



E V E R S P I R E

Client Brochure

(Form ADV Part 2A)

June 19, 2019

This brochure provides information about Everspire's qualifications and business practices. If you have questions about the brochure, please contact us at hello@everspire.com.

The information in this brochure has not been approved or verified by the SEC or any state securities authority. Registration does not imply a certain level of skill or training. Provision of this brochure does not relieve Everspire of any other disclosure obligations the firm may have under federal or state law. Additional information about Everspire is available by searching the SEC's website at www.adviserinfo.sec.gov by firm name or CRD number (#222515).

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This Item summarizes material changes to Everspire's brochure since the previous update (10/17/2018). Clients receive a summary of changes within 120 days of year-end and whenever the firm's practices change materially. Everspire's most recent brochure may be requested at any time by contacting Roy Jones at 801-545-8706 or hello@everspire.com.

Service Name Change (Item 4): Item 4 has been updated so that the service that was called "Unified Portfolio Management (Investment Management)" is now called "Investment Management and Unified Managed Accounts." The service and its fees have not changed, but the new name clarifies the nature of the service. The description of the service has also been modified to add greater clarity.

Everspire Direct Updates (Item 4): Everspire's "Everspire Direct" Service is now offered through Charles Schwab's Institutional Intelligent Portfolios platform instead of through TD Ameritrade. Item 4 has been revised to reflect this change.

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About Everspire

Everspire was founded on October 25, 2005 by owners Roy Jones and Joshua Jones. Initially formed as Aegis Wealth Group, the firm has been known under the DBA Everspire since late 2016. Everspire is organized as a Limited Liability Company in the state of Utah.

Everspire manages \$120,160,567 in discretionary accounts and \$42,825,500 in non-discretionary accounts as of June 2019.

Everspire provides three core services to meet individual client retirement needs:

- 1. Financial Planning**
- 2. Financial Plan Implementation** (Wealth Management / Dedicated Advisor)
- 3. Investment Management and Unified Managed Accounts (UMA)**

Financial Planning

Everspire works with clients to develop and maintain a thorough Financial Plan intended to evaluate clients' individual needs and objectives and establish metrics for assessing progress. The plan is prepared by gathering data from across each client's entire financial spectrum; determining future needs, risk tolerance, and investing knowledge; and applying reasonable assumptions about future economic conditions (inflation, expected return, etc.). A risk score is agreed upon with the client that balances risk with reward in a way that increases the client's probability of success in achieving their goals. Our planning software continuously updates these assumptions and the advisor communicates with the client to adjust the plan in response to changing needs and evolving economic conditions. The accuracy of the plan depends on information supplied by the client during and after Everspire's initial information gathering process.

The financial planning service includes data aggregation tools that allow clients to connect and view many financial accounts (including insurance policies, retirement plans, bank accounts, investment accounts, credit cards and rewards programs) in one place. This data is updated and aggregated daily or monthly and provides the financial advisor additional insight.

Financial plan information and reporting capabilities are available for clients online by requesting a unique URL from Everspire. Clients who engage Everspire for financial planning services have ready ongoing access to their financial plan and to Everspire's planning technology for ongoing guidance and evaluation of progress towards their financial goals.

Financial Plan Implementation (Wealth Management / Dedicated Advisor)

Everspire's Wealth Management / Dedicated Advisor service is the ongoing process of plan implementation. The dedicated advisor will work with the client to analyze current investments, determine investment objectives and risk tolerance, and gather other relevant information about the client's investment situation and objectives. The advisor will use this suitability information to research investment options and then develop, propose, and implement a customized investment strategy for the client. The advisor will then monitor investments on an ongoing basis and provide periodic reporting and updates. The advisor will be available to the client for consultation and advice and will meet with the client annually for a comprehensive wealth management review.

As part of this investment management service, advisors often perform a wide range of tasks: they help clients complete paperwork, research solutions, add discipline, increase entrepreneurship, improve processes, think creatively, add skill, and bring other attributes needed to properly execute a financial plan. Advisors often coordinate and monitor progress with legal, accounting, tax, and other outside professionals; refer clients to needed services; remind clients of tasks and goals; provide debt management guidance; work to make the most of qualified plans; keep clients informed of opportunities and areas of concern; and act in many other areas to improve the probability of positive outcomes.

Investment Management and Unified Managed Accounts (UMA)

Everspire clients have access to Everspire Portfolios, a next-generation unified managed accounts investment program designed to implement the full range of investment objectives recommended by Everspire advisors.

Client portfolios are constructed using more than 20 securities models developed and maintained by Everspire. In combination, these models can be fine-tuned to correspond to client portfolio goals, risk tolerance, and to minimize taxation and maximize liquidity, all with the objective of increasing clients' probability of success.

Core approaches include the Retirement Cash Reserve Series, the Protected Purchasing Power Income Series, and the Targeted Risk Score Series.

In order to implement Everspire Portfolios, clients are required to grant Everspire discretionary trading authority to buy and sell publicly traded investments on behalf of the client in order to implement the investment model and risk score agreed upon with their advisor (see Item 16). In their agreements executed with the qualified custodian, the client authorizes the custodian to follow Everspire's instructions concerning trading and other investment activity in the account on behalf of the client. Clients may impose reasonable restrictions on the management of their Account.

In addition to Investment Management, which is provided to all client accounts, Everspire also provides Unified Managed Account services (UMA) to accounts over \$100,000 and clients with multiple accounts. UMA services involve placing investments with different risk profiles in tax-appropriate accounts, managing cash across multiple accounts (“bucket” strategy), and rebalancing across multiple accounts.

Wrap Fee Program

Everspire sponsors a Wrap Fee Program. Clients in the Wrap Fee program do not pay transaction expenses for accounts that are enrolled in the program, resulting in a lower overall cost for the client. The management of wrap fee account investments is identical to other accounts. See separate brochure for wrap fee program details.

Everspire Direct

Everspire Direct is a simplified investment management service available to clients with small accounts who are just starting out in investing. These accounts may receive only Investment Management services (described above) if the client prefers. They may also elect to engage Everspire for Financial Planning or a dedicated financial advisor as well (as described above). The service is generally open to clients who have only a single account or a very simple set of accounts and where the account value is less than \$100,000. Clients are allowed to participate in Everspire Direct at Everspire’s discretion. The program is offered through Charles Schwab’s Institutional Intelligent Portfolios™, platform.

Everspire provides portfolio management services for some of its clients through a service line branded as Everspire Direct. Everspire Direct is registered as a DBA (doing business as) for Everspire.

Everspire Direct uses Institutional Intelligent Portfolios™, an automated, online investment management platform for use by independent investment advisors and sponsored by Schwab Wealth Investment Advisory, Inc (“SWIA”). Schwab is a FINRA member broker dealer.

Everspire Direct uses an online questionnaire to determine the client's investment objectives and investor risk profile to select an appropriate investment strategy and portfolio.

Everspire Direct allocates the client's assets to a model portfolio based on the overall risk profile of the client. The model portfolios recommended by Everspire Direct primarily consist of cash and Exchange Traded Funds (ETFs). Funds that Everspire Direct includes in its strategies are offered by Vanguard, Schwab, and iShares. Everspire Direct’s recommended funds follow a passive asset class investment philosophy with low holdings turnover.

Everspire Direct contracts Schwab for the technology platform, related trading and account management services for Everspire Direct. The platform includes automated rebalancing and tax-loss harvesting (if the client is eligible and elects). Specific disclosures related to Everspire Direct are described in the Everspire Direct Full Disclosure, available on the Everspire Direct

website. Schwab's role with Everspire Direct client care is limited to delivering Everspire Direct Disclosure Brochure and ensuring the platform operates as described. Clients do not pay brokerage commissions or any other fees to Schwab as part of Everspire Direct.

ITEM 5 – FEES AND COMPENSATION

Everspire clients are assessed a fee calculated as an annual percentage of assets under management. Clients are assessed fees based on which services are utilized and according to the following schedule:

Financial Planning

0.3%

Financial Plan Implementation (Wealth Management / Dedicated Advisor)

0.7%

Investment Management

0.25%

Unified Managed Accounts (UMA)

0.25%

Fee Calculation and Manner of Payment

Fees are deducted from client accounts monthly in arrears and are calculated based on the average daily balance of the account during the month. Advisory fees are not collected in advance.

The client's agreement with Everspire and with their qualified custodian provide authorization to deduct management fees from the client's account directly and remit that fee to the firm. Everspire will send a bill to the qualified custodian indicating the amount of the fee to be paid and the custodian will send a statement to the client, at least quarterly, indicating the fee dispersed. Each time the fee is assessed, Everspire will send a statement to the client showing the amount of the fee and how the fee was calculated. Everspire will disclose to clients their responsibility to verify the accuracy of the fee calculation.

Everspire believes that its advisory fees are reasonable but the firm's fees may be more than the cost of purchasing the same or comparable services separately or through other investment advisors. Fees may be reduced for employees, family members, clients with more than \$5 million in assets with the firm, and under other limited circumstances at the discretion of the advisor. Everspire does not bill on the value of margin debit balances.

Other Costs

Custodians and/or broker-dealers generally charge commissions, transaction fees, custodial costs, and other fees for effecting securities transactions and for maintaining client accounts. These charges are separate from Everspire's management fee and are governed by the custodial agreement. Clients in Everspire's wrap fee program do not bear commission costs. Clients outside of wrap accounts incur transaction costs at the same negotiated rate as Everspire's wrap accounts.

Certain investment products (such as mutual funds or ETFs) incur additional fund-level expenses borne by the client. These may include investment management costs or transaction costs. A full description is available in each investment company security's prospectus.

Insurance and Broker-Dealer Transactions

Everspire's Investment Advisor Representatives may be licensed insurance agents capable of recommending various insurance products through third-party relationships with outside insurance carriers.

Roy Jones, Joshua Jones, and Ryan Tucker accept asset-based charges for the sale of alternative investments that are not publicly traded. They receive service fees from mutual funds and annuities. This represents a conflict of interest because it may create an incentive to recommend products based on the compensation received, rather than on the client's needs.

Everspire addresses these conflicts by recommending products not available through the advisory platform only in accordance with its fiduciary obligation to act in the best interest of the client. Everspire also limits recommendations to "no-load" mutual funds; waives fees on packaged products that carry a commission, regardless where it was purchased; and does not accept 12b-1 fees in advisory accounts. Furthermore, Everspire does not participate in revenue sharing. Clients have the option to purchase insurance and investment products recommended by Everspire through any channel they choose including brokers or agents not affiliated with Everspire.

ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Everspire does not accept performance performance-based fees.

ITEM 7 – TYPES OF CLIENTS

Everspire serves families, businesses, charitable organizations, and retirement plans.

ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Everspire adheres to the financial planning process published by the Financial Planning Standards Board. Everspire's goal-based planning method uses a liability-driven investment strategy, which means that investment decisions are based on estimating the cash flows needed to fund future liabilities (needs in retirement, liquidity requirements, etc). In this way Everspire strives to prepare the client to meet their future needs with the highest possible degree of probability. Everspire has engaged renowned experts including Chartered Financial Analysts (CFA), research firms, and Nobel Prize winning economists for asset allocation and security selection.

The firm's investment team uses tools that include:

- Fundamental analysis of security, sector, and asset class characteristics
- Research into broader market and macroeconomic trends and conditions such as GDP, interest rates, etc.
- Monitoring of investment vehicle characteristics, asset class coverage, performance, and cost

Investing in securities involves risk of loss that clients should be prepared to bear. Securities are not FDIC insured and have no bank guarantee. There is a risk that stocks will decline in value or will not appreciate in a timely manner. There is the risk that inflation exceeds the rate of return on investments. There is a risk that bond values decline if interest rates rise or credit-worthiness declines. There is a risk that planning assumptions about expected costs or returns are wrong. Liability-driven investment strategies are not guaranteed to provide adequate funding.

ITEM 9 – DISCIPLINARY INFORMATION

There are no legal or disciplinary events that are material to a client's evaluation of Everspire or the integrity of the management.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Joshua Jones, Roy Jones, and Ryan Tucker are registered representatives of M. H. LeBlange.

Everspire does not recommend or select other investment advisors for clients and does not receive compensation directly or indirectly from other advisors.

Everspire adheres to “Best Practices: A Professional Conduct Standards” published by the Institute for the Fiduciary Standard and available on our website, www.everspire.com.

Everspire advisors and related persons often invest in the same or related securities that are also held by clients. To mitigate conflicts of interest such as front-running, advisors and related persons are required to link all securities accounts to the Everspire platform for supervision. The Everspire Chief Compliance Officer reviews all employee trades on a regular basis to ensure that personal trading of advisors and related persons does not affect the markets and that Everspire clients receive preferential treatment over Everspire employee transactions.

Everspire and its associated persons do not recommend to or buy or sell for clients any securities in which the firm or its associated persons have a material financial interest.

ITEM 12 – BROKERAGE PRACTICES

Everspire generally recommends Schwab Advisor Services or Interactive Brokers, LLC to clients as qualified custodian and broker-dealer for client transactions. Everspire makes this recommendation based on quality of execution, cost, reliability, impartiality, service, capabilities, and technology. Everspire does not direct clients to broker-dealers due to soft dollar benefits and clients are free to choose their custodian.

Qualified custodians provide Everspire and its clients with access to institutional brokerage services—trading, custody, reporting and related services—many of which are not typically available to retail customers. Custodians also make available various support services. Some of those services help us manage or administer our clients’ accounts while others help us manage and grow our business. These services are generally available on an unsolicited basis and at no charge to us.

Services provided by our qualified custodians include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through institutional platforms include some to which clients might not otherwise have access or that would require a significantly higher minimum initial investment by clients acting individually. These services described in this paragraph generally benefit clients or their account(s).

Qualified custodians also make available to us other products and services that benefit Everspire but may not directly benefit the client or their account(s). These products and services assist us in managing and administering our clients’ accounts. They include investment research that may be used to service all or some substantial number of our clients’ accounts, including accounts not maintained at the custodian providing the research. In addition to investment research, qualified custodians typically make available software and other technology that provides access to client account data (such as duplicate trade confirmations

and account statements); facilitates trade execution and allocate aggregated trade orders for multiple client accounts; provides pricing and other market data; facilitates payment of our fees from our clients' accounts; and assists with back-office functions, recordkeeping and client reporting.

Qualified custodians such as Schwab, TD Ameritrade, and Interactive Brokers also offer other services intended to help us manage and further develop our business enterprise. These services include educational conferences and events; technology, compliance, legal, and business consulting; publications and conferences on practice management and business succession; and access to employee benefits providers, human capital consultants and insurance providers.

Custodians may provide some of these services themselves or may arrange for third-party vendors to provide the services to Everspire and may also discount or waive its fees for some of these services or pay all or a part of a third party's fees.

Everspire utilizes omnibus and aggregated trading on a best efforts basis. In certain circumstances Everspire may place non-aggregate individual trading orders to meet client needs including but not limited to distributions and contributions, trading requests from a client, unusual or extraordinary circumstances, or a determination that the trading volume of the security in relationship to the amount of the client's purchase or sale does not warrant omnibus trading, any of which may result in less favorable execution.

ITEM 13 – REVIEW OF ACCOUNTS

Client financial plans are reviewed in detail at least annually by the advisor. Clients are required to apprise the firm of material changes in their personal, tax, or financial situation, which may prompt additional review.

Everspire also reviews and updates all of the firm's portfolio strategies regularly in response to market and macroeconomic events. The underlying investments in each client's portfolios are therefore monitored continuously. Individual client accounts are reviewed at least monthly for performance, consistency with the relevant investment strategy, and inflows or outflows.

Everspire publishes a Complete Wealth Statement for each client which is available online, through mail, or from the mobile app each month. This report shows the client's probability of success at meeting financial goals, a summary of activity (including fees and performance), allocation information, detailed analytics, and realized gains and losses. Additionally, clients can print a wide variety of custom reports on demand.

Account custodians generate brokerage statements no less than quarterly. These statements are provided by the custodian to the client and list the account positions, activity, and the fees paid to Everspire. Trade confirmations are also sent unless they have been waived by the client.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

The firm does not directly or indirectly compensate any person who is not a supervised person, nor receive any economic benefit from anyone other than a client for providing services to the firm's clients. Everspire subscribes to online referral matching services where consumers may find a listing of their services. Some of these services are offered through subscription services or professional trade groups. These organizations charge a subscription, dues, or flat referral fees and are not compensated by the sale of securities or assets under management.

ITEM 15 – CUSTODY

Everspire will never take custody of client funds or securities. Because Everspire may withdraw advisory fees directly from client accounts, the firm is deemed by the Utah Division of Securities to have custody in a limited capacity. A qualified custodian sends quarterly, or more frequent, account statements directly to Everspire clients and clients should carefully review those statements.

Everspire also publishes a statement capable of supporting a large range of custodians for the purposes of simplification, analysis, and monitoring. The firm makes every effort to insure these consolidated statements are accurate but clients are urged to compare them to the statements they receive from the qualified custodian.

ITEM 16 – INVESTMENT DISCRETION

Everspire accepts discretionary authority to manage securities accounts on behalf of clients after the client executes a limited power of attorney. Everspire is not authorized to withdraw fees or transfer assets out of the client's account(s) without the written permission of the client.

The firm obtains prior written authorization from clients to determine the securities and quantity of securities to be bought and sold, the time of execution, the price at which the trades will be executed, the broker/dealer to be used, and the commission rates to be paid. Clients may establish reasonable restrictions on the investments in their portfolio if agreed upon in advance with the Advisor. Unless otherwise agreed, accounts transferred to Everspire will be liquidated and the proceeds reinvested in the Everspire strategy chosen by the client.

ITEM 17 – VOTING CLIENT SECURITIES

Everspire does not accept authority to vote Client securities.

ITEM 18 – FINANCIAL INFORMATION

Everspire does not require or solicit prepayment of more than \$500 in fees per client, six months or more in advance.

Everspire has never been the subject of a bankruptcy petition and has no financial commitments that impair its ability to meet fiduciary commitments to clients.

ITEM 19 – REQUIREMENTS FOR STATE-REGISTERED ADVISERS

State agencies require additional disclosures for supervised persons that are presented here and in the Supplemental ADV Part 2B Brochures published by Everspire. They were updated on March 15, 2019.

All material conflicts of interest which are reasonably expected to impair objective advice are disclosed regarding the investment adviser, its representatives or any of its employees. Everspire and its Compliance Officer, Roy Jones, closely monitor and train supervised persons and the advice they give to clients and prospective clients.

None of Everspire's supervised persons have a bankruptcy petition or other event material to the financial health of the firm to disclose, nor has any supervised person been found liable in arbitration or in a civil, administrative, or self-regulatory organization proceeding.

Neither Everspire nor its management persons has any relationship or arrangement with issuers of securities.