

Wealth & Pension Services Group, Inc. Wrap Program Brochure

This brochure provides information about the qualifications and business practices of Wealth & Pension Services Group, Inc.. If you have any questions about the contents of this brochure, please contact us at (770) 333-0113 or by email at: bill@wealthandpension.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. Registration does not imply a certain level of skill or training.

Additional information about Wealth & Pension Services Group, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov. Wealth & Pension Services Group, Inc.'s CRD number is: 119040

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Material Changes from current brochure

The material changes in this brochure from the last annual updating amendment of Wealth & Pension Services Group, Inc. on February 24, 2015 are described below. This list summarizes changes to policies, practices or conflicts of interests only.

- Representatives of Vining Financial have also registered with Wealth & Pension Services Group (Item 10.C)

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Services and Fees

Wealth & Pension Services Group, Inc. ("WPSG", we, us, our, ours), located in Smyrna, GA, is a Limited Liability Company organized under the state of Georgia. William Kring is the principal owner. WPSG is registered as an investment advisor with the Securities and Exchange Commission.

We offer investment services through a group of independent Investment Advisor Representatives ("IAR," Advisors, Wealth Managers) who conduct business under the Wealth & Pension Services Group name.

Our Advisors work with you to identify investment goals, risk tolerances and objectives in order to structure and account or entire portfolio, along with an ongoing investment plan that fits your needs.

The Wrap Fee Program

WPSG offers a Wrap Fee Program, which provides our clients with an asset allocation strategy, individualized portfolio management, and portfolio monitoring. Portfolios include mainly mutual funds, exchange traded funds and stocks, and may also include other securities such as closed-end mutual funds, alternative investments and REITs.

Your account may be managed on a discretionary basis (meaning you authorize your advisor to make investment decisions on your behalf) or a non-discretionary basis (meaning your advisor must obtain your approval before making decisions affecting your account). This election will be made in writing in our client agreement. If you have granted discretionary authority to your advisor, it will remain effective until you change it or revoke it in writing. You may impose reasonable restrictions on your accounts. For example, you can restrict the purchase of certain positions or from taking certain risks.

Fees and Compensation

Our fee is calculated based on the annualized percentage of the market value of the investment assets in your account. One-fourth of our fee is billed each calendar quarter in arrears, based on the value of your account on the last day of the previous quarter. The first quarter of service will be billed based on the partial days of the quarter.

We require that you authorize us in writing – as part of our advisory agreement - to deduct fees from your account. Your custodian does not verify the accuracy of our fee calculation. Please review your custodial statement carefully.

Your assets that we manage are held by other financial institutions called broker/dealers or custodians. Therefore, we do not hold your assets. Your custodian will determine the value of your account and provide a statement at least quarterly. You may also view your account on-line at any time using your log-in and password.

We maintain relationships with broker/dealers or custodians for holding client accounts and will recommend these based on the type of account you have and our existing business relationship with the

entities. The fee associated with your account is dependent on the agreements and costs that we have negotiated with the custodians or broker/dealers we do business with. At our discretion, we may allow you to select your custodian.

Should you terminate your agreement with us, we will deduct the fees for the days in the quarter for which we have provided service, prior to your account termination.

Program Fees

The basic tiered fee schedule is as follows. It should be noted that this schedule identifies the range of highest possible fees and that your fees may be lower and are negotiable at our discretion.

Advisory fees are withdrawn directly from the client's accounts with client written authorization. Fees are paid quarterly in arrears and calculated based on the ending balance of the preceding quarter.

Investment Advisory Services Fees

Account Size	Maximum Annual Fee
\$1 - \$500,000	@ 2.00%
\$500,001 - \$1,000,000	@ 1.75%
\$1,000,001 - \$2,000,000	@ 1.50%
Above \$2,000,000	@ 1.00%

Under the Wrap Program, you do not pay transaction ("ticket") charges assessed by the custodian. The Wrap Program may cost more or less than other advisory services we offer. In addition to our advisory fee, other costs may apply to your portfolio such as internal expenses of mutual funds or ETF's. These costs are explained in the prospectus for each investment. You are encouraged to read these documents. Your Advisor will be available to answer any questions about fees or expenses.

Our advisors may also provide other services for you that are not included in our Wrap Program. This may include holding an account for you with a broker/dealer as a registered representative, or providing insurance products. These services may include commissions that would be paid to your advisor, and we would share in. This is also a conflict in that your advisor may have an incentive to focus on one aspect of available services or another, based on compensation. However, our code of ethics requires that we act in your best interests.

Account Requirements and Types of Clients

We provide advisory services for our Wrap Program primarily to individuals, trusts and corporations. Minimum account sizes for our wrap program are \$100,000. At our discretion, we may accept smaller accounts based on our relationship with you.

Portfolio Manager Selection and Evaluation

Your Advisor will be the lead portfolio manager for your account under this program. Portfolio management services, such as research, software, security evaluation, and charting, are provided to your Advisor by us, to assist your Advisor in managing your account. Your advisor will design and recommend an account or portfolio based on your needs and the information collected by your Advisor regarding your objectives, time horizon and risk. The advisor will have access to information disseminated by our Investment Committee, our Portfolio Manager, and our Chief Investment Officer to assist in your portfolio management.

Client Information Provided to Portfolio Managers

Your Portfolio Manager has access to the information used to establish your account. You may place reasonable restrictions on the strategies to be employed in your portfolio and types of investments held in your portfolio. We obtain this information from you initially and rely on you to inform us when it changes.

Contact with Portfolio Managers

You have access to your portfolio manager via phone call and emails as well as to periodically meet with you during scheduled meetings.

Amounts Under Management

WPSGI has \$214,508,749 in assets under management broken down as follows:

Discretionary	Non-Discretionary	Date Calculated
\$128,928,467	\$85,580,282	12/31/2014

Methods of Analysis

WPSGI's methods of analysis may include charting analysis, fundamental analysis, technical analysis, cyclical analysis, and modern portfolio theory.

Charting analysis involves the use of patterns in performance charts. WPSGI uses this technique to search for patterns used to help predict favorable conditions for buying and/or selling a security.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

Technical analysis involves the analysis of past market data; primarily price and volume.

Cyclical analysis involved the analysis of business cycles to find favorable conditions for buying and/or selling a security.

Modern portfolio theory is a theory of investment which attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, by carefully choosing the proportions of various assets.

WPSGI uses long term trading, short term trading, short sales, margin transactions, and options writing (including covered options, uncovered options, or spreading strategies).

Investment Strategies

Long term trading is designed to capture market rates of both return and risk. Frequent trading, when done, can affect investment performance in your Wrap Program, particularly through increased taxes.

Short term trading, short sales, margin transactions, and options writing generally hold greater risk and clients should be aware that there is a material risk of loss using any of those strategies.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

WPSGI generally seeks investment strategies that do not involve significant or unusual risk beyond that of the general domestic and/or international equity markets and credit markets. However, it can utilize short sales, margin transactions, and options writing. Short sales, margin transactions, and options writing generally hold greater risk of capital loss and clients should be aware that there is a material risk of loss using any of those strategies.

Mutual Funds: Investing in mutual funds carries the risk of capital loss. Mutual funds are not guaranteed or insured by the FDIC or any other government agency. You can lose money investing in mutual funds. All mutual funds have costs that lower investment returns. They can be of bond “fixed income” nature (lower risk) or stock “equity” nature (mentioned above).

Equity investment generally refers to buying shares of stocks by an individual or firms in return for receiving a future payment of dividends and capital gains if the value of the stock increases. There is an innate risk involved when purchasing a stock that it may decrease in value and the investment may incur a loss.

Treasury Inflation Protected/Inflation Linked Bonds: The Risk of default on these bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal.

Fixed Income is an investment that guarantees fixed periodic payments in the future that may involve economic risks such as inflationary risk, interest rate risk, default risk, repayment of principal risk, etc. Debt securities carry risks such as the possibility of default on the principal, fluctuation in interest rates, and counterparties being unable to meet obligations.

Stocks & Exchange Traded Funds (ETF): Investing in stocks & ETF's carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Investments in these securities are not guaranteed or insured by the FDIC or any other government agency.

Real Estate funds face several kinds of risk that are inherent in this sector of the market. Liquidity risk, market risk and interest rate risk are just some of the factors that can influence the gain or loss that is passed on to the investor. Liquidity and market risk tend to have a greater effect on funds that are more growth-oriented, as the sale of appreciated properties depends upon market demand. Conversely, interest rate risk impacts the amount of dividend income that is paid by income-oriented funds.

Hedge Funds are not suitable for all investors and involve a high degree of risk due to several factors that may contribute to above average gains or significant losses. Such factors include leveraging or other speculative investment practices, commodity trading, complex tax structures, a lack of transparency in the underlying investments, and generally the absence of a secondary market.

REITs have specific risks including valuation due to cash flows, dividends paid in stock rather than cash, and the payment of debt resulting in dilution of shares.

Private placements carry a substantial risk as they are largely unregulated offerings not subject to securities laws.

Precious Metal ETFs (Gold, Silver, and Palladium Bullion backed “electronic shares” not physical metal): Investing in precious metal ETFs carries the risk of capital loss.

Long term trading is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various other types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

Short term trading risks include liquidity, economic stability and inflation.

Short sales risks include the upward trend of the market and the infinite possibility of loss.

Margin transactions use leverage that is borrowed from a brokerage firm as collateral.

Options writing involve a contract to purchase a security at a given price, not necessarily at market value, depending on the market.

Past performance is not a guarantee of future returns. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Disciplinary Information

We have not been the subject of any legal or disciplinary events that would be material to your evaluation of our business or investment advisory services.

Other Financial Industry Activities and Affiliations

Some representatives of WPSGI are registered representatives of Triad, a FINRA registered broker dealer and various regulatory agencies. From time to time, they will offer clients advice or products from those activities. Clients should be aware that these services pay a commission and involve a conflict of interest,

as commissionable products conflict with the fiduciary duties of a registered investment adviser. WPSGI always acts in the best interest of the client; including the sale of commissionable products to advisory clients. Clients are in no way required to implement the plan through any representative of WPSGI in their capacity as a registered representative.

Representatives of WPSGI are licensed insurance agents. From time to time, they will offer clients advice or products from those activities. Clients should be aware that these services pay a commission and involve a conflict of interest, as commissionable products conflict with the fiduciary duties of a registered investment adviser. WPSGI always acts in the best interest of the client; including the sale of commissionable products to advisory clients. Clients are in no way required to implement the plan through any representative of WPSGI in their capacity as an insurance agent.

Some representatives of WPSGI are investment adviser representatives of another firm. From time to time, they will offer clients advice or products from those activities and clients should be aware that these services may involve a conflict of interest. WPSGI always acts in the best interest of the client and clients are in no way required to implement the plan through any representative of WPSGI in their capacity as an investment adviser representative of an outside firm.

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

We have a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. Our Code of Ethics is available free upon request to any client or prospective client.

WPSGI does not recommend that clients buy or sell any security in which a related person to WPSGI or WPSGI has a material financial interest.

From time to time, representatives of WPSGI may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of WPSGI to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. WPSGI will always transact client's transactions before its own – or at the same time -when similar securities are being bought or sold.

Reviews of Accounts

Client accounts are reviewed continuously by the IAR in their regular course of business and at least quarterly for determining if action is required. The firm's chief compliance advisor reviews client accounts with regards to their investment policies and risk tolerance levels.

Reviews may be triggered by material market, economic or political events, our view about a particular investment, tax needs, or by changes in client's financial situations (such as retirement, termination of

employment, change in risk tolerance, investment objective). Clients are encouraged to let us know as soon as anything changes in their financial situations or risk tolerance.

Each client will receive at least quarterly from the custodian, a written report that details the client's account including assets held and asset value which will come from the custodian.

Client Referrals and Other Compensation

WPSGI does not receive any economic benefit, directly or indirectly from any third party for advice rendered to WPSGI clients.

WPSGI may compensate non-advisory personnel for client referrals under a "solicitors" agreement. Referred clients will never incur a higher fee for services due to the referral compensation arrangement. WPSGI always acts in the best interest of the client.

Voting Client Securities (Proxy Voting)

WPSGI will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

Financial Information

WPSGI does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance and therefore does not need to include a balance sheet with this brochure.

Neither WPSGI nor its management have any financial conditions that is likely to reasonably impair our ability to meet contractual commitments to clients.

WPSGI has not been the subject of a bankruptcy petition in the last ten years.