

ADV Part 2A Appendix 1: Wrap Fee Program Brochure

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This Wrap Fee Program Brochure (the “Brochure”) provides information about the qualifications and business practices of IQvestment, LLC (“IQvestment” or the “Adviser”). If you have any questions about the content of this Brochure, please call the toll-free number listed above. The information herein has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about IQvestment is available on the SEC’s website at www.adviserinfo.sec.gov. One’s status as a “registered investment adviser” does not imply a certain level of skill or training.

Item 2 – Material Changes

A summary of any material changes to this and subsequent Brochures will be made available to you within 120 days of the close of our business' fiscal year. We may also provide you with additional updates or other disclosure information at other times during the year in the event of any material changes to our business.

This Wrap Fee Program Brochure updates IQvestment's previously filed Wrap Fee Program Brochure, dated January 4, 2019. Material changes are as follows:

Item 6 has been updated to reflect that, as of January 15, 2019, the principal owners of IQvestment are PLG Consulting, LLC and Robert Bogart, each of whom, directly or indirectly, own and/or control 25% or more of an equity interest in IQvestment.

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Item 4 – Services, Fees, and Compensation

A. Advisory Services

Unsolicited Clients:

The Adviser will charge a flat subscription fee of \$9.95 per month in arrears on each account (the “Flat Program Fee”). This Flat Program Fee will only be offered to clients who sign up for Investment Advisory Services via the IQvestment Website on their own accord and were not referred to IQvestment by a Solicitor as defined in Item 9.E (“Unsolicited Clients”). The Adviser is the sole sponsor of this IQvestment wrap fee program (the “Program”). Depending on the amount invested, this Flat Program fee may represent a high or low percentage of the overall account value. For example, an account investing an average of \$1,000 over a 12- month period would pay \$120 (rounded) for the year or 12%; whereas an account investing an average of \$10,000 over the same 12-month period would pay 1.2%. A Flat Program fee of over 2% is generally higher than the fees charged by the investment advisory industry. Other advisers could provide the same or similar services while charging a lower effective fee rate.

Solicited Clients:

The Adviser also has partnerships in place whereby an asset based subscription fee (the “Asset Based Program Fee”) is charged. Such partnerships are structured as solicitor agreements and are conducted in accordance with Rule 206(4)-3. See Item 9 E. for additional information. This Asset Based Program Fee will only be offered to clients who sign up for Investment Advisory Services after being referred to IQvestment by a Solicitor as defined in Item 9.E (“Solicited Clients”). The Asset Based Program Fee for new clients is a cumulative annual fee (billed monthly in arrears) equal to three-fourth of one percent (.75%) of the assets of client under management. For clients paying the Asset Based Program Fee with account assets valued at \$15,920 or less, the Asset Based Program Fee will not exceed the Flat Program Fee; the differential amount by which the fee would be less than the Flat Program Fee can be calculated by subtracting the client’s assets under management from \$15,920 and multiplying the result by .0075. Accordingly, for clients paying the Asset Based Program Fee with account assets valued at greater than \$15,920, the Asset Based Program Fee will exceed the Flat Program Fee; the differential can be calculated by subtracting \$15,920 from the amount of client’s assets under management and multiplying the result by .0075.

Any fees charged to an account will lower the performance returns. If a client opens and/or funds an account with the Adviser on a date other than the first day of the month, then a prorated fee will be charged for that month with respect to such contribution based on the number of days remaining in that month. If a client terminates their account or otherwise withdraws funds from such account on any date other than the last day of the month, then a prorated fee will be charged based on the number of days in the month that the funds remained in the account prior to the withdrawal.

IQvestment will automatically debit fees from the assets in a client’s account on a monthly basis, beginning on the first day of the month following the month clients first invest with IQvestment, and may sell account assets if necessary, to cover accrued but unpaid fees. Clients may terminate the Advisory Agreement at any time by providing written notice to IQvestment.

B. Fee Comparison

IQvestment, not the client, is responsible for paying monthly clearing fees to the custodian (e.g., Apex Clearing Corporation (“Apex”) or DriveWealth). Because the number of transactions made in a client’s account will vary based on the individual investor’s profile, the Program comes with an additional risk that clients may pay more than what a client would have been charged had these services been purchased separately. Specifically, a wrap fee program may not be in the best interest of a client with low trading volumes as compared to a non-wrap fee account or brokerage account where the client would otherwise pay trading costs as incurred but a lower fee in a non-wrap account or no advisory fee in a brokerage account.

C. Additional Fees

In certain circumstances disclosed in the Advisory Agreement (defined below), IQvestment reserves the right to charge a client for special requests or other non-customary services.

D. Additional Compensation

IQvestment has no arrangements in place whereby persons recommending the Program are entitled to receive additional compensation as a result of clients’ participation in the Program.

Item 5 – Account Requirements and Types of Clients

IQvestment currently only offers advisory services to clients who are U.S. residents and individuals maintaining a checking account with a U.S. bank. IQvestment generally requires a minimum balance of at least \$1,000 upon account opening to utilize IQvestment’s digital services.

All client accounts are opened and maintained according to an advisory agreement between the client and IQvestment (each an “Advisory Agreement”).

IQvestment currently offers individual and joint accounts.

IQvestment does not currently allow qualified retirement accounts.

Item 6 – Portfolio Manager Selection and Evaluation

A. Advisory Business

IQvestment is the sole program sponsor and portfolio manager of the Program.

IQvestment is a limited liability company formed under the laws of Massachusetts.

Effective January 15, 2019, the principal owners of IQvestment are PLG Consulting, LLC and Robert Bogart, each of whom, directly or indirectly, own and/or control 25% or more of an equity interest in IQvestment.

IQvestment offers to provide investment advice exclusively through a web-based client interface. IQvestment employs a risk tolerance-based online questionnaire to score clients based on their risk appetite and will select and recommend portfolios based on their risk score.

Non-proprietary models are created by Fusion Analytics Software Development Partners LLC, doing business as (“dba”) FusionIQ, a third-party data company.

With the exception of one advisory account held by one of the firm’s principals, IQvestment offers investment advisory services exclusively over the internet.

IQvestment manages client assets on a discretionary basis. As of December 27, 2018, IQvestment managed approximately \$63,000 in client assets (amount includes approximately \$12,000 in proprietary accounts).

Unsolicited Clients:

IQvestment advises unsolicited clients generally through algorithmic models created by FusionIQ that permit allocation of client investments into Adaptive Dynamic Portfolios (“ADPs”). These ADPs will include a variety of products such as equities and/or fixed income exchange traded funds (“ETFs”). Portfolios are generally rebalanced on a quarterly basis.

The underlying data used to create and rebalance equity portfolios via the non-proprietary algorithmic models is generated through a licensing agreement with FusionIQ. FusionIQ does not manage client assets.

Solicited Clients:

IQvestment advises solicited clients exclusively through non-algorithmic model portfolios (“Model Portfolios”). These Model Portfolios will only include ETFs that will vary based upon customer risk appetite ascertained by the risk tolerance-based online questionnaire described above. The ETFs included in the Model Portfolios will be selected for inclusion by the investment committee of IQvestment. Portfolios are generally rebalanced on a quarterly basis.

B. Performance Based Fees and Side-By-Side Management

IQvestment does not charge Performance Based Fees.

C. Methods of Analysis and Investment Strategies

Unsolicited Clients:

As noted above, IQvestment’s ADPs, available only to Unsolicited Clients, are generated from non-proprietary data (described in more detail below). Non-proprietary data for equity ADPs is derived from a third party, FusionIQ, whose proprietary four-dimensional scoring model includes, but is not limited to, valuation, balance sheet strength, improving financials, price momentum, sentiment, and a broad range of technical factors. The model factors used in the Master Scoring algorithm for equity ADPs are categorized into four descriptive dimensions: Fundamental, Technical, Momentum and Sentiment. Each dimension is given a score of 0 to 100 based on the performance of the underlying factors used within the model, and those scores are combined to yield an overall score for each security. IQvestment’s portfolio creation rules then designate the securities to be included in each equity ADP by selecting the 20 highest-scored securities from a larger, algorithmically- generated universe of securities that meet certain criteria, and assigning an overall Master Score to the ADP itself. Changes to the Master Scores for each security may be triggered by improving or deteriorating factors within the Master Scoring algorithm, and may

result in changes to the securities to be included in each equity ADP for future purchases or rebalancing.

Solicited Clients:

Solicited clients are eligible for the Model Portfolios as described above. All ETFs selected for inclusion in the Model Portfolios, are selected by the Adviser based on a variety of factors as assessed by the Investment Committee. Such factors include, but are not limited to, ETF expense ratios, trading liquidity, diversification and number of holdings, holdings concentration levels and investment objectives.

D. Risk of Loss

Client investments are not FDIC-Insured. There is no bank guarantee and any investment is subject to risk, including the risk a client may lose their entire investment. IQvestment is an SEC Registered Investment Adviser. Investing in securities involves risks, and there is always the potential of losing money when a client invests in securities. Before investing, clients should consider their investment objectives and IQvestment charges and expenses. Past performance does not guarantee future results, and the likelihood of investment outcomes is hypothetical in nature.

Actual returns can vary greatly and are dependent on personal circumstances and market conditions. This is not an offer, solicitation of an offer, or advice to buy or sell securities in jurisdictions where IQvestment is not registered. Investing in securities involves a risk of loss that clients should be prepared to bear.

E. Company Risk

When investing in securities, there is always a certain level of company or industry specific risk that is inherent in each company or issuer. For example, there is the risk that a company will perform poorly or have its value reduced based on factors specific to the company or its industry. This is also referred to as unsystematic risk and can be reduced or mitigated through diversification.

F. Financial Risk

Excessive borrowing to finance a business operation increases profitability risk because a 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 declining market value.

G. Inflation Risk

When any type of inflation is present, a dollar today will buy more than a dollar next year because purchasing power is eroding at the rate of inflation.

H. Management Risk

An investment with a firm varies with the success and failure of its investment strategies, research, analysis and determination of its portfolio. If an investment strategy were not to

produce expected returns, the value of the investment would decrease.

I. Market Risk

When the stock market as a whole or an industry as a whole falls in value, it can cause the prices of individual stock prices to fall indiscriminately. This is also called systemic or systematic risk.

J. Passive Investing

A portfolio that employs a passive, “efficient markets” approach (generally representative of index investing) has the potential risk at times to generate lower-than-expected returns for the broader allocation than might be the case for a more narrowly focused asset class, and the return on each type of asset may deviate from the average return for the asset class.

K. Research Data

When research and analyses are based on commercially available software, rating services, general market and financial information, or due diligence reviews, a firm is relying on the accuracy and validity of the information or capabilities provided by selected vendors, rating services, market data, and the issuers themselves. Therefore, while IQvestment makes efforts to determine the accuracy of the information received, it cannot predict the outcome of events or actions taken or not taken, or the validity of all information researched or provided which may or may not affect the advice regarding or investment management of an account.

L. Use of Algorithms

IQvestment incorporates computer-based technology to make investment recommendations to Unsolicited Clients and in the portfolio management processes, primarily through the use of algorithms designed to optimize various elements of wealth management. Accounts are regularly monitored by advisory personnel to ensure the investments held correctly reflect the selected model portfolio. Clients should be aware that this type of portfolio management is based on a pre-set investment model that could rebalance their accounts and not take certain market conditions into consideration. Such trading may occur on a more frequent basis than clients might expect and may not address prolonged changes in market conditions. Clients should understand that changes to the algorithmic code could also have material effects on clients’ portfolio recommendations and investment management. In the event of extraordinary market conditions, IQvestment may halt trading or take other temporary measures meant to ensure clients’ financial protection.

M. Common Stock

Common stocks are susceptible to general stock market fluctuations and volatile increases or decreases in value as market confidence in and perceptions of the company who issued the stock change. When a client holds common stock, or common stock equivalents, of any given company, they will be exposed to greater risk than if they hold preferred stock and debt obligations of the company.

N. Cyber Security Breaches and Identity Theft

IQvestment information and technology systems may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes, and earthquakes.

Although IQvestment has implemented various measures to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, IQvestment may have to make a significant investment to fix or replace them. The failure of these systems and disaster recovery plans for any reason could cause significant interruptions in IQvestment operations and a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to clients. Such a failure could harm IQvestment reputation, subject it to legal claims, and otherwise affect our business and financial performance.

O. Voting Client Securities

IQvestment will not have proxy voting authority over clients' securities. Clients receive proxy materials directly from the custodians of their securities.

Item 7 – Client Information Provided to Portfolio Managers

All clients must provide information on their investment objectives, financial circumstances, risk tolerance and any restrictions they may wish to impose on investment activities. IQvestment will send an email on a semiannual basis to update your information and confirm if there have been any changes in your financial situation, investment objectives or instructions, and you agree to inform IQvestment in writing of any material change in your financial circumstances that might affect the manner in which your assets should be invested. IQvestment will act on any changes deemed to be material or appropriate as soon as practical after it becomes aware of the change.

Item 8 – Client Contact with Portfolio Managers

Clients will communicate with IQvestment exclusively through the online digital platform; investment advice is only provided through IQvestment's online digital platform. Clients may, and are encouraged to, update their online profile at any time. Clients should consider revisiting previously entered data to update their information if a material event has occurred so that IQvestment can review and potentially adjust the client's portfolio via its systems.

Item 9 – Additional Information

A. Disciplinary Information

In February 2015, certain clients filed a civil complaint with the Supreme Court of the State of New York, County of New York, against Mr. Kevin Lane; Fusion Analytics Holdings, LLC, an entity in which Mr. Lane has an ownership interest ("Fusion Holdings"); Fusion Analytics Investment Partners LLC, an SEC registered investment adviser owned by Fusion Holdings; and four other individuals. The civil complaint was in connection with certain loans made by the clients to Fusion Analytics Investment Partners LLC. The parties agreed to a settlement

pursuant to which a monetary judgment in the amount of \$565,225.00 was entered against Mr. Lane, Fusion Analytics Investment Partners LLC, and a business associate. The judgment has not yet been satisfied.

B. Other Financial Industry Activities and Affiliation

Mr. David J. Morton, a principal owner of IQvestment, is an owner of Emerald Fund of Funds, LLC (“Emerald”). Emerald participates in net revenue from, and has certain financial responsibilities to, Crow Point Partners, LLC (“Crow Point”), an SEC registered investment adviser. Crow Point manages EAS Crow Point Alternatives Fund, a registered investment company (the “EAS Fund”), which is open to certain investors, including, potentially, clients of IQvestment. However, the EAS Fund is not offered through IQvestment. Emerald has no operational role with the EAS Fund or the distribution of the EAS Fund or with Crow Point. Mr. Morton is an owner of Vineyard Group LLC, a business management consulting firm that receives an economic benefit from Katama Capital Fund, LP, a hedge fund managed by Copeland Capital Management, LLC. Katama Capital Fund, LP is not offered through IQvestment. Mr. Morton is an owner of Oliver Investments LLC, a Massachusetts registered investment adviser. Mr. Morton is an owner of Hyde Park Consulting LLC, a business consulting firm. As a result, Mr. Morton indirectly receives, through his ownership of Hyde Park Consulting, a portion of Hyde Park’s net profit, if any. Mr. Morton is an owner of Morton Fusion LLC, an investor in FusionIQ. As a result, Mr. Morton indirectly receives, through his ownership of FusionIQ, a portion of FusionIQ’s net profit, if any. From time to time, Mr. Morton receives additional economic benefits from FusionIQ. IQvestment has no operational role with FusionIQ. FusionIQ, however, receives an economic benefit from IQvestment in the form of a technology fee. Mr. Morton also has an ownership interest in Behavioral Analytics LLC, doing business as INgageHub, which provides functionality to IQvestment Advisers and receives an economic benefit from IQvestment Advisers in the form of a technology fee. Through his ownership of INgageHub, Mr. Morton receives a portion of INgageHub’s net profit, if any. From time to time, Mr. Morton receives additional economic benefits from his ownership of INgageHub. IQvestment also receives compensation from clients in the form of an investment management fee, which is described in the Advisory Agreement. Mr. Morton is a consultant for Morton Wealth Advisors, an SEC registered investment adviser that provides financial planning services to individuals, pensions/profit sharing plans, trusts, estates, and charitable organizations.

Mr. Kevin P. Lane has an ownership interest in Fusion Holdings, which owns Fusion Analytics Securities, LLC and Fusion Analytics Investment Partners LLC. Mr. Lane is also an owner of FusionIQ. Mr. Lane also will receive, through his ownership of the above entities, a portion of their net profit, if any. Mr. Lane, from time to time, may receive additional economic benefits from FusionIQ. IQvestment has no operational role with FusionIQ. However, FusionIQ receives an economic benefit from IQvestment in the form of a technology fee. IQvestment also receives compensation from clients in the form of an investment management fee, which is described in the Advisory Agreement.

Mr. Bogart, a principal owner of IQvestment as of December 31, 2018, is also an investor in FusionIQ. As a result, Mr. Bogart indirectly receives, through his ownership of FusionIQ, a portion of FusionIQ’s net profit, if any. From time to time, Mr. Bogart may receive additional economic benefits from FusionIQ. IQvestment has no operational role with FusionIQ. FusionIQ, however, receives an economic benefit from IQvestment in the form of a technology fee.

IQvestment also receives compensation from clients in the form of an investment management fee, which is described in the Advisory Agreement. Mr. Bogart is an Independent Review Committee Board Member for YTM Capital in Yorkville, Ontario and receives an economic benefit from YTM.

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

IQvestment has adopted a Code of Ethics (the “Code”), which is designed to meet the requirements of Rule 204A-1 of the Investment Advisers Act of 1940 (the “Advisers Act”). The Code applies to all of IQvestment’s employees and sets forth a standard of business conduct that takes into account IQvestment’s status as a fiduciary. The Code describes IQvestment’s fiduciary duties and responsibilities to its clients, requires that IQvestment’s employees act in the best interests of clients to the exclusion of contrary interests, act in good faith and an ethical manner, avoid conflicts of interest with clients to the extent reasonably possible, and identify and manage conflicts of interest to the extent that they arise. IQvestment’s employees are also required to comply with applicable provisions of the federal securities laws and make prompt reports to IQvestment or another appropriate party of any actual or suspected violations of such laws or the Code by IQvestment or its employees. The Code also contains IQvestment’s insider trading policies and procedures, which are designed to prevent the misuse of material non-public information by IQvestment and its employees. Also, IQvestment’s employees must provide IQvestment’s Chief Compliance Officer with reporting as to their personal accounts and securities transactions. All of IQvestment’s employees are provided with a copy of the Code and are required to acknowledge receipt of the Code on at least an annual basis. From time to time IQvestment may recommend that one or more clients acquire or sell an investment in which a IQvestment employee has a pre-existing direct or indirect interest. A potential conflict of interest could arise in that IQvestment or the interested employee could benefit from such a purchase or sale of the applicable investment by such Fund(s). However, the Code is designed to identify and manage conflicts of interest to the extent they arise in connection with such transactions and to ensure that IQvestment fulfills its role as a fiduciary to its clients. IQvestment related persons’ capacities as owners of FusionIQ creates a potential conflict in that Messrs Morton, Lane, and Bogart have an incentive to invest client accounts in non-proprietary algorithmic models provided by FusionIQ. IQvestment manages this potential conflict through regular monitoring of the client accounts to ensure consistency with client objectives and disclosures. IQvestment related person’s capacities as owner of INgageHub creates a potential conflict in that Messr Morton has an incentive to invest client accounts in non-proprietary algorithmic models provided by INgageHub. IQvestment manages this potential conflict through regular monitoring of the client accounts to ensure consistency with client objectives and disclosures. IQvestment employees are permitted to make securities transactions in their personal accounts but are prohibited from trading in securities within seven days before or after IQvestment trades the securities in any client account. Personal securities trading by IQvestment employees presents potential conflicts in that an employee could make improper use of information regarding a client’s holdings or future transactions. IQvestment addresses this potential conflict by adhering to the policies set forth in the Code and elsewhere in its compliance manual, including those described below. Employees must receive pre-clearance prior to any securities transaction in private placements and initial public offerings. IQvestment monitors adherence to the personal trading policy by regularly reviewing the activity in employee trading accounts.

D. Review of Accounts

IQvestment's advice is rendered through our online digital platform and is designed to be operated by the user (client) themselves. Clients have unlimited access to review their account, portfolio allocation, employ systems' functionality and provide updates as necessary. Clients should consider revisiting previously entered data to update their information if a material event has occurred so that IQvestment can review and potentially adjust the client's portfolio via its systems.

E. Client Referrals from Solicitors

IQvestment compensates certain independent third party solicitors (the "solicitors") whereby a fee is paid quarterly based on a percentage of the investment advisory fee paid by clients introduced by the solicitors. IQvestment is aware of the special considerations promulgated under Section 206(4)-3 of the Investment Advisers Act of 1940 and similar state regulations. The solicitation fee is paid pursuant to a written agreement retained by both the investment adviser and the solicitors and required disclosures are provided to the introduced client prior to or at the time of entering into any advisory contract. The solicitors refer clients to IQvestment to receive investment services and are compensated for such referrals. IQvestment may in the future enter into additional solicitation agreements under which it compensates persons for client referrals in accordance with Rule 206(4)-3.

F. Financial Information

Registered investment advisers are required in this section to provide clients with certain financial information or disclosures about their financial condition. IQvestment has no financial commitments that impair its ability to meet contractual and fiduciary commitments to clients and has never been the subject of a bankruptcy proceeding.