

# Wealth & Pension Services Group, Inc.

## Firm Brochure - Form ADV Part 2A

*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](mailto: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.*

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

4045 Orchard Rd SE, Suite 220  
Smyrna, GA 30080  
(770) 333-0113  
[WealthandPension.com](http://WealthandPension.com)  
[bill@wealthandpension.com](mailto:bill@wealthandpension.com)

*Registration does not imply a certain level of skill or training.*

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## **Item 2: Material Changes**

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 Wealth & Pension Services Group, Inc. are also solicitors for other firms (Item 10.B)
- Representatives of Vining Financial have also registered with Wealth & Pension Services Group (Item 10.C)

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## **Item 4: Advisory Business**

### **A. Description of the Advisory Firm**

Wealth & Pension Services Group, Inc. is a Corporation organized in the state of Georgia. WPSGI is doing business as Wealth and Pension Services Group, Inc. (WPSGI, us, we, our, Advisor). 401kProAdvisor, and Vining Financial. This firm and its successors have been in business since October, 2008, and the principal owner is William Kring. We have approximately 20 advisors and support staff. We offer wealth management services (investment management & financial planning), and corporate retirement plan services such as 401k's, 403b's and pensions.

### **B. Types of Advisory Services**

Wealth & Pension Services Group, Inc. (hereinafter "WPSGI") offers the following services to advisory clients:

#### **Investment Management (Advisory) Services**

WPSGI offers ongoing investment and portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. WPSGI creates an investment policy statement or new account form for each client, which outlines the client's current situation (income, tax levels, net worth and risk tolerance levels) and then constructs a portfolio that matches each client's specific situation, goals and objectives.

WPSGI evaluates and monitors the investments of each client with respect to their risk tolerance levels, time horizon and related factors.

WPSGI may request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction.

WPSGI generally limits its investment advice to mutual funds, equities, bonds, fixed income, debt securities, ETFs, real estate, hedge funds, REITs, and government securities. WPSGI may use other securities as well to help diversify a portfolio when applicable.

At the approval of the investment advisor representative, clients may impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs.

At the approval of the investment advisor representative, clients may also request to hold concentrated positions.

## **Financial Planning Services**

Financial plans and financial planning may include, but are not limited to Personal Financial Planning, 401k Allocations, Insurance and Estate Planning; Capital Need Analysis; Tax & Cash Flow; Retirement Planning; Investment Analysis and Planning; Education Planning; Business Planning; and Performance Reports.

These services are based on fixed fees or hourly fees and the negotiable fee structure is documented in written Agreement.

Ongoing Financial Planning Advisory Services may include yearly financial planning and goal tracking as well as the design, construction, asset allocation, implementation (when applicable), and the monitoring of investment portfolios.

## **401K/ Retirement Plan Advisor Services**

WPSGI advises retirement plan sponsors or corporations regarding 401k plans, pensions or 403b plans, and related plans. We provide a number of fiduciary based advisory and non-fiduciary consulting functions such as:

Investment Advisory Services; Plan Benchmarking; IPS Consulting; Investment Monitoring and Review; Initial Investment Line-up Selection; Fee and Expense Analysis; Fiduciary Process and Evaluation Consulting; 3(21) Plan Investment; Advice 3(38) investment management; RFP Process Management; General plan consultation; Employee education; Enrollment and General Plan Service.

## **C. Selection of Custodians/Broker-Dealers**

### **The Triad Platform**

WPSGI has the ability to offer certain investment advisory services through various accounts established by Triad Advisors, a broker/dealer. The Triad Platform offers various account structures that allow IARs to effectively meet client investment needs and preferences by managing assets without commissions –and for a fee. Based on consultations with you, the IAR determines your investment goals and risk tolerance. The Advisory-Managed accounts give IARs the ability to customize asset allocation, investment selection, and investment strategies to meet the client's individual financial situation and investment objectives. Several factors may influence the IARs' selection of the client's account structure including but not limited to:

- 1) Preference for a "wrap" vs. transaction charges per trade on certain or all securities.
- 2) Account size.
- 3) Anticipated trading frequency.
- 4) Anticipated securities to be traded and/or:
- 5) Management style. In each account structure, the IAR may manage and provide advice on mutual funds, stocks, bonds, Exchange Traded Funds (ETFs), Business Development Companies (BDCs), Limited Partnerships (LPs), and options.

WPSGI utilizes four types of accounts through Triad Advisors, Inc. They are:

**Crown Account**

The Crown Account is potentially suitable for clients who prefer to experience transaction charges on a per trade basis, for smaller accounts and/or those in which the IAR anticipates very low trading activity annually.

**Apex Account**

The Apex Account is potentially suitable for clients who prefer to experience transaction charges on a per trade basis, for smaller accounts and/or those in which the IAR anticipates very low trading activity annually.

**Summit Account**

The Summit Account is potentially suitable for clients who, after consultation with their IAR, anticipate primarily investing in mutual funds, and/or for clients that do not wish to experience transaction charges for mutual fund trades.

**Pinnacle Account**

The Pinnacle Account is a Wrap Account sponsored by Triad and may be suitable for clients that would prefer not to experience transaction charges for any trade and/or in which IAR anticipates placing more than a moderate number of non-mutual funds trades annually.

**Trade PMR Platform & TD Ameritrade Institutional**

WPSGI has the ability to offer certain investment advisory services through various accounts established by Trade PMR and TD Ameritrade Institutional. These platforms offer various account structures that allow IARs to effectively meet client investment needs and preferences by managing assets without commissions – and for a fee. Based on consultations with you, the IAR determines your investment goals and risk tolerance. The Advisory-Managed accounts give IARs the ability to customize asset allocation, investment selection, and investment strategies to meet the client's individual financial situation and investment objectives. The client or advisor can pay the transaction costs for trades.

**Other third-party managed accounts**

WPSGI may direct clients to outside third-party managed accounts. Before selecting other advisors for clients, WPSGI will always ensure those other advisors are properly licensed or registered as investment advisor.

These third party managed accounts are sometimes referred to as a Private Managed Account ("PMA"). PMA programs provide access to a number of non-affiliated third party money managers, in addition to Triad's affiliated money managers (i.e., Ladenburg Asset Management Program), with various specialties and investment strategies (i.e., fixed-income, small cap, international, etc.), as well as asset allocation or asset management services. A PMA is an investment portfolio that is managed on a discretionary basis by a third party money management firm primarily through individual stocks, bonds, ETFs, or mutual funds. The continuous supervisory duties of our IARs will include assisting the client in choosing investment



objectives and appropriate investment managers, setting restrictions or limitations on the management of the account, monitoring performance of the account, discussing trading strategies with the manager, explaining portfolio strategies and transactions and answering client questions.

#### **D. Wrap Fee Programs**

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees, transaction costs, and any other administrative fees. Wrap fee programs do not include the cost of underlying investment.

WPSGI participates in wrap fee programs and manages the investments in the Wealth & Pension Investment Wrap fee program. WPSGI does not manage wrap fee accounts in a materially different way than non-wrap fee accounts. A portion of the fees paid to the wrap account program will be given to WPSGI as a management fee.

WPSGI also uses other wrap programs sponsored by other advisors.

#### **E. Amounts under Management**

WPSGI has \$281,682,240 in assets under management broken down as follows:

<b>Discretionary Assets:</b>	<b>Non-discretionary Assets:</b>	<b>Date Calculated:</b>
\$158,013,969	\$123,668,271	06/09/2015

## Item 5: Fees and Compensation

### A. Fee Schedule

WPSGI advisors have multiple platforms from which to build a portfolio, of which all have different fee schedules based on size of the account, anticipated trades, and types of securities and strategies used. The following negotiable fee schedule reflects the maximum fee that would be charged. However, it would be unusual for an account to be charged the maximum fee. All agreements will have specific fee schedules. There is no account size minimum but there is a minimum fee of \$100 per quarter.

#### Investment Management (Advisory) Services Fees

Total Assets Under Management	Maximum Annual Fee
\$1 - \$250,000	2.00%
\$250,001 - \$750,000	1.75%
\$750,001 - \$2,000,000	1.50%
Above \$2,000,000	1.00%

#### Fees for Use of Other Advisers

WPSGI has the ability to hire other advisors for your account. If we hire other advisors, you will pay for the services of the third party advisor, and our fee as the investment advisor. The third party manager's fee may or may not be negotiable. In addition, minimum account balances may be required by the third party manager. Specific account information regarding these fees and other possible restrictions are disclosed in the applicable agreement and disclosures for the third party manager. The account may be managed as a wrap account or non-wrap account.

Due to the administrative complexity of these types of accounts, an early termination fee may be charged if an account is closed within one (1) year. Any minimum account sizes are disclosed in the applicable agreement, and disclosure brochure.

#### Retirement Plan Service Fees

Retirement Plan fees are highly customized. Generally the client (as either the corporation or plan sponsor) will pay a flat fee and/or a per-participant fee, and/or percentage of plan assets typically between .10% and .50%.

#### Financial Planning Fees

For a full written financial plan, we may charge a flat fee up to \$20,000, or hourly, which will be quoted prior to the contract being executed. The fee for this service will be determined

according to the complexity of the plan as well as the extent of service you desire. An estimated fee will be given upon contracting with you. Fees may be negotiable. Fees may also be charged on an hourly rate up to \$300 per hour, but never more than what is stated in the client agreement.

Ongoing Financial Planning Advisory Services may include yearly financial planning and goal tracking as well as the design, construction, asset allocation, implementation (when applicable), and the monitoring of investment portfolios. Minimum fee is \$1,200 per year.

The financial planning services agreement may be terminated by either party upon 30 days written notice. We will, upon your written request, refund fees prorated to the amount of work completed. If you terminate the contract within 5 business days of signing the contract shall be provided a full refund.

## **B. Payment of Fees**

### **Payment of Investment Management (Advisory) Fees**

Advisory fees are withdrawn directly from the client's accounts with client written authorization. For accounts with Triad, fees are payable quarterly in advance, and automatically deducted from the account pursuant to the advisory agreement. If an account is opened in the first or second month of a quarter, it will be charged one fee during its first billing cycle, which will occur during the first full month after the account is established. The fee is prorated for the number of days the account was open based on the start date through the end of the quarter. Our fee will be based on the average daily balance of the account during the first partial month. If an account is opened in the third month of a quarter, it will be charged two fees in its first billing cycle. The first will be for its partial quarter. The second will be for the upcoming full quarter. The fees will be charged on the 15th business day of the first full month, or the first month of the next quarter. Going forward, our fees are calculated at the end of the quarter and charged during the first month of the quarter based on the average daily balance of the account, for the last month of the preceding quarter. Additional deposits of funds and/or securities will be subjected to the same billing procedures.

For accounts with TradePMR and TD Ameritrade, fees are based on the ending value of the quarter and invoiced in the first month of the next quarter. Additional deposits of funds and/or securities will be subjected to the same billing procedures. Advisory fees are withdrawn directly from the client's accounts with client written authorization. Upon account termination, fees are collected for the partial days in the month prior to termination.

With an exception by the firm, clients can be billed for advisory fees in lieu of fees being deducted from the account.

With exception by the firm, fees can be debited from other accounts managed by WPSG. For instance, you may want fees for you IRA to be debited from your taxable account.

## **Payment of Other Advisers Fees**

Other Advisors fees are withdrawn directly from the client's accounts with client written authorization.

## **Payment of Financial Planning Fees**

Hourly Financial Planning fees are paid via check. Fixed Financial Planning fees are paid via check.

### **C. Clients Are Responsible For Third Party Fees**

In non-wrap fee programs, clients are responsible for the payment of all third party fees (i.e. custodian fees, brokerage fees, mutual fund fees, transaction fees, third party manager fees, etc.). Those fees are separate and distinct from the fees charged by WPSGI. Please see Item 12 of this brochure regarding broker/custodian. Please see Item 4.D regarding wrap fee programs.

### **D. Prepayment of Fees**

WPSGI collects fees in advance using the Triad Platform. Fees that are collected in advance will be refunded based on the prorated amount of work completed at the point of termination and the total days during the billing period. Fees will be deposited back into client's account within fourteen days.

The fee refunded will be the balance of the fees collected in advance minus the daily rate\* times the number of days in the month/quarter up to and including the day of termination. (\*The daily rate is calculated by dividing the monthly/quarterly AUM fee by the number of days in the termination month/quarter).

### **E. Outside Compensation for the Sale of Securities to Clients**

Some IAR's of this firm have a role as a registered representative and can accept compensation for the sale of securities to WPSGI clients.

## **This is a Conflict of Interest**

WPSGI and its supervised persons will accept compensation for the sale of securities or other investment products, including asset based sales charges or services fees from the sale of mutual funds to its clients when not acting as a registered investment advisor. This presents a conflict of interest and may give the IAR and WPSGI an incentive to recommend products based on the compensation received rather than on the client's needs. When recommending the sale of securities or investment products for which WPSGI receives compensation, WPSGI and its IAR's will notify the client of the conflict and will only make recommendations that they believe are in the best interests of the client.

## **Clients Have the Option to Purchase Recommended Products from Other Brokers**

Clients always have the option to purchase WPSGI recommended products through other brokers or agents that are not affiliated with WPSGI.

### **Item 6: Performance-Based Fees and Side-By-Side Management**

WPSGI does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

### **Item 7: Types of Clients**

WPSGI generally provides investment advice and management supervisory services to the following types of clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals
- ❖ Pension and Profit Sharing Plans
- ❖ Trusts, Estates, or Charitable Organizations
- ❖ Corporations or Business Entities

#### **Minimum Account Size**

There is no account size minimum. However we will advise how trading, administration costs and fees for small accounts will impact performance much more than a large account. There is a \$100 minimum fee per quarter.

### **Item 8: Methods of Analysis, Investment Strategies, and Risk of Investment Loss**

#### **A. Methods of Analysis and Investment Strategies**

##### **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.

## **Investment Strategies**

### **Investment Strategies for Core Firm Strategies**

We follow a three part process to effectively manage our firm's investment strategies; Portfolio Construction, Due Diligence & Research and Portfolio & Investment Monitoring. In addition, we have an investment committee that meets regularly to review our investment process and discuss our capital market views.

#### **PORTFOLIO CONSTRUCTION**

- Use traditional (stocks, bonds, etc.) and non-traditional asset classes (alternatives, real estate, etc.)
- Utilize Mutual Funds, Exchange Traded Funds (ETFs), Closed-End Funds, Alternatives
- Employ multiple styles including passive and active management

#### **DUE DILIGENCE & RESEARCH**

- Perform firm and manager due diligence
- Seek understanding of an investment manager's entire investment process and philosophy
- Review of short and long term performance measures and risk metrics
- Strive to understand how an investment behaves under various market conditions

#### **PORTFOLIO MONITORING & MANAGEMENT**

- Review and monitor risk within each strategy and your individual portfolio
- Evaluate portfolios relative to specific benchmarks and indices
- Participate on conference calls, conduct management due diligence meetings onsite and offsite, review 3rd-party research

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

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

## B. Material Risks Involved

### Methods of Analysis

Charting analysis strategy involves using and comparing various charts to predict long and short term performance or market trends. The risk involved in solely using this method is that only past performance data is considered without using other methods to crosscheck data. Using charting analysis without other methods of analysis would be making the assumption that past performance will be indicative of future performance. This may not be the case.

**Fundamental analysis** concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

**Technical analysis** attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not work long term.

**Cyclical analysis** assumes that the markets react in cyclical patterns which, once identified, can be leveraged to provide performance. The risks with this strategy are two-fold: 1) the markets do not always repeat cyclical patterns and 2) if too many investors begin to implement this strategy, it changes the very cycles they are trying to take advantage of.

**Modern Portfolio Theory** assumes that investors are risk adverse, meaning that given two portfolios that offer the same expected return, investors will prefer the less risky one. Thus, an investor will take on increased risk only if compensated by higher expected returns. Conversely, an investor who wants higher expected returns must accept more risk. The exact trade-off will be the same for all investors, but different investors will evaluate the trade-off differently based on individual risk aversion characteristics. The implication is that a rational investor will not invest in a portfolio if a second portfolio exists with a more favorable risk-expected return profile – i.e., if for that level of risk an alternative portfolio exists which has better expected returns.

### Other Considerations

Long-term trading is designed to capture market rates of both return and risk. Frequent trading, when done, can affect investment performance, particularly through increased brokerage and other transaction costs and 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.**

## C. Risks of Specific Securities Utilized

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.**

## Item 9: Disciplinary Information

### A. Criminal or Civil Actions

There are no criminal or civil actions to report.

### B. Administrative Proceedings

There are no administrative proceedings to report.

### C. Self-regulatory Organization (SRO) Proceedings

There are no self-regulatory organization proceedings to report.

## Item 10: Other Financial Industry Activities and Affiliations

### A. Registration as a Broker/Dealer or Broker/Dealer Representative

Some representatives of WPSGI are registered representatives of Triad, a FINRA registered broker dealer and various regulatory agencies. See 10.C for conflicts.

### B. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

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 solicitors for other firms. As solicitors, WPSGI IARs may make referrals to other RIAs and will be compensated with a fee for the referral. This represents a conflict. However, those that are referred are in no way required to purchase services from the entity to which they were referred. The WPSGI IAR solicitor will disclose the fee sharing arrangements between the WPSGI IAR and the other RIA to the referred individual via a Solicitor's disclosure brochure prior to the referred individual entering into a contract with the other RIA. WPSGI IAR solicitors will follow their fiduciary duty in choosing appropriate outside RIA firms when making referrals.

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.

Representatives of WPSGI are Certified Public Accountants (CPA's) and may offer these services to clients. This is fee-based business and may be a conflict of interest. Clients of WPSGI are not required use any CPA service of a WPSGI representative.

IAR's of WPSG may enter into agreement as individuals with an outside firm whereby the IAR will refer clients to a tax credit preparation firm. IAR's may receive a fee upon completion of a tax credit filing. This creates a possible conflict of interest. IAR's are trained to minimize conflicts and only make the referral with client consent. The fee is disclosed to the client.

WPSGI may compensate non-advisory personal for client referrals. 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. A disclosure of the referral fees is provided to the client.

### **C. Selection of Other Advisers or Managers and How This Adviser is compensated for Those Selections**

WPSGI may direct clients to third party money managers. WPSGI will be compensated for our services in maintaining the account including assisting the client in choosing investment objectives and appropriate investment managers, setting restrictions or limitations on the management of the account, monitoring performance of the account, discussing trading

strategies with the manager, explaining portfolio strategies and transactions and answering client questions.

Our compensation may be in the form of direct billing from us, or it may come in the way of fee sharing, paid to us by the third party manager. This relationship will be disclosed in each contract between WPSGI and each third party advisor.

If there is a fee sharing agreement, this creates a conflict of interest in that WPSGI has an incentive to direct clients to third party money managers that provide WPSGI with a larger fee split. WPSGI will always act in the best interests of the client, including when determining which third party manager to recommend to clients. WPSGI will ensure that all recommended advisors or managers are properly licensed.

## **Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

### **A. Code of Ethics**

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.

### **B. Recommendations Involving Material Financial Interests**

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.

### **C. Investing Personal Money in the Same Securities as Clients**

From time to time, representatives of WPSGI may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of WPSGI to buy or sell the same securities before or after recommending the same 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 business so that the client is not harmed by personal firm trading.

### **D. Trading Securities At/Around the Same Time as Clients' Securities**

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 business so that the client is not harmed by personal firm trading.

## **Item 12: Brokerage Practices**

### **A. Factors Used to Select Custodians and/or Broker/Dealers**

Our custodians were chosen based on their relatively low transaction fees, service, technology, and access to investment products. WPSGI will never charge a premium or commission on transactions, beyond the actual cost imposed by Custodian.

#### **1. Research and Other Soft-Dollar Benefits**

We do not receive soft dollars.

#### **2. Brokerage for Client Referrals**

WPSGI receives no referrals from a broker-dealer or other third parties in exchange for using that broker-dealer or third party.

#### **3. Clients Directing Which Broker/Dealer/Custodian to Use**

WPSGI will allow clients to direct WPSGI to use a specific broker-dealer to execute transactions in rare circumstances if approved by the CCO. Typically, a WPSGI client must use a recommended custodian (broker-dealer). Not all advisors require their clients to direct brokerage. If a client directs us to a specific broker/dealer, we may be unable to achieve the most favorable execution of client transactions, and this practice may cost the client more money in the way of higher transaction costs or less favorable prices.

### **B. Aggregating (block/batch) Trading for Multiple Client Accounts**

WPSGI maintains the ability to make block or batch-trade purchases across accounts using certain custodians. We have the ability to batch trade using TradePMR and TD Ameritrade Institutional. We do not have the ability to batch trade at NFS.

Batch trading allows WPSGI to make one transaction for a security, which is then allocated across multiple accounts. This may or may not provide better execution than individual orders, depending on the size of the order in dollars, the volume of the security being traded, the amount of accounts being traded, and other factors, such as the bid/ask spread. Other considerations for a batch trade are whether a model or strategy is being traded, as opposed to individual accounts that may have a custom component. Declining to batch trade does not incur any more or any less transaction costs than trading accounts individually. WPSGS advisors are trained to determine when a batch trade may offer best execution. When a batch trade is not

used, but multiple accounts are being traded, trade orders are placed in a manner that treats accounts fairly, such as trading based on random selection, alphabetically and then reverse alphabetically, or by account number and then reverse account number.

## **Item 13: Reviews of Accounts**

### **A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews**

Client accounts are reviewed at least annually by the investment advisor representative and the chief compliance officer. Accounts are reviewed with regards to the account objectives, investment policies, investment performance, risk tolerance levels and other relevant factors. The investment advisor representative will also perform a review when these things materially change, and will update the client's record or make changes accordingly.

All financial planning accounts are reviewed upon plan delivery by the Investment Adviser Representative and the CCO.

Clients receive statements from the custodian at least quarterly. The firm, at the discretion of the investment advisor representative and the needs of the client, may provide additional reports for performance, positions, asset allocation, or other relevant information. Clients are always instructed to rely on the custodial statement to verify account information.

### **B. Factors That Will Trigger a Non-Periodic Review of Client Accounts**

Reviews may be triggered by investment performance or change, material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

### **C. Content and Frequency of Regular Reports Provided to Clients**

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.

## **Item 14: Client Referrals and Other Compensation**

### **A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)**

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

## **B. Compensation to Non – Advisory Personnel for Client Referrals**

WPSGI may compensate non-advisory personnel for client referrals. 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.

### **Item 15: Custody**

WPSGI, with client written authority, has limited custody of client's assets through direct fee deduction of WPSGI's Fees only. If the client chooses to be billed directly by the Custodian, WPSGI would have constructive custody over that account and must have written authorization from the client to do so. Clients will receive all required account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy.

### **Item 16: Investment Discretion**

For those client accounts where WPSGI provides ongoing supervision, the client has given WPSGI written discretionary authority over the client's accounts with respect to securities to be bought or sold and the amount of securities to be bought or sold. Details of this relationship are fully disclosed to the client before any advisory relationship has commenced. The client provides WPSGI discretionary authority via a limited power of attorney in the Investment Advisory Contract and in the contract between the client and the custodian. Clients may impose limitations on this authority in accordance with the account objectives and other personal requests on a case by case basis.

### **Item 17: 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.

### **Item 18: Financial Information**

#### **A. Balance Sheet**

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.

#### **B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients**

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

#### **C. Bankruptcy Petitions in Previous Ten Years**

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