchange-listed securities
- Securities traded over-the-counter
- Foreign issues
- Warrants
- Corporate debt securities (other than commercial paper)
- Commercial paper
- Certificates of deposit
- Municipal securities
- Variable life insurance
- Variable annuities
- Mutual fund shares
- United States government securities
- Options contracts on securities
- Interests in partnerships investing in real estate
- Interests in partnerships investing in futures

Item 5 – Fees and Compensation

This section provides details regarding Investment Partners’ fees and compensation arrangements for its various advisory services that are described at Item 4 – Advisory Business. Client is advised that lower fees for comparable advisory services may be available from other sources.

Asset Management Fee Schedule

Investment Partners’ compensation is based on fees calculated as a percentage of the market value of the client’s account on the last business day of the just completed calendar quarter and shall be paid in advance of each calendar quarter. Accounts managed for a part of the quarter (i.e. accounts established during a calendar quarter or closed during a calendar quarter) will be charged or credited a prorated portion of the advisory fees for the calendar quarter. Accounts established during a quarter will be charged an initial advisory fee based on the value of the account at the end of the month following account establishment and prorated for the remaining calendar quarter.

Generally, Investment Partners’ advisory fees will be collected directly from the client’s accounts provided the client has given Investment Partners written authorization. Clients will be provided with an account statement reflecting the deduction of the advisory fee from the client’s account. If the Account does not contain sufficient funds to pay advisory fees, Investment Partners has limited authority to sell or redeem

securities in sufficient amounts to pay advisory fees. Client may reimburse the account for advisory fees paid to Investment Partners, except for ERISA and IRA accounts. These fees are generally deducted from the client's brokerage account by the end of the following month.

Fees are negotiable. Therefore, fees may differ from client to client based on such factors as type and size of the account. Additionally, advisory fees are not based on a share of capital gains upon or capital appreciation of the funds or any portion of the funds. Advisory fees are in accordance with the following fee schedules depending on the type of managed account. All of a client's accounts under management with Investment Partners (i.e. those accounts being charged an advisory fee) are aggregated together to determine the fee breakpoint.

INDIVIDUAL SECURITIES PORTFOLIOS

EQUITY AND BALANCED ACCOUNTS:

<u>Account Value</u>	<u>Fee</u>
\$0 to \$250,000	1.75%
\$250,001 to \$500,000	1.50%
\$500,001 to \$1,000,000	1.25%
\$1,000,001 to \$2,000,000	1.00%
\$2,000,001 to \$5,000,000	0.85%
\$5,000,001 to \$15,000,000	0.75%

FIXED INCOME ACCOUNTS:

<u>Account Value</u>	<u>Fee</u>
\$0 to \$250,000	1.25%
\$250,001 to \$500,000	1.00%
\$500,001 to \$1,000,000	0.75%
\$1,000,001 to \$2,000,000	0.60%
\$2,000,001 to \$5,000,000	0.50%
\$5,000,001 to \$15,000,000	0.40%

MUTUAL FUND PORTFOLIO MANAGEMENT

<u>Account Value</u>	<u>Fee</u>
\$0 to \$250,000	1.50%
\$250,001 to \$500,000	1.25%
\$500,001 to \$1,000,000	1.00%
\$1,000,000 and above	0.85%

In addition to the advisory fees above, clients may pay fees for custodial services, account maintenance fees, transaction fees, and other fees associated with maintaining their account. For the Investment Partners Asset Management Services Program, there are two different options regarding how the client will pay costs incurred for the managed account. Clients will select the option for how account costs will be paid for their account in the Asset Management Services Agreement. Clients may elect to directly pay execution charges, including transaction ticket fees charged by the account custodian, which are in addition to and separate from the advisory management fee that the client pays to Investment Partners. If the client elects to directly pay these charges, the transaction ticket fees will be billed directly to the client by the account custodian. Alternatively, the client may elect to have execution charges, including transaction ticket fees charged by the account custodian, to be included in the total fee for asset management services the client pays to Investment Partners. If the client has elected this option, then the client will pay a “bundled” fee to Investment Partners, which will cover both the account management fee and the transaction ticket fees. If the client has elected to pay a bundled fee, then transaction ticket fees incurred for the client’s managed account will be billed directly to Investment Partners by the account custodian.

A transaction fee applies to all stock trades of 1000 shares or less and an additional \$0.01 for each share over 1000. A transaction fee also may apply to the purchase, sale or exchange of certain mutual funds. If the client has elected to directly pay for the execution charges in their managed account, these transaction fees will be debited from the client’s account on the settlement date of such transactions. Investment Partners does not share in a portion of transaction fees for stock trades. Additionally, all clients may pay their proportionate share of the fund’s management and administrative fees as well as the mutual fund adviser’s fee of any mutual fund they purchase in the managed account. Such fees are not shared with Investment Partners and are compensation to the fund-manager. Clients should read the mutual fund prospectus prior to investing.

Clients may make additions to their account or withdrawals from their account. No fee adjustments will be made for partial withdrawals from the account, additional deposits to the account, or for account appreciation or depreciation.

Clients may terminate management services obtained from Investment Partners, without penalty, upon written notice within five (5) business days after entering into the advisory agreement with Investment Partners. Clients will be responsible for any fees and charges incurred by client from third parties as a result of maintaining their account such as account maintenance or custodial fees. Thereafter, clients may terminate management services upon Investment Partners’ receipt of client’s written notice to terminate. Should the client terminate investment advisory services during a quarter, the client will be refunded a pro-rata portion of the advisory fee for the quarter from the date of termination to the end of the calendar quarter.

Planning Services Fee Schedule

Fees are billed at a rate of \$225.00 per hour and are paid as services are provided. Fees are negotiable. Unless otherwise stated, client agreements are for a period of one year. In certain instances, depending on the client's needs and the services to be performed by the adviser, the advisory fee may be based upon individual negotiations with the client. In such instances, the fee is stipulated and agreed upon in the advisory contract.

The advisory agreement may be terminated at any time at the client's discretion. A client may terminate advisory services within five (5) business days after entering into the advisory agreement without penalty. After five (5) business days of entering into the advisory agreement, client may terminate advisory services at any time upon Investment Partners' receipt of client's written notice to terminate. There are no provisions for refunds when services have been rendered, and Investment Partners, LTD does not charge a minimum fee for its financial planning services. Clients will be sent a final invoice for services rendered up to the date of termination.

Client is advised that fees for planning services are strictly for planning services. Therefore, client may pay fees and/or commissions for additional services obtained such as asset management or products purchased such as securities or insurance.

Fee for Mutual Fund Allocation Service

Fees for the "MFAS" program are assessed in accordance with the fee schedules and payment procedures detailed above in the Asset Management Fee Schedule section. The "MFAS" program may cost more or less than purchasing program services separately. Factors that bear upon the cost of "MFAS" accounts in relation to the cost of the same services purchased separately include: the type and size of the account, the historical and/or expected size or number of trades for the account, and the number and range of supplementary advisory and client related services provided to the client.

Fees for Retirement Plan Services

For retirement plan sponsor clients, Investment Partners will charge an annual fee that is calculated as a percentage of the value of plan assets. This fee is negotiable based upon the complexity of the plan.

The Plan will be charged the following annual fee based upon the amount of Plan assets:

<u>Plan Assets</u>	<u>Annual Fees</u>
\$0 - \$250,000	1.5%
\$250,001 - \$500,000	1.25%
\$500,001 – \$1,000,000	1.00%
\$1,000,001 and above	0.85%

For retirement plan sponsors fees are billed in advance (at the start of the billing period) on a quarterly calendar basis and calculated based on the fair market value of your account as of the last business day of the previous billing period. Fees are prorated (based on the number of days service is provided during the initial billing period) for your account opened at any time other than the beginning of the billing period.

Fee will be directly deducted from clients' accounts. Clients are required to provide the custodian with written authorization to deduct the fees from the account and pay the fees to Investment Partners. We will provide the custodian with a fee notification statement.

The services will terminate upon either party providing notice of termination to the other party. If services are terminated within five business days of signing the client agreement, services are terminated without penalty. Any prepaid but unearned fees are promptly refunded to the client at the effective date of termination.

Investment Partners does not reasonably expect to receive any other compensation, direct or indirect, for its Services. If we receive any other compensation for such services, we will (i) offset that compensation against our stated fees, and (ii) will disclose the amount of such compensation, the services rendered for such compensation and the payer of such compensation to you.

Additional Compensation

Advisory Representatives who are Registered Representatives may receive trail commissions (i.e. 12b-1 fees) for a period of time. Load and no-load mutual funds may pay annual distribution charges, sometimes referred to as 12b-1 fees. 12b-1 fees come from fund assets, therefore, indirectly from client assets. 12b-1 fees may be initially paid to Commonwealth and a portion passed to the Advisory Representatives. The receipt of such fees could represent an incentive for Advisory Representatives to recommend funds with 12b-1 fees over funds that have no fees or lower fees. As a result, there is a potential conflict of interest. In addition, Adviser may receive a portion of the management and administrative fees charged to clients by Third-Party Managers. In such cases, the client shall be informed that the AP is receiving such revenue in addition to any other fee(s) paid by the client. AP will not offset any fees by the amount of 12b-1 fees received; however, 12b(1) fees will be credited back to all retirement accounts. Adviser and/or APs may receive benefits such as assistance with conferences and educational meetings from product sponsors.

Also, Investment Partners, LTD may receive cash payments from certain investment companies or product sponsors in exchange for marketing support. As a result of Advisory Representatives relationship with Commonwealth, Investment Partners has access to research services and other support services to assist Investment Partners and its Advisory Representatives to provide services to clients. The benefits received through Commonwealth will be used to benefit all clients whether or not a client maintains an account through Commonwealth. In all such cases, the client shall be informed that the adviser is receiving such revenues in addition to investment advisory fees.

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

Item 6 is not applicable to Investment Partners. Investment Partners does not charge or accept performance-based fees. Performance-based fees are fees based on a share of capital gains on or capital appreciation of the assets held within a client's account.

Item 7 – Types of Clients

Investment Partners generally provides investment advice to the following types of clients.

- Individuals
- Pension and profit sharing plans
- Trusts, estates, or charitable organizations
- Corporations or business entities other than those listed above

All clients are required to execute an agreement for services in order to establish a client arrangement with Investment Partners. Investment Partners does not require a minimum investment amount or account size for participation in its advisory service programs. However, asset management services are more suitable for clients with at least \$150,000 to participate in the Equity and Balanced Account program and \$25,000 to participate in the mutual fund allocation service program.

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

Methods of Analysis

Investment Partners uses the following methods of analysis in formulating investment advice:

Charting. This is a method 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 charting techniques 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.

Fundamental. This is a method of evaluating 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 companies). 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). This method of security analysis is considered to be the opposite of technical analysis. 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.

Technical. This is a method of evaluating securities by analyzing statistics generated by market activity, such as past prices and volume. Technical analysts do not attempt to measure a security's intrinsic value, but instead use charts and other tools to identify patterns that can suggest future activity. 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 money 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.

Cyclical. This is a method of analyzing the investments sensitive to business cycles and whose performance is strongly tied to the overall economy. For example, cyclical companies tend to make products or provide services that are in lower demand during downturns in the economy and in higher demand during upswings. Examples include the automobile, steel, and housing industries. The stock price of a cyclical company will often rise just before an economic upturn begins, and fall just before a downturn begins. Investors in cyclical stocks try to make the largest gains by buying the stock at the bottom of a business cycle, just before a turnaround begins.

While most economists and investors agree that there are cycles in the economy that need to be respected, the duration of such cycles is generally unknown. An investment decision to buy at the bottom of a business cycle may actually turn out to be a trade that occurs before or after the bottom of the cycle. If done before the bottom, then downside price action can result prior to any gains. If done after the bottom, then some upside price action may be missed. Similarly, a sell decision meant to occur at the top of a cycle may result in missed opportunity or unrealized losses.

Investment Strategies

Investment Partners uses the following investment strategies when managing client assets and/or providing investment advice:

Long term purchases. Investments held at least a year.

Short term purchases. Investments sold within a year.

Trading. Investments sold within 30 days.

Option writing including covered options, uncovered options, or spreading strategies. Options are contracts giving the purchaser the right to buy or sell a security, such as stocks, at a fixed price within a specific period of time.

Risk of Loss

Past performance is not necessarily indicative of future results. Therefore, no current or prospective client should assume that future performance of any specific investment or investment strategy will be profitable. Investing in securities involves risk of loss. Further, depending on the different types of investments there may be varying degrees of risk. Clients and prospective clients should be prepared to bear investment loss including loss of original principal.

Investment Partners does not represent, warrant or imply that the services or methods of analysis used by Investment Partners can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to major market corrections or crashes. No guarantees can be offered that client's goals or objectives will be achieved. Further, no promises or assumptions can be made that the advisory services offered by Investment Partners will provide a better return than other investment strategies.

Varied fluctuations in the price of investments are a normal characteristic of securities markets due to a variety of influences. Managed account programs should be considered a long-term investment and thus long-term performance and performance consistency are the major goals.

Item 9 – Disciplinary Information

Investment Partners is required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Investment Partners or the integrity of Investment Partners' management. Investment Partners has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Investment Partners is **not** and does **not** have a related company that is a (1) municipal securities dealer, government securities dealer or broker, (2) investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund,” and offshore fund), (3) other investment adviser or financial planner, (4) futures commission merchant, commodity pool operator, or commodity trading advisor, (5) banking or thrift institution, (6) accountant or accounting firm, (7) lawyer or law firm, (8) pension consultant, (9) real estate broker or dealer, or (10) sponsor or syndicator of limited partnerships.

Other Business Activities

Associated Persons (APs) have obtained securities licenses and are Registered Representatives and Investment Advisory Representatives of Commonwealth Financial Network, an SEC investment adviser and registered Broker/Dealer, member FINRA and SIPC. As such, they spend approximately 25 % of their time offering securities products on a commission or fee basis with Commonwealth. APs may also be licensed insurance agents and offer various insurance products for which they will be paid a commission. APs spend approximately 5% of their time offering insurance products. The remainder of the time is spent acting in the capacity of an AP for Applicant.

APs may be licensed with various insurance companies as life, health and accident insurance brokers with all the appropriate state Departments of Insurance, and may receive customary commissions on insurance products sold. In such instances, there is no advisory fee associated with these insurance products.

APs may be Registered Representatives and Investment Advisory Representatives of Commonwealth. Clients are under no obligation to purchase or sell securities through AP. However, if they choose to implement the plan with Adviser, commissions may be earned in addition to any fees paid for advisory services. Commissions may be higher or lower at Commonwealth than at other Broker/Dealers. APs may have a conflict of interest in having clients purchase securities and/or insurance related products through Commonwealth in that the higher their production with Commonwealth the greater potential for obtaining a higher pay-out on commissions earned. Further, APs may be restricted to only offering those products and services that have been reviewed and approved for offering to the public through Commonwealth. Commonwealth is a FINRA-registered broker/dealer, and is also licensed as a broker/dealer with the states in which Commonwealth's or its representatives offer securities to clients. Commonwealth's Registered Representatives may act as the advisory client's representative in the execution of securities transactions on a normal and customary basis. The applicable provisions of Section 206 of the Investment Adviser's Act of 1940 are strictly complied with in the execution of each transaction.

APs, in their dual capacity, may offer clients the services of Commonwealth, an investment advisory firm registered with the US Securities and Exchange Commission. In return, AP's may share in a portion of the advisory fees. Clients shall receive the appropriate adviser's Form ADV Part 2A or equivalent brochure (in the case of SEI's AMP disclosure is made to the client via Commonwealth's Form ADV Part 2A).

Relationship with Rea Financial Services; Relationship with Unaffiliated Broker-Dealer

Investment Partners, LTD has formed a strategic and financial partnership with Rea Financial Services, LTD a wholly owned subsidiary of Rea & Associates, Inc. Through this partnership, clients of Investment Partners, LTD may choose to have their Pension, Profit Sharing and other Qualified Plan accounts administered by Rea. Fees for Pension Administration are billed separately by Rea and do not impact the costs or charges of a client's investment management by Investment Partners, LTD. Additionally, representatives of both Rea and Investment Partners, LTD may refer clients to each other on an ongoing basis. All fees are billed separately by the company providing the service. Rea Financial Services, LTD is a 40.48% owner of Investment Partners, LTD, and as such shares in the net profits of Investment Partners, LTD. Under no circumstances do the professionals employed by Rea Financial Services, LTD provide investment advisory services to clients.

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

Code of Ethics Summary

Investment Partners has a fiduciary duty to clients to act in the best interest of the client and always place the client's interests first and foremost. Investment Partners takes seriously its compliance and regulatory obligations and requires all staff to comply with such rules and regulations as well as Investment Partners' policies and procedures. Further, Investment Partners strives to handle clients' non-public information in such a way to protect information from falling into hands that have no business reason to know such information and provides clients with Investment Partners' Privacy Policy. As such, Investment Partners maintains a code of ethics for its Advisory Representatives, supervised persons and staff. The Code of Ethics contains provisions for standards of business conduct in order to comply with applicable securities laws, personal securities reporting requirements, pre-approval procedures for certain transactions, code violations reporting requirements, and safeguarding of material non-public information about client transactions. Further, Investment Partners' Code of Ethics establishes Investment Partners' expectation for business conduct. A copy of our Code of Ethics will be provided to any client or prospective client upon request.

Participation in Client Transactions and Personal Trading

Associated Persons (AP) may be Registered Representatives with Commonwealth and, as such, must execute securities transactions through Commonwealth, unless AP obtains authorization from Commonwealth to execute securities transactions through another Broker/Dealer. In such instances, the AP may receive normal and customary commissions for such transactions. The possible receipt of said commissions and the possibility of any conflict of interest are fully disclosed in advance.

APs may buy or sell securities identical to those securities recommended to clients. Therefore, APs may have an interest or position in certain securities that are also recommended and bought or sold to clients. Any such securities transactions are likely to be insignificant in relation to the market as a whole. As a practice the transactions, if any, are executed after related client transactions have been executed; however, Adviser may aggregate proprietary, affiliated or related accounts with those of clients. APs will not put their interests before a client's interest and may not trade ahead of their clients or trade in such a way to obtain a better price for themselves than for their clients. However, in all cases, full disclosure is provided to the client. Adviser is required to maintain a list of all securities holdings for its associated persons. Further, APs are prohibited from trading on non-public information or sharing such information. Clients have the right to decline any investment recommendation. Adviser and its APs are required to conduct their securities and investment advisory business in accordance with all applicable Federal and State securities regulations.

Item 12 – Brokerage Practices

APs may be Registered Representatives of Commonwealth Financial Network, a registered broker/dealer, member FINRA and SIPC. They may have limited access to certain product sponsors where selling agreements have been executed by Commonwealth.

APs who are Registered Representatives of Commonwealth are subject to FINRA Conduct Rule 3040 which may restrict such registered individuals from conducting securities transactions away from Commonwealth unless Commonwealth provides the AP with written authorization. Therefore, clients are advised that the AP may be limited to conducting securities transactions through Commonwealth and its clearing firm, National Financial Services LLC.

APs may suggest that clients use Commonwealth as the Broker/Dealer for executing securities transactions. Clients are not obligated to use Commonwealth as the Broker/Dealer, and are free to use the Broker/Dealer of their choice; however, if the client wishes to implement the plan or advice through the AP of Adviser, then the Client may only use Commonwealth to do so.

Client transactions will be charged according to Commonwealth's then-current commission schedule and clients may pay higher commission rates and other fees than otherwise available. The client may be assessed transaction fees charged by custodians and/or product sponsors, in addition to normal and customary commissions, all of which

are fully disclosed to the client. These fees and expenses are separate and distinct from any fee(s) charged by the AP of Investment Partners, LTD.

Block Trading Policy

Investment Partners may aggregate (“bunch”) transactions in the same security on behalf of more than one client in an effort to strive for best execution and to possibly reduce the price per share. However, aggregated or bunched orders will not reduce the transaction costs to participating clients. Typically, the process of aggregating client orders is done in order to achieve better execution, to negotiate more favorable commission rates or to allocate orders among clients on a more equitable basis in order to avoid differences in prices and transaction fees or other transaction costs that might be obtained when orders are placed independently. Investment Partners conducts aggregated transactions in a manner designed to ensure that no participating client is favored over another client. Participating clients will obtain the average share price per share for the security executed that day. To the extent the aggregated order is not filled in its entirety and when possible, securities purchased or sold in an aggregated transaction will be allocated pro-rata to the participating client accounts in proportion to the size of the orders placed for each account. The amount of securities may be increased or decreased to avoid holding odd-lot or a small number of shares for particular clients. It should be noted, Investment Partners does not receive any additional compensation or remuneration as a result of aggregation. Advisory clients purchase funds at net asset value.

Item 13 – Review of Accounts

Account Reviews and Reviewers

All asset management client accounts are reviewed by an Investment Advisor Representative (IAR) of the firm on a quarterly basis, or when changes in client circumstances or market conditions warrant. Securities held in managed accounts are continuously reviewed. Applicant does not have specific limitations on the number of accounts assigned to each Investment Advisor Representative. Financial plans are prepared for clients who have retained Investment Partners, LTD's services for this purpose. Upon completion of the plan, Investment Partners, LTD, will meet with every client to review the plan and answer any questions the client may have about the contents of the plan. There are no different levels of review for financial plans. After this consultation at the time the plan is delivered and reviewed with the client, there are no further reviews unless the client requests additional meetings.

Statements and Reports

All asset management client accounts receive statements at least quarterly from the account custodian. Trade confirmations are mailed from the custodian to the client as transactions occur in their account. Quarterly statements include information relating to the composition of the portfolio, market value, and may include asset allocation information, gain and loss information and performance comparisons. In addition to the statements received from the custodian, all asset management clients receive quarterly performance reports from Investment Partners, LTD. Clients should carefully compare reports received from Investment Partners, LTD against the statements received from the account custodian and should immediately report any discrepancies to Investment Partners, LTD and/or the custodian.

Financial planning clients receive no reports other than those described in 11.A. However, the client may, at his or her discretion, choose to implement the financial plan through Investment Partners, LTD in the associated person's capacity of registered representative of Commonwealth Financial Network. In that event, the client will receive monthly, quarterly and/or annual statements from investment companies, product sponsors, broker/dealers and/or custodians.

Retirement plan service clients will receive statements from the qualified custodian at least quarterly.

Item 14 – Client Referrals and Other Compensation

Investment Partners does not have any arrangements under which it compensates any individual for client referrals.

Please refer to *Item 5* for a complete description of compensation received by Investment Partners.

Item 15 – Custody

Custody has been defined as having access or control over client funds and/or securities, but does **not** include the ability to execute transactions in client accounts. Custody is not limited to physically holding client funds and securities. If an investment advisor has the ability to access or control client funds or securities, the investment advisor is deemed to have custody for purposes of the Investment Advisers Act of 1940 and must ensure proper procedures are implemented.

Investment Partner is deemed to have custody of client funds and securities in those situations where Investment Partners is given the authority to have fees deducted directly from client accounts. Clients will be required to provide written authority to allow the deduction of Investment Partners' advisory service fees directly from a client's account. With the exception of fee deductions for advisory service fees, we are not granted access to any client account which would enable us to withdraw or transfer or otherwise move funds or cash from any client account to our accounts or the account of any third party.

Investment Partners has established procedures to ensure all client funds and securities are held at a qualified custodian in a separate account for each client under that client's name. Clients or an independent representative of the client will direct, in writing, the establishment of all accounts and therefore are aware of the qualified custodian's name, address and the manner in which the funds or securities are maintained. Finally, 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. When clients have questions about their account statements, they should contact Investment Partners or the qualified custodian preparing the statement.

Item 16 – Investment Discretion

Clients may grant Investment Partners authorization to manage client's account on a discretionary basis. Discretionary authorization provides Investment Partners the ability to determine the securities to be purchased and sold and when such securities are purchased and sold. Client will grant such authority to Investment Partners by execution of the client agreement. Client may terminate discretionary authorization at any time upon receipt of written notice by Investment Partners. Additionally, client is advised that:

- 1) Client may set parameters with respect to when account should be rebalanced and set trading restrictions or limitations;
- 2) Advisory Representative must obtain written client consent to establish any mutual fund, variable annuity, or brokerage account;
- 3) Investment Partners and/or related persons of Investment Partners do not vote proxies.

With the exception of deduction of Investment Partners' advisory fees from the account, if client has authorized automatic deductions, Investment Partners will not have the ability to withdraw client's funds or securities from the account.

Item 17 – Voting Client Securities

Clients are advised that Investment Partners does not vote proxies on clients' behalf or take responsibility in any way to ensure client's securities are voted. Clients retain the responsibility for voting their own proxies.

Item 18 – Financial Information

This Item 18 is not applicable to Investment Partners' brochure. Investment Partners does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. Therefore, Investment Partners is not required to include a balance sheet for its most recent fiscal year. Investment Partners is not subject to a

financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. Finally, Investment Partners has not been the subject of a bankruptcy petition at any time.

Item 19 – Business Continuity

Investment Partners has instituted a Business Continuity Plan (also called a Disaster Recovery Plan). The plan is reviewed annually to ensure that clients can continue to conduct business should a natural or national disaster occur. Should clients wish to review said plan, they may request a copy in writing. In the case of such disaster, clients may contact Commonwealth directly at 800.237.0081.

Item 20 – Privacy Notice

Investment Partners gathers various non-public information from clients in order to provide advisory products and services. Investment Partners does not share nonpublic information with nonaffiliated third parties except as permitted by law. Clients will be provided with a copy of Investment Partners' privacy policy upon establishment of a client relationship with Investment Partners and annually thereafter as long as client remains an active client.