



ComposedPro, Inc.
1301 Fannin St, Suite 2440
Houston, TX 77002
info@composedpro.com
(281) 705-7161
www.composedpro.com

FIRM BROCHURE

March 20, 2019

This brochure provides information about the qualifications and business practices of ComposedPro, Inc. If you have any questions about the contents contained within, please contact the Company at (281) 705-7161 or mschwegman@composedfinancial.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 ComposedPro, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov.

ComposedPro, Inc. is a registered investment advisor with the Securities Exchange Commission ("SEC"). Registration does not imply a certain level of skill or training.

Clients in the Moderate and Advanced service levels should also refer to the Wrap Fee Program Brochure, which follows the Firm Brochure.

Item 2 - Material Changes Since Last Annual Update

This is the first Firm Brochure submitted. As such, this item is not applicable.

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Item 4 – Advisory Business

ComposedPro was formed in 2018 and provides investment management and financial planning services to its Clients. It was formed by Matt Schwegman who is also an Investment Advisor Representative of the Company. The Company's platform was developed as the next logical step in the automated investment advisory space.

ComposedPro provides recommendations for both individually held accounts ("Individual Accounts"), such as IRAs and brokerage accounts, as well as employer sponsored retirement accounts ("ESRAs"), such as 401(k)s. If recommendations are provided to both Individual Accounts and ESRAs, ComposedPro determines the recommendations as part of what it deems the **Employer-Coordinated Portfolio™**. Clients no longer have to manage these two types of accounts independently of one another. The Company believes this is in the best interest of Clients, since there will be less conflicts in regards to rollovers and asset transfers. If a Client's employer plan is analyzed and the investment options pass certain criteria, our advice will be to leave the ESRA where it is and not roll to an Individual Account.

Additionally, focusing on both Individual Accounts and ESRAs allows the Company to provide more robust advisory services. ComposedPro is able to provide more thoughtful investment recommendations in regards to investment placement and costs, as well as non-investment recommendations such as contributions. The Company is dedicated to providing quality advice that is in the best interests of its Clients.

ComposedPro offers the following types of advisory services:

- Contribution recommendations
- Account recommendations
- Investment recommendations
- Automated investing
- Specific 401(k) recommendations
- Conflict-free rollover evaluations
- Tax-efficient investment placement
- Cost-efficient investment placement
- Financial Planning
- Spending Tracking
- Assigned CERTIFIED FINANCIAL PLANNER™

In order to deliver the most value when providing the Advisory Services above, the Company adheres to four overriding principles. ComposedPro believes that focusing on the following four areas is the best chance for financial success:

- Strategic asset allocation
- Contribution diversification
- Lowering hidden fees
- Minimizing taxes

The Company provides each Client with truly unique recommendations. During the onboarding process, users enter details specific to their individual situations. Below are some examples of the information ComposedPro collects from the Client in order to tailor its recommendations:

- Financial goals
- Age
- Certain tax details
- Risk tolerance
- ESRA details (i.e. matching rates)
- Current investment holding details

ComposedPro's investment recommendations primarily utilize ETFs and mutual funds. Clients are able to place restrictions on the securities that they currently own during the onboarding process so that they are not sold when moving the Client to his or her unique allocation profile. Clients are unable to restrict investment recommendations to only certain securities or types of securities.

Clients in the Free and Basic service levels do not participate in the Wrap Fee Program. Clients in the Moderate and Advanced service levels participate in the Wrap Fee Program. Moderate and Advanced users are charged a Wrap Fee percentage on the Client's assets under management for portfolio management, trading commissions, and custody services as part of the Wrap Fee Program.

ComposedPro currently has the following assets under management, as calculated on December 31, 2018:

Discretionary	\$0
Non-discretionary	\$0
Total	\$0

Item 5 – Fees and Compensation

Please see below for the different levels of service available to Clients and their applicable fees:

<div>ComposedPro Trial</div> <div>Free for one month</div> <ul style="list-style-type: none">• Account aggregation• Budgeting• Generic asset allocation recommendations	<div>ComposedPro Basic</div> <div>\$40 per month</div> <div>All the Trial services plus specific recommendations for:</div> <ul style="list-style-type: none">• Investments• Rollovers• Contributions	<div>ComposedPro Moderate</div> <div>\$40 per month + 0.2% of AUM</div> <div>All of the Basic services plus:</div> <ul style="list-style-type: none">• Automated investing	<div>ComposedPro Advanced</div> <div>\$80 per month + 0.3% of AUM</div> <div>All of the Moderate services plus:</div> <ul style="list-style-type: none">• Dedicated CERTIFIED FINANCIAL PLANNER™
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As you can see, depending on the service level selected ComposedPro may charge both a flat Subscription Fee as well as a Wrap Fee percentage applied to the Client's assets under management. All fees described above are negotiable. The Wrap Fee includes portfolio management, trading commissions, and custody services. There shall be four "Wrap Fee Periods" throughout the year, approximately coinciding with the calendar quarter. Wrap Fees are calculated based on the average portfolio value of all Assets of Client's AUM Accounts as of the close of each calendar day.

Clients in the Basic service level are charged only a Subscription Fee. This fee is paid in advance via credit card or debit card. Clients signing up for the Basic service will remain Clients until termination occurs as defined by the Advisory Agreement. Clients may terminate their account at any time according to the Advisory Agreement.

Moderate and Advanced Clients are charged both a Subscription Fee and a Wrap Fee. Moderate and Advanced Clients are required to establish accounts at a Qualified Custodian chosen by ComposedPro. The Qualified Custodian currently required is TD Ameritrade ("the Broker"). Moderate and Advanced Clients grant limited

authority to ComposedPro to deduct the fees charged from his or her account. In the event there is not a sufficient balance of cash in the account available to pay such fees, securities will be sold in an amount to cover the deficiency.

ComposedPro may reduce its advisory fees for promotional purposes which may lead to reduced fees to new Clients. The Company may also reduce fees for new and existing Clients for referrals (See Item 14). Fee reductions may also be reduced for current and prior personnel, which includes both employees and consultants.

The bundled services provided by ComposedPro may be higher or lower than the Client might incur by purchasing the services separately. In order to determine the value of unbundled versus bundled services, the Client should consider the aforementioned bundled advisory fees of ComposedPro versus:

- 1) The fees charged by other Investment Advisors who do not bundle services,
- 2) The trading activity in the Clients account and the trading commissions that may be incurred as a result, and
- 3) The custody services that may be charged on the account.

Other Fees and Expenses

Subscription Fees and Wrap Fees payable to the ComposedPro do not include all the fees a Client will pay when securities are recommended, sold, purchased, or held on his or her behalf. The following list of fees or expenses are what a Client can expect to pay directly to third parties, whether a security is being recommended, purchased, sold or held in the Client's accounts. ComposedPro, Inc. does not receive, directly or indirectly, any of these fees charged to the Client. These fees include the fees embedded in the Products purchased on Client's behalf or recommended to the Client, commissions for the purchase or sale of Products at third-party broker-dealers or custodians within AUA Financial Accounts, other fees charged directly by third-party broker-dealers or custodians within AUA Financial Accounts, or other fees charged directly by TDA within AUM Financial Accounts, wire transfer fees, ACH or other processing fees, or costs associated with exchanging currencies. ComposedPro does not earn or receive such fees embedded in the Products or on the fees charged directly by TDA or other third party broker-dealers or custodians.

Item 6 - Performance Based Fees and Side by Side Management

The Company does not charge performance based fees or participate in side by side management. Client fees are based on a flat subscription fee as well as a percentage fee applied to the Client's assets under management.

Item 7 – Account Requirements and Types of Clients

ComposedPro performs services for Individuals and High Net Worth Individuals. The Company has no minimum account size.

Clients at the Basic service level may maintain accounts at the broker-dealers and custodians of their choice. Moderate and Advance Clients must open an account with or transfer an account to the firm's Qualified Custodian in order to receive the services.

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

ComposedPro believes a diversified portfolio that considers a Client's risk tolerance and time horizon is paramount when investing for a particular financial goal. It primarily uses ETFs and mutual funds when determining each Clients

unique recommendations. ComposedPro selects the ETFs and mutual funds used in its investment strategies by placing a premium on low investment fees and a high correlation to an investment's allocation benchmark.

The Company first analyzes the limited options available in a Client's ESRA accounts and selects only those options that satisfy certain pre-defined criteria. We then make appropriate recommendations considering an investment's tax efficiency.

Next we consider a Client's Individual accounts and any constraints that the Client may have, such as high unrealized gains, short term gains, or a Client's desire to hold onto a particular investment. We then make appropriate recommendations considering an investment's tax efficiency.

Investing in securities involves a risk of loss that all Clients should be prepared to bear. The Company does not guarantee the results of any recommendations provided. The investments in Client accounts are subject to various market, currency, economic, political and business risks. Significant losses can occur by investing in any security, or by following any strategy, including those recommended or applied by ComposedPro.

Item 9 - Disciplinary Information

Registered Investment Advisors are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of us or the integrity of our management. The Company has no disciplinary events to disclose about itself or any of its investment advisor representatives.

Item 10 - Other Financial Industry Activities

ComposedPro is an independent investment advisor, and has no affiliations with any other financial institutions. Matt Schwegman is also an Investment Advisor Representative of Composed Financial Management, PLLC, a separate Investment Advisor registered with the State of Texas.

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

ComposedPro, Inc. has developed its own Code of Ethics designed to comply with Rule 204A-1 of the Investment Advisers Act of 1940. The Code of Ethics describes the level of integrity, trust, business conduct, and fiduciary duty that each Client deserves and should expect. Client confidentiality is an important standard within the Firm's business conduct. The Company believes that it is in its best interests to act in the Client's best interest every day. The long term gains in building a trusting relationship with each Client far outweigh the short term profits that could be obtained in failing to act in the Client's best interests. The Code of Ethics includes provisions relating to the confidentiality of Client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. The Code of Ethics also documents the records kept surrounding the securities the Company or related persons invest in which are also recommended or obtained for Clients. All supervised persons must acknowledge the terms of the Code of Ethics annually, or as amended. In order to obtain a copy of ComposedPro, Inc.'s Code of Ethics, please feel free to contact the Company at any time.

The Company does not purchase from or sell securities to Clients, either directly or indirectly. Neither the Company nor any related person acts as a general partner in a partnership in which it solicits Client investments. Neither the Company nor any related person acts as an investment advisor to an investment company that it recommends to Clients.

The Firm and its employees may invest in the securities that are recommended to Clients. There is no preferential treatment to any related person of the Company or any Client in the occurrence that a security is owned by all parties. There is no opportunity for “front running” or any other favorable treatment with respect to one account over another. Nevertheless, the firm does still adhere to its policies of integrity and fiduciary duty to its Clients as detailed in its Code of Ethics.

ComposedPro does not foresee a conflict of interest due to the liquidity and depth of the markets in which these securities trade. Clients should be aware that this potential conflict of interest exists.

Item 12 - Brokerage Practices

For Basic Clients, ComposedPro does not require a specific broker to provide the Advisory Services. Basic Clients are allowed to choose a broker based on factors unknown to ComposedPro. Investments chosen for held away non-ESRA accounts are selected based on investment costs and ComposedPro selects ETFs by focusing on low investment fees and a high correlation to an investment’s allocation benchmark. Basic Clients should be aware they may be charged commissions by their selected Broker, and should consider the impact of any broker-imposed commissions on their account.

For Moderate and Advanced Clients, the Broker utilized by ComposedPro was selected based on a number of factors, including order execution quality, technology, and the wide range of commission-free ETFs available.

Please see below for further discussion about each of these factors.

- **Order execution quality** – TD Ameritrade uses advanced routing technology. Please see current statistics on TD Ameritrade’s website in regards to the:
 - ✓ **Percentage of orders improved** - executed market orders receiving price(s) better than the National Best Bid/Offer (NBBO) at the time of routing, divided by the total number of orders executed.
 - ✓ **Execution speed** - the average time it took market orders to be executed, measured from the time orders were routed by TD Ameritrade to the time they were executed.
 - ✓ **Liquidity multiple** – the average size of order execution at or better than the NBBO at the time of order routing, divided by average quoted size.
 - ✓ **Net improvement per order** - the net price improvement per share in the order size range comprising the vast majority of our clients’ market orders (1-1,999), multiplied by 100 shares.
- **Technology** – TD Ameritrade Institutional has a robust platform supporting investment advisors. For more information about how TD Ameritrade’s platform supports investment advisers, please visit the TD Ameritrade Institutional website.

- **Commission-free ETFs** – at the time of this brochure, over 300 commission-free ETFs were available. For Moderate and Advanced Clients, this factor may create a conflict of interest. Since ComposedPro bears the commission through its Wrap Fee Program, it may be incentivized to select a broker that results in the lowest costs to the Company. ComposedPro limits this conflict by selecting ETFs that have expense ratios within 0.01% of other ETFs within the same asset category. If a commission-free ETF has an expense ratio that is more than 0.01% higher than a similar ETF within the same asset category, ComposedPro will not select the commission-free option, and instead will bear the cost of the commission.

For Moderate and Advance Clients in accounts over which ComposedPro has discretionary authority, the Company places aggregated orders involving multiple accounts trading in the same securities. In conducting these transactions no Client is favored over any other Client and each Client that participates in an aggregated transaction will participate at the average share price for transactions in the aggregated order. There are never any separate fees for any trade execution or custody service for Moderate and Advance Clients in accounts over which ComposedPro has discretionary authority.

Advisor participates in the TD Ameritrade Institutional program. TD Ameritrade Institutional is a division of TD Ameritrade, Inc. ("TD Ameritrade") member FINRA/SIPC. TD Ameritrade is an independent and unaffiliated SEC-registered broker-dealer. TD Ameritrade offers to independent investment Advisors, services which include custody of securities, trade execution, clearance, and settlement of transactions. Advisor receives benefits from TD Ameritrade through its participation in the program. (Please see the disclosure under Item 14 below.)

Item 13 - Review of Accounts

Clients in the Trial and Basic levels of service are not continuously monitored, and are not included within the Company's assets under management calculations.

The review of accounts only applies to those Clients in the Moderate and Advance service levels, and only for those accounts over which the Company has discretionary authority. The remaining discussion in this Review of Accounts section applies only to such accounts. These accounts are monitored by the Company's portfolio management software on a continual basis. Exception reporting is monitored by a member of the Investment Committee. Accounts are assigned a unique asset allocation profile and are monitored for deviations from that profile. A deviation may trigger a rebalance if certain criteria are met. ComposedPro allows a Client to access his or her account information online via the Client Portal which can be accessed by logging into the Company website. Additionally, Clients receive detailed statements at least quarterly from the Qualified Custodian. Clients are urged to verify information provided by ComposedPro with statements prepared by the Qualified Custodian.

Item 14 - Client Referrals and Other Compensation

ComposedPro does not receive any economic benefits from anyone who is not a Client for providing investment advice or other advisory services to the Company's Clients.

ComposedPro offers compensation to current clients, affiliate marketers, solicitors, and other strategic partners who recommend ComposedPro and refer new Clients. New Clients are advised of such compensation prior to opening an account. ComposedPro supervises the referral activities of current customers, affiliate marketers (including "bloggers"), solicitors, and other strategic partners. Clients are not charged any fee nor do they incur any additional

costs for being referred to ComposedPro by a current client, affiliate marketer, solicitor, or other strategic partner. In addition, ComposedPro personnel are eligible for variable compensation based on the firm's growth. This compensation is based on firm-wide targets, individual targets, or both.

Advisor participates in TD Ameritrade's institutional customer program and Advisor may recommend TD Ameritrade to Clients for custody and brokerage services. There is no direct link between Advisor's participation in the program and the investment advice it gives to its Clients, although Advisor receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate Client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving Advisor participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to Client accounts); the ability to have advisory fees deducted directly from Client accounts; access to an electronic communications network for Client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and compliance, marketing, research, technology, and practice management products or services provided to Advisor by third party vendors without cost or at a discount. TD Ameritrade may also have paid for business consulting and professional services received by Advisor's related persons. Some of the products and services made available by TD Ameritrade through the program may benefit Advisor but may not benefit its Client accounts. These products or services may assist Advisor in managing and administering Client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help Advisor manage and further develop its business enterprise. The benefits received by Advisor or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to Clients, Advisor endeavors at all times to put the interests of its Clients first. Clients should be aware, however, that the receipt of economic benefits by Advisor or its related persons in and of itself creates a potential conflict of interest and may indirectly influence the Advisor's choice of TD Ameritrade for custody and brokerage services.

Item 15 – Custody

ComposedPro does not maintain custody of Client assets. Those accounts which are managed on a discretionary basis are held by the Qualified Custodian. The Qualified Custodian sends statements at least quarterly to Clients. Clients should carefully review all statements provided by any of their custodians. Non-discretionary accounts are held at the preferred custodians of each Client.

Item 16 – Investment Discretion

Clients in the Moderate and Advance service levels must grant discretionary authority to ComposedPro on those accounts it wants the Company to manage. This allows ComposedPro to select the identity and amount of securities to be bought or sold. This information is described in the Advisory Agreement signed by the Client with ComposedPro which contains a limited power of attorney which gives the Company a limited scope of authority to act on the Client's behalf in regards to the discretionary accounts.

Item 17 - Voting Client Securities

ComposedPro does not have any authority to and do not vote proxies on behalf of its Clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in your portfolios. Clients will receive proxies from their applicable custodians.

Item 18 - Financial Information

ComposedPro has discretionary authority over certain Client funds, and is thus required to disclose any financial condition that is reasonably likely to impair its ability to meet contractual commitments to Clients. The Company is not subject to any financial condition that is reasonably likely to impair its ability to meet contractual commitments to Clients. The Company has not been subject to any bankruptcy proceedings.

Appendix I – Brochure Supplement- Matt Schwegman, CFP®, CPA

Educational and Business Backgrounds:

Matt Schwegman (CRD# 5967562, Born: 1983)
Chief Executive Officer

Business Background (Five Preceding Years)

Composed Financial Management, PLLC, June 2011 to Present
Managing Member and Investment Advisor Representative

Education

Texas A&M University, May 2006
B.B.A., Accounting
M.S., Finance

Certifications

CERTIFIED FINANCIAL PLANNER™, Certified June 2016
Certified Public Accountant ("CPA"), Certified in State of Texas January 2008

Additional Information

Mr. Schwegman has no disciplinary information to disclose.

He is also the sole managing member and investment advisor representative of Composed Financial Management, PLLC, an Investment Advisor registered in the state of Texas. Matt performs more traditional advisory services to Clients through this investment advisor. Mr. Schwegman spends 750 hours per year in this capacity. Composed Financial Management, PLLC has no relationship with ComposedPro, Inc. other than the ownership interests of Mr. Schwegman.

Mr. Schwegman is also the sole managing member of Matt Schwegman, CPA PLLC. He performs accounting and tax preparation services through this entity. Mr. Schwegman spends roughly 750 hours per year in this capacity. Matt Schwegman, CPA PLLC has no relationship with ComposedPro, Inc. other than the ownership interests of Mr. Schwegman.

Supervision

Mr. Schwegman is supervised by the Chief Compliance Officer, in accordance with the Company's Policies and Procedures Manual.