

Wealthcare Advisory Partners LLC

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This Brochure provides information about the qualifications and business practices of Wealthcare Advisory Partners LLC ("WCAP", "Firm", "We"). If the reader has any questions about the contents of this Brochure, please contact the Compliance Officer via telephone at (804) 521-3425 and/or email at Theresa.Muller@oysterllc.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.

WCAP is applying to become a federally registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an adviser provides information about which a prospective client might determine to hire or retain an adviser. Additional information about WCAP also is available on the SEC's website at www.adviserinfo.sec.gov.

Date: September 8, 2014

Item 2- Material Changes

Effective September 2, 2014, Wealthcare Advisors LLC changed its legal business name to Wealthcare Advisory Partners LLC ("WCAP", "Firm", "We"). At this time, the Firm has not contracted with any Clients. WCAP may, at any time, update this Disclosure Brochure. A copy of the Disclosure Brochure or an offer to send a copy (either by electronic means (email) or in hard copy form) may be sent if a material change occurs in the future.

At any time, a person may view the current Disclosure Brochure on-line at the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov . Click Investment Advisor Search in the left navigation menu. Select the option for Investment Advisor Firm and enter 171976 (our firm's CRD number) in the field labeled "Firm IARD/CRD Number". This will provide access to Form ADV Part 1 and Part 2A.

A person may also request a copy of this Disclosure Brochure at any time, by contacting the Compliance Officer at (804) 521-3425 or by emailing us at theresa.muller@oysterllc.com.

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Item 4 – Advisory Business

COMPANY HISTORY

Wealthcare Advisors LLC ("WCAP") is a Delaware limited liability company formed in June 2014. WCAP's mission is to provide financial advice through a completely new financial advising discipline focused on helping clients live the one life they have the best way they can. This revolutionary goals-based financial advisory platform is called *The Wealthcare System*. *The Wealthcare System* is based upon several groundbreaking U.S. and International patents of Wealthcare Capital Management LLC ("WCM"), a federally registered investment adviser and technology provider. Wealthcare was the first company to provide U.S. and Canadian professional financial advisers and financial institutions with a web-based wealth management software product and also the first to do so with an integrated simulated market return analysis.

WCM is a related advisor and advisory affiliate of WCAP due to our common control by the same owner, Wealthcare Holdings LLC, which owns more than 25% of the interests in both advisory firms. The companies also share the same principal office and place of business. As such, WCAP will be applying to the U.S. Securities and Exchange Commission ("SEC") to become a federally registered investment adviser under rule 203A-2(b) of the Investment Advisers Act of 1940. It is the intent of WCAP to rely on the investment advice and services of WCM under an investment service agreement between the firms. Under this service agreement, WCM will be appointed as a sub-advisor and will perform due diligence and investment advisory services for WCAP and its clients. When delivering the required disclosure brochures to clients, WCAP will deliver a copy of the Form ADV Part 2A & 2B for WCM and WCAP at the same time.

WCAP will combine the patented Goals Based Wealth Management approach of *The Wealthcare System* with a flexible investment approach giving clients the freedom to invest in a wide variety of investment strategies and asset classes that meet the investment criteria of the Firm. Based upon a client's life goals, investment preferences, and financial resources, an appropriate investment portfolio will be established with the client that the investment criteria within the context of the clients Wealthcare Plan. It is anticipated that some clients when first contracting with WCAP will not be familiar with *The Wealthcare System*. WCAP will endeavor to establish a Wealthcare Plan for all of its clients.

PRINCIPALS OF THE FIRM

The firm is owned 100% by Wealthcare Holdings LLC, a privately held Delaware limited liability company and investment vehicle formed by NewSpring Holdings LLC.

FINANCIAL PLANNING

A key component of WCAP's advisory services will revolve around the comprehensive, personalized goals-based financial planning services of *The Wealthcare System*. Investment Adviser Representatives of WCAP are dedicated to understanding their clients' life goals and to implementing a plan of action to help clients reach those goals. WCAP delivers this vital planning service through *The Wealthcare System*—a patented, goals-based, financial planning program that is offered by WCM.

The Wealthcare System is based on helping clients progress toward accomplishing the goals they value with confidence while avoiding unnecessary risk to or needless sacrifice of their lifestyle. Central to the Wealthcare system are patented methods of and constantly measuring and proactively managing—in a meaningful way—the client's progress toward accomplishing their goals... This is done by focusing client on the things they control – savings & spending plans, legacy objectives, the degree of risk they take, the design and the cost effectiveness of their investment strategy, and tax efficiency – within the context of understanding the inherent uncertainty of financial markets, which neither we nor our clients can control. By focusing the client on the things they can control and balancing a client's range of goal choices and priorities within the context of uncertain markets, we enable clients to maintain a sufficient level of confidence that they

can reach their goals. A client's total financial plan or "*Wealthcare Plan*" is highly likely to change as client's life events, aspirations, and priorities among goals change and also due to uncertain financial markets.

WCAP views the following to be some of the most critical and valuable aspects of the firm's value proposition to its clients:

- ongoing monitoring and reaffirmation (initially and on a consistent basis in future) of the client's goal set
- ongoing reaffirmation of the ranges in value of each of the client's individual goals, from the acceptable to ideal levels
- ongoing reaffirmation of the prioritization of goals amongst each other

The ongoing cycle of monitoring and managing of a client's goals-based total financial plan, combined with the reaffirmation and identification of new goals and priorities, is where, by maintain the client's confidence in achieving their life-financial goals without needless sacrifice, WCAP can add the most value through continuous advice over a client's lifetime.

INVESTMENT ADVISORY SERVICES

WCAP will offer a flexible investment platform which will give clients the freedom to invest in a wide variety of investment strategies and asset classes through an array of investment programs under the supervision of WCM as disclosed above. As part of the WCAP investment platform, WCM will make available a wide selection of high quality, cost effective model portfolios and investment solutions that meet the investment standards of the Firm and are designed for integrated use within the Wealthcare System for financial planning and Goals-Based Wealth Management. Based upon a client's personal investment preferences, objectives and recommended financial plan, an investment portfolio will be established for each client, maintained and managed on an ongoing basis, and periodically reviewed for alignment with the client's overall and evolving *Wealthcare Plan*.

SELECTION OF THIRD-PARTY ADVISERS

Of the model portfolios offered by WCAP, some may be sub-advised by third-party investment advisors ("TPA" or "TPAs"). Under the guidance of WCM, TPAs recommended by WCAP will be subject to investment and organizational criteria. When considering a TPA and the investment strategy offered, WCM will review an adviser's ownership, regulatory profile, assets, people, investment process, returns, risk characteristics and behavior, historical ability to produce skill-based alpha, and cost-effectiveness.

All TPAs are considered sub-advisors to WCAP clients. All TPAs to which WCAP refers clients will be licensed as investment advisers by their state regulator or the U.S. Securities and Exchange Commission. The model portfolios offered may have account minimum requirements that will vary from adviser to adviser and from model to model. WCAP clients will be provided with a complete description of each TPA's model portfolio that WCAP recommends for the client's account. This may be in the form of a fact sheet or program brochure from the TPA which will disclose the investment strategy, services offered, fee schedules and account minimums. The client will also be provided with a copy of the Form ADV Part 2 or equivalent disclosure brochure for each recommended TPA.

WRAP FEE AND OTHER SIMILAR PROGRAMS

WCAP does not sponsor or provide portfolio management services for a wrap fee program at this time. In the future, should the Firm decide such services, the appropriate wrap fee brochure would be presented to the client by the Program Sponsor or by WCAP prior to investing.

WCAP may recommend the investment strategies of various TPAs to its clients. The TPA selected may offer a model portfolio that is available as part of a wrap fee program. The wrap fee agreement is inclusive of the model manager's fee and the custodial fees. If a wrap fee program is selected for a client's account, the Wrap Fee Brochure for the TPA's

program will be presented to the client. The Wrap Fee Brochure will describe the investment strategy as well as the fees and services performed by the Program Manager.

ASSETS UNDER MANAGEMENT

As of September 8, 2014, WCAP discretionary and non-discretionary assets are zero.

Item 5 – Fees and Compensation

It is WCAP's goal to provide comprehensive financial planning and analysis to its clients which will then yield an appropriate portfolio investment recommendation. The Firm would then provide ongoing investment management, portfolio monitoring and financial plan management services for client accounts. WCAP's investment advisory fee structure is based upon an annual percentage of assets under management, that will not exceed 3.00% per annum.

All Advisory Fees are exclusive of brokerage commissions, transactions fees and other related costs and expenses which shall typically be incurred by the client. Mutual funds, exchanged traded funds and annuities all charge internal management fees and other expenses, which are disclosed in a fund's or annuity's prospectus or equivalent disclosure document and are directly deducted from the value of such investment vehicles. WCAP does not retain 12(b)1 fees or other sales charges and commissions on the accounts of advisory clients.

The specific manner in which fees are charged and how much is charged by WCAP is established in a client's written agreement with WCAP. Investment Advisory Fees are typically billed quarterly in advance and are usually debited by the custodian from a client's custodial account and remitted by the custodian to WCAP.

Investment Advisory Fees are prorated for any significant capital contribution made into a managed account following the initial establishment of a managed account during the applicable calendar quarter. Upon termination of any account, any prepaid, unearned fees will be refunded, and any earned, unpaid fees will be due and payable.

All advisory fees are subject to negotiation. WCAP may offer discounted rates to its employees and their families as well as to institutional and very high net worth clients with substantial account balances.

For financial planning services (without on-going investment advisory services) offered by its Advisors, WCAP may assess a planning fee that is based on either a flat fee for service or an hourly rate. The fee will vary based upon the complexity of the client's finances and circumstances. Hourly rates can range from \$150 to \$400 per hour based upon the experience and skill set of the Planner. All fees are negotiable.

The client will provide written authorization permitting the fees to be paid directly from client accounts held by the qualified custodian. Further, the qualified custodian agrees to deliver an account statement at least quarterly directly to the client indicating all the amounts deducted from the account including all advisory fees and custodial fees. Clients are encouraged to review their account statements for accuracy. WCAP will receive a duplicate copy of the custodian's statement that is delivered to clients.

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

WCAP will not charge performance-based fees where an advisor's fee would be based on a share of capital gains or capital appreciation of the client assets. As such, there are no conflicts of interest to disclose at this time.

Item 7 – Types of Clients

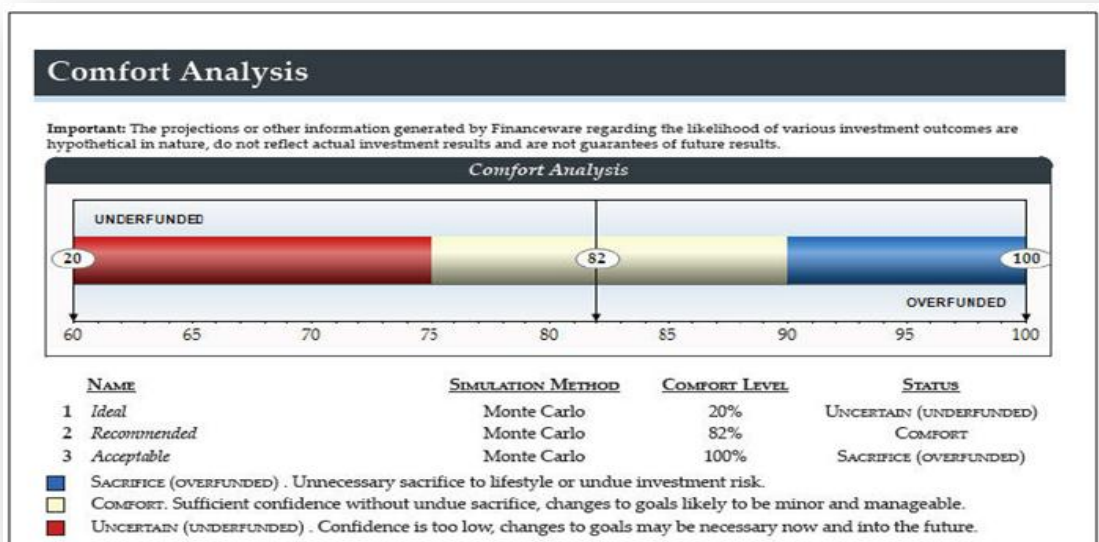
As described in Item 4, WCAP offers financial planning and investment advisory services for individuals, high net worth individuals, trusts, endowments, small businesses and defined contribution benefit plans. Our typical clients are those who are experienced and comfortable with saving and investing for their retirement and their family's future, board members and/or trustees acting on behalf of the trust for an organization they represent, and employers/business owners looking for an advisory group to assist them in making prudent investment decisions.

Although WCAP has no minimum account size requirement, some of the TPAs' model portfolios may have a minimum account balance requirement.

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

FINANCIAL PLANNING

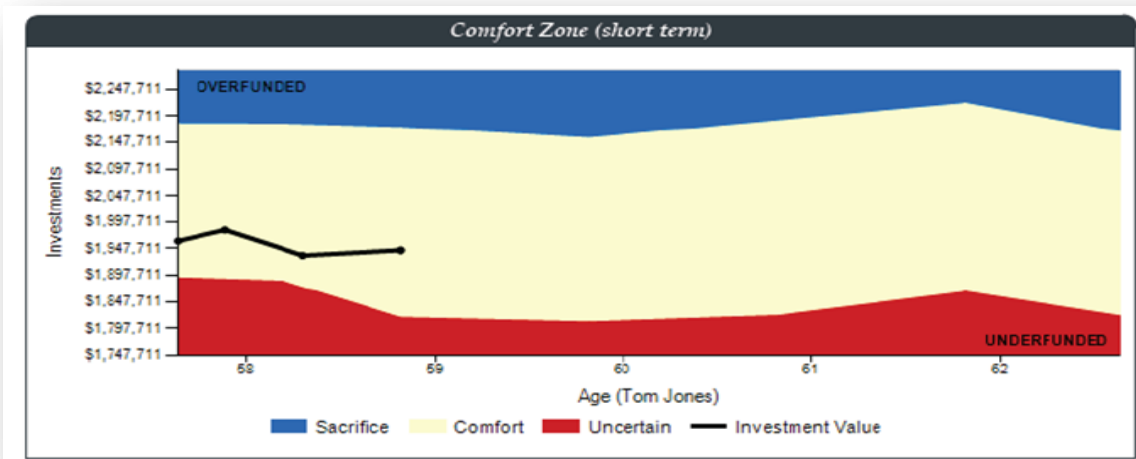
A key component of WCAP's advisory services will revolve around the comprehensive, personalized goals-based financial planning services of the *Wealthcare System* as outlined in the investment advisory services agreement between WCAP and WCM. This includes the use of simulation analysis of uncertain capital markets to help clients evaluate the funded status of a client's *Wealthcare Plan* in measurable confidence terms. A client's Comfort Status, or confidence level is reflected by the percentage of simulations with successful outcomes, that is outcomes that meet or exceed the client's selected set of goals. An example summary presentation of a *Wealthcare Plan* Comfort Analysis is here (Figure 1).



*Figure 1 and all supporting explanations of The Wealthcare System are reproduced with permission from Wealthcare Capital Management®. Copyright 1999-2014 – All rights reserved.

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The *Wealthcare Plan* analysis is not a projection of future portfolio values because future returns are uncertain. But as reflected in the Comfort Zone graphic below, it is an analysis of the amount of financial assets a client needs to hold, at any point in time, to be statistically confident of reaching a given set of financial and personal goals. (See Figure 2)



**Figure 2 and all supporting explanations of The Wealthcare System are reproduced with permission from Wealthcare Capital Management®. Copyright 1999-2014 – All rights reserved.*

The upper range represents Sacrifice - where 90% or more of simulated results for the client's current target portfolio, combined with the client's savings plan, exceed the client's spending and legacy goals. The Sacrifice Zone - indicates a more than 90% likelihood that all goals will be met or exceeded. We believe, at this confidence level, a Wealthcare Plan is overfunded and offers the client the opportunity to spend more now to make the most of life today, plan to spend more in the future to improve the quality of life in retirement, add goals, increase legacy goals and/or reduce risk to avoid taking risk that is not necessary to achieve their goal.

The lower range represents Uncertainty - where less than 75% of the simulated market results for the client's current target portfolio, combined with the client's savings plan, meet or exceed the client's spending goals, and legacy goals. The Uncertainty Zone indicates the likelihood of all goals not being met. We believe, at this confidence level, a Wealthcare Plan is underfunded and requires an adjustment in the plan to key factors the client can control – risk allocation, savings plan, spending plan and/or legacy goals – to bring the client back into the Comfort Zone.

The unpredictability of future investment returns for a client's target allocation determines the level of portfolio values a client needs at a given age, and given their lifetime financial plan, that define range between over- and under-funded statuses. This range is what we call the Comfort Zone®. WCAP's ongoing advice is used to help direct changes in portfolio risk and a specific client goal package to stay within the Comfort Zone® throughout their lifetime. **However, we cannot and do not guarantee to any client that all possible goals at all aspirational spending levels can be achieved.** In fact, as Figure 3 shows below, we indicate to clients the odds, based only on market uncertainty, of falling out of the Comfort Zone® for their current Wealthcare Plan within 1, 3 and 5 years. These odds illustrate the need for ongoing monitoring of the overall financial plan and for making appropriate adjustments to help clients stay on track and make the most of their one and only life.

Chance of Falling Outside of the Comfort Zone			
	1 YEAR	3 YEARS	5 YEARS
Sacrifice (Overfunded above)			
Amount	\$2,155,729	\$2,221,841	\$2,115,638
Chance	4.4%	16.2%	32.9%
Uncertain (Underfunded below)			
Amount	\$1,809,554	\$1,866,634	\$1,795,729
Chance	10.1%	20.3%	22.6%
Outside			
Chance	14.5%	36.5%	55.5%

**Figure 3 and all supporting explanations of The Wealthcare System are reproduced with permission from Wealthcare Capital Management®. Copyright 1999-2014 – All rights reserved.*

The Wealthcare System planning software provides the following three methods of analysis when formulating and monitoring a client's funded status:

Monte Carlo Simulation – This simulation method tests an investor's financial strategies against random scenarios of investment returns an investor might encounter during their lifetime based on *The Wealthcare System's* capital market assumption for each target portfolio. This is the most commonly used method of analysis for most clients.

Historical Audit – This simulation method tests an investor's financial strategies against sequential historical returns using rolling historical monthly return periods since 1926, the number of which may vary based on the number of years in a plan.

WEALTHSIMULATOR® - This simulation method tests an investor's financial strategies against actual historical monthly returns since 1926 that have been placed in random order (U.S. patent 7,562,040).

INVESTMENT SELECTION AND SELECTION OF THIRD PARTY ADVISORS

As described previously in this Brochure, WCAP will rely on the investment advisory services of WCM in regards to the due diligence and selection of the TPAs as well as the review and approval of any discretionary investment strategy created for a client. When considering a TPA and the investment strategies offered, WCM will review an adviser's ownership, regulatory profile, assets, people, investment process, returns, risk characteristics and behavior, historical ability to produce skill-based alpha, and cost-effectiveness. .

All TPAs are considered sub-advisors or co-advisors to WCAP clients. All TPAs to which WCAP refers clients will be licensed as investment advisers by their state regulator or the U.S. Securities and Exchange Commission. The model portfolios offered may have account minimum requirements that will vary from adviser to adviser and from model to model. WCAP clients will be provided with a complete description of each TPAs model portfolio that WCAP recommends for the client's account.

The process of formulating investment advice for individuals, high net worth individuals, trusts, endowments and small businesses will typically follow these steps. Utilizing WCM services and the Wealthcare System, WCAP will:

1. perform an in depth review of a client's financial circumstances. This may include a review of existing client accounts, pension accounts, rental income, revenue stream, etc.;
2. assist the client in determining the range from Ideal to Acceptable for their goals, as those words are defined in a Wealthcare Plan, and ongoing review of client goals. Client goals may include goals for retirement spending, retirement age, college savings plans, etc.;
3. assist the client in determining how their risk allocation impacts the goals;
4. make a recommendation for appropriate savings and spending plans,, legacy goals, risk allocation, asset class selection, active/passive mix and tax management approach to create an action plan that includes a specific in strategy matched to the client's Wealthcare Plan.
5. implement an action plan for adopting the recommended investment strategy;
6. enhance the tax-efficiency of the investment strategy across the clients taxable, tax-deferred, and tax-exempt accounts, if applicable, through the use of more tax-effective investment strategies in taxable accounts, the management of gains and losses within the context of the overarching investment strategy, and through a more tax-efficient implementation of the client asset allocation across client accounts based on the tax-type of each account, a process we identify as *Active Tax Location Management* that is designed to reduce the tax impact on household portfolio performance and improve the client's active tax household wealth over time. When *Active Tax Location Services*, are selected by the client, the more tax-efficient assets are emphasized in taxable accounts and the more tax-inefficient assets are emphasized in tax-deferred accounts, and the higher growth assets are emphasized in tax-exempt accounts.

7. perform ongoing monitoring of the plan, the investment strategy, and portfolio, adjusting the plan and investment strategy with consultation with the client when appropriate, and rebalancing the portfolio to keep client's accounts on target utilizing *The Wealthcare System*.

The key premise of *The Wealthcare System* is defining the individual goals and needs of each client. Client investment account(s) can be customized as our clients require. Clients may impose investment restrictions on their accounts by providing WCAP with written or otherwise documented instructions. Although WCAP has trading discretion over clients' accounts, every client has the right to direct their own account(s).

WCAP will typically employ a disciplined investment strategy for its Clients that are longer-term in nature and consistent with a Client's investment preferences and *Wealthcare Plan*. WCAP will typically hold all or a portion of a security or strategy for more than a year, but may hold for shorter periods for the purpose of rebalancing a portfolio, tax considerations, meeting the cash needs of Clients, or due to changes in the relative value or risk characteristics of the position.

RISK OF LOSS

Based upon WCAP's analysis of the client's financial situation and financial plan, WCAP will recommend an appropriate investment strategy for the client's accounts, however all investment strategies have a risk of loss. Investing in securities involves certain investment risks. Securities may fluctuate in value or lose value. Clients should be prepared to bear the potential risk of loss. While risk can be, and by common industry practice often is, measured by the degree of unpredictability of a given portfolio's return in any given period, it also includes the possibility of losing some or all of an original investment. Even the most conservative investment strategy is subject to risk. WEALTHCARE cannot guarantee a client will—in all circumstances of changing personal financial goals and market conditions—be able to remain in a client's "Comfort Zone®", as that term is illustrated and described in this disclosure document.

All investment programs carry the risk of loss and there is no guarantee that any recommended investment strategy will meet its objectives.

All investment strategies inherently expose our clients to various types and varying degrees of risk. Below, we discuss those risks in greater detail.

- **Political Risks.** Most investments have a global component, even domestic stocks. Political events anywhere in the world may have unforeseen consequences to markets around the world.
- **General Market Risks.** Markets can, as a whole, go up or down on various news releases or for no understandable reason at all. This sometimes means that the price of specific securities could go up or down without real reason, and may take some time to recover any lost value. Adding additional securities does not help to minimize this risk since all securities may be affected by market fluctuations.
- **Currency Risk.** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Derivatives Risk.** Investments in futures and options are considered "derivative" investments. A small investment in derivatives could have a potentially large impact on performance. The use of derivatives involves risks different from or possibly greater than the risks associated with investing directly in the underlying assets. Derivatives can be highly volatile, illiquid and difficult to value. There is the risk that the hedging technique will fail if changes in the value of a derivative held do not correlate with the portfolio securities being hedged.

- **Regulatory Risk.** Changes in laws and regulations from any government can change the value of a given company and its accompanying securities. Certain industries are more susceptible to government regulation. Changes in zoning, tax structure or laws impact the return on these investments.
- **Risks Related to Investment Term.** If a client requires a liquidation of their portfolio during a period in which the price of the security is low, the client may not realize as much value as they might have had the investment had the opportunity to regain its value, as investments frequently do, or had it been able to be reinvested in another security.
- **Purchasing Power Risk.** Purchasing power risk is the risk that an investment's value will decline as the price of goods rises (inflation). The investment's value itself does not decline, but its relative value does. Inflation can happen for a variety of complex reasons, including a growing economy and a rising money supply.
- **Business Risk.** Many investments, including many Index Funds and Target-Date Funds, contain interests in operating businesses. Business risks are risks associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Liquidity Risk.** Liquidity is the ability to readily convert an investment into cash. For example, Treasury Bills are highly liquid, while real estate properties are not. Some securities are highly liquid while others are highly illiquid. Illiquid investments carry more risk because it can be difficult to sell them.
- **Financial Risk.** Many investments, including many Index Funds and Target-Date Funds, contain interests in operating businesses. Excessive borrowing to finance a business' operations decreases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.
- **Default Risk.** This risk pertains to the ability of a company to service their debt. Ratings provided by several rating services help to identify those companies with more risk. Obligations of the U.S. government are said to be free of default risk. While the principal and accumulated interest of the Prudential Guaranteed Income Fund, expected to be offered by the Plan, are guaranteed by the Prudential Retirement Insurance and Annuity Company, it is nevertheless subject to default risk.

Item 9 – Disciplinary Information

WCAP does not have any legal, financial or other "disciplinary" item to report. WCAP is obligated to disclose any disciplinary event that would be material to a client or prospective client when evaluating to initiate a Client/Adviser relationship, or to continue a Client /Adviser relationship with WCAP. This statement applies to WCAP and all employees and independent contractors registered with WCAP.

Item 10 - Other Financial Industry Activities and Affiliations

It is anticipated that several of the registered investment adviser representatives of WCAP will be registered with or hold a license with other third-party firms.

WEALTHCARE CAPITAL MANAGEMENT LLC ("WCM")

WCM is a Related Adviser of WCAP, as that term is defined by the Advisors Act, due to the fact that both entities are under common control by Wealthcare Holdings LLC. It should be noted that Wealthcare Holdings LLC is a passive investor in both entities and has no involvement in the day to day business dealings of WCAP. However, WCAP's selection of an

advisory affiliate for the provision of investment advisory services poses a conflict of interest for WCAP. WCAP will outsource its financial planning, investment advisory and portfolio management services to WCM. Although it is believed that this will be a cost effective and operationally efficient option for WCAP and its clients, there is a possibility that there exists a better arrangement with another outside adviser.

BROKER/DEALER AFFILIATION

Although not considered a "related person", you should be aware that persons providing investment advice on behalf of WCAP may be registered representatives with LPL Financial, a securities broker dealer, and a member of the Financial Industry Regulatory Authority ("FINRA") and the Securities Investor Protection Corporation ("SIPC"). Compensation earned by these persons in their capacities as registered representatives of LPL is separate from the compensation earned for providing advisory services as an investment advisory representative of WCAP. This practice presents the potential for a conflict of interest because persons providing investment advice on behalf of WCAP and brokerage services on behalf of LPL may have an incentive to recommend a fee structure that is beneficial to the representative rather than to the client.

It should be noted that it is Firm policy, that no representative of WCAP may charge investment advisory fees as well as collect any trading commission on the same household assets of a client. It is permissible for a representative to provide financial planning services to a client, and charge a financial planning advisory fee, who will then hold some or all of his/her accounts as brokerage accounts. A client's accounts are either tracked as an account of WCAP under an investment advisory agreement or an account of LPL under a brokerage agreement. Clients are under no obligation, contractually or otherwise, to purchase securities products through any person affiliated with the Firm.

INSURANCE AGENCY

Clients should be aware that persons providing investment advice on behalf of WCAP may be licensed as independent insurance agents. These persons will earn commission-based compensation for selling insurance products, including insurance products that they may sell to WCAP clients. Insurance commissions earned by these persons are separate from investment advisory fees. This practice presents the potential for a conflict of interest because persons providing investment advice on behalf of WCAP who are insurance agents may have an incentive to recommend insurance products to clients for the purpose of generating commissions rather than solely based on a client's needs. Clients are under no obligation, contractually or otherwise, to purchase insurance products through any person affiliated with the Firm.

OTHER PROVIDERS

WCAP also maintains professional business relationships with various legal, accounting, recordkeeping, third-party administrators (TPAs) and other investment advisory and consulting firms, both locally and around the country. These informal relationships are created to share industry information and insight. WCAP does not receive any compensation or shared revenue with any of these entities; therefore these relationships hold no conflict of interest for our clients.

THIRD-PARTY INVESTMENT ADVISERS

WCAP may offer clients a specific third party investment management program made available directly to WCAP for our clients. These third party managers are referred to as "separate account managers". WCAP receives no direct or indirect compensation from the third party managers or sub-advisors for these arrangements.

SOLICITATION ARRANGEMENTS

WCAP does not currently participate in any solicitation arrangements.

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

The employees of WCAP have committed to a Code of Ethics that establishes a high standard of integrity and professional ethics in conducting business with the firm, its clients and its business vendors and partners. All WCAP associates are required to review and sign a formal Code of Ethics adopted to comply with Rule 204(A)-1.

WCAP's Code of Ethics provides for 1) a high ethical standard of conduct; 2) compliance with all federal securities laws; and (3) policies and procedures for the reporting of certain personal securities transactions on a quarterly basis as well as upon hire and annually for all WCAP's professionals and employees. The Chief Compliance Officer of WCAP reviews on a test basis employee trades periodically. The Chief Compliance Officer's trades are reviewed by the Chief Executive Officer of WCAP or his designee. These reviews help ensure that the personal trading of employees complies with WCAP's Code of Ethics.

WCAP does not recommend to clients securities in which WCAP or its related persons have a material financial interest. It should be noted that some employees or representatives of WCAP are considered clients of the Firm or of Wealthcare Capital Management and will have the ability to participate in many of the same model portfolios that are available to clients. We do not feel this presents a conflict of interest because the minimal exposure that WCAP's overall ownership of these securities (through client and employee accounts) would not have a significant impact on their pricing given the large capitalization and market liquidity of the securities recommended.

A copy of WCAP's Code of Ethics is available to WCAP's advisory clients upon written request to Compliance Staff at WCAP's principal office address or by email request to the Chief Compliance Officer at compliance@WCMadvisors.com.

Item 12 - Brokerage Practices

At this time, for WCAP's advisory clients, the preferred custodian will be LPL Financial, LLC ("LPL") due to their quality execution services, competitive prices and reputation in the industry. The primary factors that determine WCAP's recommending a broker-dealer custodian to a client are, in no specific order; 1) Commission Cost; 2) Automation and Technology; 3) Services for independent RIAs; 4) Properly registered with SRO; 5) Execution capabilities, and; 6) Client preferences. WCAP is not affiliated with any preferred custodians.

WCAP will recommend broker-dealers and custodians to clients of the firm in need of these services. WCAP will normally only recommend those custodians where WCAP has a business relationship that enables WCAP efficient and cost-effective access to brokerage services to facilitate WCAP's discretionary portfolio management services. No client is obligated to use any recommended custodian. In circumstances where a client wants to remain with their current custodian who is not a preferred custodian of WCAP, we will provide advisory services to such a client. No advisory fee surcharge for any operational inconvenience to WCAP is made. Client accounts that don't accept e-delivery of statements and confirmations may be subject to higher fees for trades. Some custodians charge additional fees for trades of 3,000 shares or more.

RESEARCH AND OTHER SOFT DOLLAR BENEFITS

WCAP's advisory business does not have any formal or informal arrangements or commitments to obtain any research or research related products or services on a soft-dollar basis. However, due to the institutional relationships we have with our preferred custodians, we do receive services that assist WCAP in managing and administering clients' accounts. These services may include software and other technology that (i) provide access to client data; (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of fees from its client accounts; and (v) assist Portfolio Operations with back-office functions, recordkeeping and client reporting. Additionally, preferred custodians may provide third party research, publications,

access to educational conferences, roundtables and webinars or practice management resources. WCAP does not typically utilize these services other than practice management or compliance related publications or seminars.

For the brokerage clients of WCAP, LPL provides WCAP with certain research and technology. LPL provides such services without cost to the Firm. WCAP receives the software and support because it renders investment services to clients that maintain assets at LPL. LPL provides certain research services to the Advisor without monetary cost. This practice known as "soft dollars" creates an economic benefit that creates a conflict of interest since these benefits can influence WCAP choice of LPL's broker-dealer over another broker-dealer that does not furnish similar software, systems support, or services. These benefits may or may not benefit our advisory clients, although, they typically do.

Additionally, WCAP receives the following benefits from LPL: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively services its RIA 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.

BROKERAGE FOR CLIENT REFERRALS

Generally speaking, WCAP does not receive client referrals from its custodians. However, should we receive such a referral, WCAP would not necessarily recommend that a client leave or remain with a certain custodian. If the client decided to leave and move their brokerage accounts to another broker, WCAP may be eligible to receive a client referral fee. Therefore, WCAP may have an incentive to recommend a broker dealer based on the receipt of client referrals, rather than the client receiving most favorable executions.

CLIENT DIRECTED BROKERAGE

If a client directs WCAP to trade the account's transactions at a particular broker with whom WCAP does not have a business relationship, this may result in greater transaction expenses for the account than for other accounts WCAP manages. The directed accounts may charge higher commissions and/or receive less favorable trade execution than the non-directed accounts. The non-directed accounts may benefit from any negotiated commissions and some operational client account support services WCAP has arranged for its clients through its preferred custodial relationships. Preferred custodians may discount or waive fees for clients of WCAP that it might otherwise charge to retail clients for the same services. In addition, under these circumstances a disparity in commission charges may exist between the commissions charged to clients who direct the Advisor to use a particular broker/dealer or custodian and other clients who do not direct the Advisor to use a particular broker/dealer or custodian.

All advisory clients of WCAP should understand that any broker-dealer/custodian recommendations made by WCAP are a conflict of interest as WCAP anticipates continual operational relationships with the broker-dealers/custodians that we recommend. WCAP does limited due diligence reviews of these firms, all of which are well established nationally recognized broker dealer custodians; WCAP only recommends them as a convenience to our clients.

If the WCAP brokerage client directs that trades be executed through another Broker-Dealer, the client is responsible for negotiating the terms and conditions (including, but not limited to, commission rates) relating to all services to be provided by that Broker-Dealer. In this situation, WCAP will assume no responsibility for obtaining "best execution" for the trades.

TRADE AGGREGATION

Transactions for each client account generally will be executed independently unless the Firm decides to purchase or sell the same securities for several clients at approximately the same time. WCAP may, but is not obligated to, combine or "batch" such orders in an effort to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among its 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 be averaged as to price and

transaction costs and will be allocated among WCAP clients in proportion to the purchase and sale orders placed for each client account on any given day. If WCAP cannot obtain execution of all the combined orders at prices or for transactions costs that it believes are desirable, the Firm will allocate the securities that it does buy or sell as part of the combined orders by following WCAP order allocation procedures.

Item 13 – Review of Accounts

RECONCILIATION OF CLIENT ACCOUNTS

All active WCAP client accounts are reconciled to their most recent month-end custodial statement before the end of the next calendar month by Portfolio Operations. The Portfolio Operations is supervised by the department head. In most cases, where an electronic reconciliation link has been established between the custodian and the portfolio accounting system, the accounts are reconciled on a daily basis. Whenever valuation information differs between the custodian's records and our accounting system's records, the differences are investigated and resolved. Once reconciled, electronic copies (where available) or paper copies of the client's custodian statement are maintained along with a copy of a reconciled holdings statement from the accounting system. In the event there are any differences (i.e. trade settlement, etc.) an explanation is also documented and retained by Portfolio Operations.

FINANCIAL PLAN REVIEW

For clients receiving financial planning services, each client's Investment Adviser Representative will initiate a review and update the Client's financial plan on at least an annual basis for changes in the Client's financial situation and plan objectives. Additional reviews may be initiated for several reasons including 1) due to changes in a client's priorities, 2) upon demand by the Client, 3) whenever the Adviser considers a plan update and review is in the Client's best interest, 4) should there be a material change in circumstances for the Client or 5) should the Client's Wealthcare Plan fall materially outside its Comfort Zone®.

REGULAR REPORTS

Delivery of quarterly status reports vary by advisor or client preference. They may be delivered in person, in physical or virtual client meeting, via regular mail or via secure online or electronic delivery. Quarterly status reports typically include information on portfolio holdings, client goals, values, and the funded Comfort Zone® status of the client's Wealthcare Plan. Each report contains an offer to the client to request and receive Wealthcare and WCAP's most current Form ADV Part 2A which includes the firm's privacy policy. The Quarterly Status Reports are prepared solely for information purposes only and is not an official record of client's accounts.

Clients will receive monthly statements from the custodian for each household account held by the custodian. If the client's account has no activity, the custodian, at a minimum, will provide a quarterly statement. The custodian's statement will include information about the assets held in the account, the current value of each asset as well as reflect the deduction of any fees from the client's account. Clients are encouraged to review their statements for discrepancies.

Item 14 - Client Referrals and Other Compensation

WCAP and its representatives do not receive any sales awards or prizes as compensation from TPAs that it recommends. The receipt of such gifts would be a violation of WCAP's Code of Ethics.

As a matter of policy and practice, WCAP does not compensate any third-party persons, either individuals or entities, for the referral of advisory clients to the firm unless a formal solicitor's agreement has been entered into with a registered investment adviser representative ("RIAR") or with such person's supervising firm which is a registered investment adviser

("RIA"). WCAP does not increase its advisory fees in order to compensate a Solicitor. The Solicitor receives a portion of the advisory fee collected.

When such an agreement is entered into, it specifies the percentage of the client fees that are to be paid as solicitor's fees and requires the solicitor to provide written disclosure of his arrangement with WCAP, including his or her method of compensation, to the client via a signed disclosure statement. The client's countersignature is required on the disclosure statement prior to WCAP executing any trades.

Item 15 - Custody

Client accounts will typically be held at LPL Financial who will maintain custody of the accounts. At the request of the client, accounts may be held with other custodians as well. WCAP will not maintain custody of client's funds or securities, with the exception of deducting the advisor fee from client(s) accounts as has been authorized by the client in the executed advisory agreement.

Please note that custodians charge fees for their services. Trading fees may be on a per trade basis or may be based on a percentage of assets under management. This may be determined by the third-party investment adviser model portfolio that is recommended for a client's portfolio and will be reflected in the custodian's account services agreement signed by the client. As stated previously, a fact sheet or program brochure will be provided to the client for each model portfolio selected for a client's portfolio. WCAP is not affiliated with any third party custodian. WCAP is not responsible for the errors made by the custodian.

Clients will receive monthly statements for each household account held by a custodian. If the client's account has no activity, the custodian will at a minimum provide a quarterly statement. The custodian's statement will include information about the assets held in the account, the current value of each asset as well as reflect the deduction of any fees from the client's account. Clients are encouraged to review their statements for discrepancies. Method of delivery (mail versus secure electronic delivery) is determined by the individual client.

Item 16 - Investment Discretion

WCAP receives discretionary authority from most of its clients at the outset of an advisory relationship to select the types of securities and model portfolios as well as the allocation of those securities in a client's account(s). This is documented normally via a client's execution of the Advisory Agreement between the client and WCAP. Additionally, the custodian will require the client to execute a limited power of attorney ("LPOA") when opening or turning over the custodial account to WCAP's discretionary management. The LPOA will grant WCAP the authority 1) to trade securities on the client's behalf in the account, 2) to authorize the disbursement of WCAP's quarterly investment advisory fee and 3) to authorize WCAP to instruct the custodian to disburse a check or money electronic transfers from the client's custodial account to their address of record or, with additional paperwork signed by the client, to a bank account registered in the client's name.

The client can provide WCAP restrictions as to the degree of discretion the Firm has in trading one or more of the client's investment accounts or specific investment securities. Typically, the client's Wealthcare Plan is used to determine the client's targeted investment allocation which WCAP monitors and maintains at the combined household versus individual account level.

Item 17 - Voting Client Securities

As a matter of firm policy and practice, WCAP does not accept any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in accounts. All proxy notices are forwarded directly to the clients by the account custodians as has been indicated on the

client's custodial account application. WCAP's investment advisory and portfolio management agreements specifically transfer proxy voting responsibility to the client.

A complete copy of WCAP's proxy voting policy can be obtained by sending a request to WCAP's Compliance Officer via email to theresa.muller@oysterllc.com or via telephone at (804) 521-3425. If a client has a question regarding a proxy notice that they have received, they should speak with their registered investment adviser representative to review the content of the proxy. However, the decision as to how to vote a proxy will remain with the client.

Item 18 - Financial Information

Registered investment advisers are required in this Item to provide certain financial information or disclosures about their financial condition. WCAP has no financial commitment or condition that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

A balance sheet is not required to be provided because WCAP does not serve as a custodian for client funds or securities and does not require prepayment of fees of more than \$1,200 per client six months or more in advance.

Item 19 – Requirements for State Registered Advisers

As WCAP's application is seeking for approval as a federally-registered investment adviser, this item is not applicable.