

Form ADV Part 2A – Firm Brochure
Item 1: Cover Page
February 2024

Gainplan LLC
800 W. Long Lake Rd., Suite 100
Bloomfield Hills, MI 48302

Firm Contact:
Wayne A. Bell-Warren
Chief Compliance Officer

This brochure provides information about the qualifications and business practices of Gainplan LLC. If you have any questions about the contents of this brochure, please contact us by telephone at (248) 385-3737. 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 Gainplan LLC also is available on the SEC's website at www.adviserinfo.sec.gov by searching CRD# 174427.

Please note that the use of the term "registered investment adviser" and description of Gainplan LLC and/or our associates as "registered" does not imply a certain level of skill or training. You are encouraged to review this Brochure and Brochure Supplements for our firm's associates who advise you for more information on the qualifications of our firm and our employees.

Item 2: Material Changes

Gainplan LLC is required to advise you of any material changes to the Firm Brochure ("Brochure") from our last annual update.

Since our last annual amendment filing, we have no material change to report.

Item 3: Table of Contents

| | |
|--|----|
| Item 1: Cover Page | 1 |
| Item 2: Material Changes | 2 |
| Item 3: Table of Contents | 3 |
| Item 4: Advisory Business | 4 |
| Item 5: Fees & Compensation | 7 |
| Item 6: Performance-Based Fees & Side-By-Side Management | 9 |
| Item 7: Types of Clients & Account Requirements | 9 |
| Item 8: Methods of Analysis, Investment Strategies & Risk of Loss | 10 |
| Item 9: Disciplinary Information | 15 |
| Item 10: Other Financial Industry Activities & Affiliations | 16 |
| Item 11: Code of Ethics, Participation or Interest in Client Transactions & Personal Trading | 16 |
| Item 12: Brokerage Practices | 17 |
| Item 13: Review of Accounts or Financial Plans | 20 |
| Item 14: Client Referrals & Other Compensation | 20 |
| Item 15: Custody | 21 |
| Item 16: Investment Discretion | 22 |
| Item 17: Voting Client Securities | 22 |
| Item 18: Financial Information | 22 |

Item 4: Advisory Business

We are dedicated to providing individuals and other types of clients with a wide array of investment advisory services. Our firm is a limited liability company formed in the State of Michigan. Our firm has been in business as an investment adviser since 2015. Jeffrey W. Ivory is the Managing Member of our firm.

Description of the Types of Advisory Services We Offer

Asset Management:

We emphasize continuous and regular account supervision. As part of our asset management service, we generally create a portfolio, consisting of individual stocks or bonds, exchange traded funds ("ETFs"), options, mutual funds and other public and private securities or investments. The client's individual investment strategy is tailored to their specific needs and may include some or all of the previously mentioned securities. Each portfolio will be initially designed to meet a particular investment goal, which we determine to be suitable to the client's circumstances. Once the appropriate portfolio has been determined, we review the portfolio at least quarterly and if necessary, rebalance the portfolio based upon the client's individual needs, stated goals and objectives.

Comprehensive Portfolio Management:

Our Comprehensive Portfolio Management service encompasses asset management as well as providing financial planning/financial consulting to clients. It is designed to assist clients in meeting their financial goals through the use of financial investments. We conduct at least one, but sometimes more than one meeting (in person if possible, otherwise via telephone conference) with clients in order to understand their current financial situation, existing resources, financial goals, and tolerance for risk. Based on what we learn, we propose an investment approach to the client. We may propose an investment portfolio, consisting of exchange traded funds ("ETFs"), mutual funds, individual stocks or bonds, or other securities. Upon the client's agreement to the proposed investment plan, we work with the client to establish or transfer investment accounts so that we can manage the client's portfolio. Once the relevant accounts are under our management, we review such accounts on a regular basis and at least quarterly. We may periodically rebalance or adjust client accounts under our management. If the client experiences any significant changes to his/her financial or personal circumstances, the client must notify us so that we can consider such information in managing the client's investments.

Business Consulting Services:

We provide a variety of Business Consulting Services to corporations, limited liability companies, and other types of businesses regarding the management of key aspects of their business. Our written plans and/or consultations rendered usually include general recommendations for a course of activity or specific actions to be taken by the clients. Generally, such Business Consulting Services may encompass one or more of the following areas on an as needed basis:

- Business Growth and Expansion
- Business Valuation and Exit Strategy
- Business Succession Planning
- Financial Management
- Corporate Structure and Tax Planning

- Cash Management
- Cash Flow Forecasting
- Budgeting
- Audit Preparation
- Budgeting and Forecasting
- Cost Analysis and Controls
- Mortgage/Debt Analysis
- Insurance Analysis
- Lines of Credit Evaluation

It should also be noted that we refer clients to an accountant, attorney or other specialist, as necessary for non-advisory related services. The term of this engagement is twelve months. Our firm will meet with clients every six months and provide a written assessment and/or recommendations. Our firm will follow up with the client to ensure that recommendations were implemented properly, if applicable. The service automatically renews annually but may be cancelled at any time upon receipt of your written request for termination. Implementation of the recommendations will be at the discretion of the client.

Financial Planning & Consulting:

We provide a variety of financial planning and consulting services to individuals, families and other clients regarding the management of their financial resources based upon an analysis of the client's current situation, goals, and objectives. Generally, such financial planning services will involve preparing a financial plan or rendering a financial consultation for clients based on the client's financial goals and objectives. This planning or consulting may encompass one or more of the following areas: Investment Planning, Retirement Planning, Estate Planning, Charitable Planning, Education Planning, Corporate and Personal Tax Planning, Cost Segregation Study, Corporate Structure, Real Estate Analysis, Mortgage/Debt Analysis, Insurance Analysis, Lines of Credit Evaluation, Business and Personal Financial Planning.

Our written financial plans or financial consultations rendered to clients usually include general recommendations for a course of activity or specific actions to be taken by the clients. For example, recommendations may be made that the clients begin or revise investment programs, create or revise wills or trusts, obtain or revise insurance coverage, commence or alter retirement savings, or establish education or charitable giving programs. It should also be noted that we refer clients to an accountant, attorney or other specialist, as necessary for non-advisory related services. Additionally, we may contract with outside services providers to help us perform certain functions involved in formulating the plan. For written financial planning engagements, we provide our clients with a written summary of their financial situation, observations, and recommendations. For financial consulting engagements, we usually do not provide our clients with a written summary of our observations and recommendations as the process is less formal than our planning service. Plans or consultations are typically completed within six (6) months of the client signing a contract with us, assuming that all the information and documents we request from the client are provided to us promptly. Implementation of the recommendations will be at the discretion of the client.

Retirement Plan Consulting:

Our firm provides retirement plan consulting services to employer plan sponsors on an ongoing basis. Generally, such consulting services consist of assisting employer plan sponsors in establishing,

monitoring and reviewing their company's participant-directed retirement plan. As the needs of the plan sponsor dictate, areas of advising may include:

- Establishing an Investment Policy Statement – Our firm will assist in the development of a statement that summarizes the investment goals and objectives along with the broad strategies to be employed to meet the objectives.
- Investment Options – Our firm will work with the Plan Sponsor to evaluate existing investment options and make recommendations for appropriate changes.
- Asset Allocation and Portfolio Construction – Our firm will develop strategic asset allocation models to aid Participants in developing strategies to meet their investment objectives, time horizon, financial situation and tolerance for risk.
- Investment Monitoring – Our firm will monitor the performance of the investments and notify the client in the event of over/underperformance and in times of market volatility.
- Participant Education – Our firm will provide opportunities to educate plan participants about their retirement plan offerings, different investment options, and general guidance on allocation strategies.

In providing services for retirement plan consulting, our firm does not provide any advisory services with respect to the following types of assets: employer securities, real estate (excluding real estate funds and publicly traded REITS), participant loans, non-publicly traded securities or assets, other illiquid investments, or brokerage window programs (collectively, “Excluded Assets”). All retirement plan consulting services shall be in compliance with the applicable state laws regulating retirement consulting services. This applies to client accounts that are retirement or other employee benefit plans (“Plan”) governed by the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). If the client accounts are part of a Plan, and our firm accepts appointment to provide services to such accounts, our firm acknowledges its fiduciary standard within the meaning of Section 3(21) as designated by the Retirement Plan Consulting Agreement with respect to the provision of services described therein.

Referrals to Preferred Service Providers:

We have contracted with outside CPAs and attorneys to provide accounting and legal services to our clients with such needs. We perform initial and ongoing due diligence on these service providers, and the services they contract to provide to our clients to ensure they meet each individual client’s needs. Clients are under no obligation to use these providers based upon their engagement of our firm for any other purpose.

Tailoring of Advisory Services

We offer individualized investment advice to clients utilizing our Asset Management and Comprehensive Portfolio Management services. Additionally, we offer general investment advice to clients utilizing our Business Consulting, Financial Planning & Consulting, and Pension Consulting services.

Each client has the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio. Restrictions on investments in certain securities or types of securities may not be possible due to the level of difficulty this would entail in managing the account. Restrictions would be limited to our Asset Management, Comprehensive Portfolio Management, and Pension Consulting services. We do not manage assets through our other services.

Participation in Wrap Fee Programs

We do not offer wrap fee programs.

Regulatory Assets Under Management

Our firm manages \$332,134,449 on a discretionary basis and \$48,962,250 on a non-discretionary basis as of December 31st, 2023.

Item 5: Fees & Compensation

How We Are Compensated for Our Advisory Services

Asset Management:

Our maximum fee for our Asset Management service is 2.00% of the assets under management. Our firm's annualized fees are billed on a pro-rata basis quarterly in advance based on the value of your account on the last day of the previous quarter. Adjustments will be made for all deposits and withdrawals in excess of \$100,000. The pro-rated fees for the first billing period shall be debited upon the initial deposit if that occurs during the first half of the quarter, otherwise they will be aggregated with the fees assessed for the following quarter. Unless otherwise agreed to in writing, advisory fees will be applicable to cash and cash equivalents. Fees are determined on a case by case basis and detailed in Schedule A of the advisory agreement. Fees are negotiable and will be deducted from your account. As part of this process, the client is made aware of the following:

- a) You provide written authorization permitting us to be paid directly from the managed account held by the independent custodian;
- b) Our firm sends an electronic request to the custodian indicating the amount of the fee to be paid from the client's managed account;
- c) Your independent custodian sends statements at least quarterly to you showing the market values for each security included in the Assets and all disbursements in your account including the amount of the advisory fees paid to us.

Comprehensive Portfolio Management:

| Assets Under Management | Annual Percentage |
|-----------------------------|-------------------|
| \$0 to \$500,000 | 1.50% |
| \$500,001 to \$1,000,000 | 1.00% |
| \$1,000,001 to \$10,000,000 | 0.75% |
| Greater than \$10,000,000 | 0.50% |

While the above represents our standard fee schedule for this service, we reserve the right to charge up to 2.00% for clients with substantial planning needs beyond standard personal financial planning. Our firm's annualized fees are billed on a pro-rata basis quarterly in advance based on the value of your account on the last day of the previous quarter. Adjustments will be made for all deposits and withdrawals in excess of \$100,000. The pro-rated fees for the first billing period shall be debited upon the initial deposit if that occurs during the first half of the quarter, otherwise they will be aggregated with the fees assessed for the following quarter. Unless otherwise agreed to in writing, advisory fees will be applicable to cash and cash equivalents. Fees are determined on a case by case

basis and detailed in Schedule A of the advisory agreement. Fees are negotiable and will be deducted from your account. As part of this process, the client is made aware of the following:

- a) You provide written authorization permitting us to be paid directly from the managed account held by the independent custodian;
- b) Our firm sends an electronic request to the custodian indicating the amount of the fee to be paid from the client's managed account;
- c) Your independent custodian sends statements at least quarterly to you showing the market values for each security included in the Assets and all disbursements in your account including the amount of the advisory fees paid to us.

Business Consulting Services:

We charge on an hourly or flat fee basis for business consulting services. The total estimated fee, as well as the ultimate fee that we charge you, is based on the scope and complexity of our engagement with you. Our hourly fee is \$400 for financial advisors and flat fees will not exceed \$100,000.

We require a retainer of fifty percent (50%) of the estimated total planning or consulting fee with the remainder of the fee directly billed to you and due to us within thirty (30) days of your financial plan being delivered or consultation rendered to you. In all cases, we will not require a retainer exceeding \$1,200 when services cannot be rendered within 6 (six) months.

Financial Planning & Consulting:

We charge on an hourly or flat fee basis for financial planning and consulting services. The total estimated fee, as well as the ultimate fee that we charge you, is based on the scope and complexity of our engagement with you. Our hourly fee is \$400 for financial advisors and flat fees will not exceed \$15,000.

The estimated fee is billed upon engaging the firm and will be due within thirty (30) days. Otherwise, the total estimated fee will be due upon signing of the firm's advisory agreement. In all cases, we will not require a retainer exceeding \$1,200 when services cannot be rendered within 6 (six) months.

Retirement Plan Consulting:

Services are billed on a flat fee basis or a fee based on the percentage of Plan assets under management. The total estimated fee, as well as the ultimate fee charged, is based on the scope and complexity of our engagement with the client and shall be indicated on the executed agreement. Flat fees will not exceed \$15,000. Fees based on a percentage of managed Plan assets will not exceed 1.00%. As part of this process, the client is made aware of the following:

- a) You provide written authorization permitting us to be paid directly from the managed account held by the independent custodian;
- b) Our firm sends an electronic request to the custodian indicating the amount of the fee to be paid from the client's managed account;
- c) Your independent custodian sends statements at least quarterly to you showing the market values for each security included in the Assets and all disbursements in your account including the amount of the advisory fees paid to us

The fee-paying arrangements for pension consulting service will be determined on a case-by-case basis and will be detailed in the signed Pension Consulting Agreement.

Referrals to Preferred Service Providers:

The fees for these arrangements will be spelled out in a separate agreement to be completed upon engagement of the preferred vendor. We negotiate reduced rates for our clients than what they would otherwise be charged by these firms absent our referral and provide such services to clients at the cost we pay for them. Clients are under no obligation to use the providers we recommend.

Other Types of Fees & Expenses

Clients will incur transaction fees for trades executed by their chosen custodian, either based on a percentage of the dollar amount of assets in the account(s) or via individual transaction charges. These transaction fees are separate from our firm's advisory fees and will be disclosed by the chosen custodian. Charles Schwab & Co., Inc. ("Schwab") does not charge transaction fees for U.S. listed equities and exchange traded funds.

Clients may also pay holdings charges imposed by the chosen custodian for certain investments, charges imposed directly by a mutual fund, index fund, or exchange traded fund, which shall be disclosed in the fund's prospectus (i.e., fund management fees, initial or deferred sales charges, mutual fund sales loads, 12b-1 fees, surrender charges, variable annuity fees, IRA and qualified retirement plan fees, and other fund expenses), mark-ups and mark-downs, spreads paid to market makers, fees for trades executed away from custodian, wire transfer fees and other fees and taxes on brokerage accounts and securities transactions. Our firm does not receive a portion of these fees.

Termination & Refunds

We charge our advisory fees quarterly in advance. In the event that you wish to terminate our services, we will refund the unearned portion of our advisory fee to you. You need to contact us in writing and state that you wish to terminate our services. Upon receipt of your letter of termination, we will proceed to close out your account and process a pro-rata refund of unearned advisory fees.

Commissionable Securities Sales

We do not sell securities for a commission in our advisory accounts.

Item 6: Performance-Based Fees & Side-By-Side Management

We do not accept performance-based fees.

Item 7: Types of Clients & Account Requirements

We have the following types of clients:

- Individuals and High Net Worth Individuals;
- Trusts, Estates or Charitable Organizations;
- Pension and Profit Sharing Plans;
- Corporations, Limited Liability Companies and/or Other Business Types.

We do not impose requirements for opening and maintaining accounts or otherwise engaging us.

Item 8: Methods of Analysis, Investment Strategies & Risk of Loss

Methods of Analysis

Our firm's methods start with top down analysis of the major factors we believe influence the capital markets including economic, fundamental, valuation, sentiment, technical and cyclical. We use the data from our factor analysis to determine investment expected returns, expected correlation and risk metrics at the asset class as well as the security level and utilize investment models that incorporate the output to create portfolios within predetermined risk profiles.

In terms of sources of information, we may use a variety of resources or services to form an investment idea or strategy including, but not limited to, financial publications, corporate rating services, annual reports, prospectuses, filings with the SEC, company press releases and research data from numerous independent research firms and the public domain.

Our firm may allocate portfolio holdings across asset classes and investment strategies at its discretion and without limitations. It is important to note that investing in securities such as those described herein involves a risk of loss that Advisory Clients and Investors should be prepared to bear.

Investment Strategies We Use

The underlying premise of our investment model is that security prices and asset classes are driven by economic, fundamental, sentiment, technical and cyclical factors. Our proprietary models look at each of the factor's impact on the financial markets during various phases of the economic and market cycle and are then combined to forecast not only the directional bias, but the magnitude of the expected move of the major asset classes from a risk return standpoint. Fundamental and technical factors in the model are used to create an allocation of each asset class based on the investors' risk profile. This allocation is adjusted accordingly as the macro environment changes.

Risk is managed in several ways for our tactical asset allocation models. Since, we may from time to time take concentrated, leveraged positions in broad-based ETFs, our factor model will determine the amount of exposure allocated based on the investors' risk profile. If our model indicates that there is a higher potential risk for sustained drawdowns in equity markets, our model may indicate the need to eliminate this exposure from the portfolio. Risk will also be managed depending on the investors' willingness to take and bear risk based on several factors that may include but not be limited to age, net worth, income, time horizon, etc.

Risk is managed differently for our strategic asset allocation models. First, we create an asset allocation based on the investors' willingness and ability to bear risk over a long-term time horizon. Second, we distribute risk across distinct and low correlation asset classes. Additionally, we control concentration risk with various asset classes by utilizing broad-based index ETFs and ETNs.

Tactical Allocation Models – Active Rebalancing:

We use tactical asset allocation as a dynamic investment management style that adjusts asset allocations to our forward view of the relative risks and returns of various asset classes. We construct each portfolio using four levels of risk management and designed around a different time, risk and

return objectives. The portfolios utilize a “fund of funds” strategy, investing predominantly with asset class specific ETFs, ETNs and CEFs although our most aggressive model may invest directly in individual securities. We use a proactive investment risk management process across multiple asset classes in our portfolios. While the number and weighting of asset classes in the four portfolios vary according to their objectives, all portfolios are consistent in diversification relative to each risk profile.

It should be noted that due to that active nature of these models, we often take concentrated/leverage positions which require diligent monitoring. As a result, we have a policy of liquidation upon death of the primary accountholder in accounts invested in these models to ensure prudent and proper risk management.

Active Opportunities Model

A speculative portfolio that is appropriate for an investor with a very high risk tolerance and generally a time horizon much greater than 10 years. The model seeks additional capital appreciation through investments that may be allocated across major asset classes, including U.S. equities, international equities, initial public offerings, bonds and cash. In addition, the model may seek to capitalize on risk-return opportunities and may do so by employing leveraged ETFs, options or individual company's common stock.

Tactical Plus Model

A growth-oriented portfolio which seeks capital appreciation using securities allocated across major asset classes, including U.S. equities, international equities, initial public offerings, bonds and cash. This model is generally designed for investors with an investment time horizon of seven years to 10 years who seek the potential for capital growth and diversification across multiple asset classes and investment strategies. Investors are prepared to accept a moderate risk of capital loss to achieve this objective.

All-Weather Model

A balanced portfolio is generally appropriate for an investor with a moderate risk tolerance and a time horizon approximately five to seven years. Balanced investors are willing to accept periods of moderate market volatility (ups and downs in account value) in exchange for the possibility of receiving returns that outpace inflation by a significant margin. The Fund seeks long-term capital growth and current income through investments allocated across major asset classes, including U.S. equities, international equities, initial public offerings, bonds and cash.

Umbrella Model

A conservative portfolio that is appropriate for an investor with a low risk tolerance. Conservative investors are not willing to accept periods of extreme market volatility (ups and downs in account value) and are seeking returns that match or slightly outpace inflation. The Conservative portfolio is designed for investors whose main objective is stability of income and capital protection. A lower risk of capital loss can be expected, but overall returns are also likely to be lower.

Equity Rotation Model

An active strategy whereby a single broad based domestic equity security represented by one of the major investment styles will be used to gain exposure to the U.S. equity markets. Risk management will be employed by varying the exposure from zero to 97% in accordance with our risk management model.

All-Equity Model

An active strategy whereby the use of broad-based domestic equity securities will be used to gain exposure to the U.S. equity markets. The securities selected may include exposure to one of the major equity investment styles. Risk management will be employed by varying exposure based on our proprietary risk management model.

Strategic Allocation Models

Strategic Portfolio

The Strategic Portfolio is designed to give clients broad exposure to multiple non correlated asset classes with minimal rebalancing determined by drift parameters. Strategic asset allocation is where we set long-term target allocations to applicable investable asset classes with the highest likelihood of meeting long-term investment goals at each risk profile.

Single Security Model

Balanced securities will be placed in smaller accounts based on household's overall risk profile. Mutual funds will be used for accounts due to ease of entry at a specific dollar amount with additional funds added with no transaction fee. Accounts below the minimum mutual fund entry will use single security iShares based on risk profile.

Investment Risks

Correlation Risk: Although the prices of equity securities and fixed -income securities, as well as other asset classes, often rise and fall at different times so that a fall in the price of one may be offset by a rise in the price of the other, in down markets the prices of these securities and asset classes can also fall in tandem. Because our model portfolios allocate investments between equities and fixed income securities, the strategies are subject to correlation risk.

Credit Risk: Issuers may not make interest or principal payments on securities, resulting in losses to a client. In addition, the credit quality of securities held by a client may be lowered if an issuer's financial condition changes, including the U.S. government.

Diversification Risk: A client's portfolio may be limited to only a few investments. The client's performance may be more sensitive to any single economic, business, political or regulatory occurrence than the value of a more diversified client portfolio

Emerging Market Risk: Emerging market countries may have relatively unstable governments, weaker economies and less - developed legal systems with fewer security holder rights. Emerging market economies may be based on only a few industries and security issuers may be more

susceptible to economic weakness and more likely to default. Emerging market securities also tend to be less liquid.

ETF and Mutual Funds Risk: ETFs and mutual funds are subject to investment advisory and other expenses, which will be indirectly paid by clients. As a result, the cost of the investment strategy will be higher than the cost of investing directly in ETFs or mutual funds. ETFs and mutual funds are subject to specific risks, depending on the nature of the fund.

ETFs: ETFs are professionally managed pooled vehicles that invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities or any combination thereof. ETFs' managers trade fund investments in accordance with fund investment objectives. While ETFs generally provide diversification, risks can be significantly increased for funds concentrated in a particular sector of the market, or that primarily invest in small cap or speculative companies, use leverage (i.e., borrow money) to a significant degree, or concentrate in a particular type of security (i.e., equities) rather than balancing the fund with different types of securities. ETFs can be bought and sold throughout the day like stock and their price can fluctuate throughout the day. During times of extreme market volatility, ETF pricing may lag versus the actual underlying asset values. This lag usually resolves itself in a short period of time (usually less than one day), however, there is no guarantee this relationship will always exist.

Fixed Income Risk: A client may invest in fixed income securities, directly or through ETFs. The credit quality rating of securities may be lowered if an issuer's financial condition deteriorates and issuers may default on their interest and/or principal payments. Typically, a rise in interest rates causes a decline in the value of fixed income securities.

Foreign Investment Risk: Foreign investing involves risks not typically associated with U.S. investments, including adverse fluctuations in foreign currency values, adverse political, social and economic developments, less liquidity, greater volatility, less developed or less efficient trading markets, political instability and differing auditing and legal standards.

Geographic Concentration Risk: A strategy may be particularly susceptible to economic, political, regulatory or other events or conditions affecting countries within the specific geographic regions in which the strategy invests.

Leverage Risk: Leverage may be used in investment and trading, generally through purchasing inherently leveraged instruments such as exchange-traded funds or closed end funds. The prices of leveraged instruments can be highly volatile, and investments in leveraged instruments may, under certain circumstances, result in losses that exceed the amounts invested. Borrowing magnifies the potential for losses and exposes the client to interest expense on money borrowed. Leveraged ETFs and derivatives will amplify losses because they are designed to produce returns that are a multiple of the equity index to which they are linked.

Leveraged ETF Risk: Leveraged ETFs will amplify gains and losses. Most leveraged ETFs "reset" daily. Due to the effect of compounding, their performance over longer periods of time can differ significantly from the performance of their underlying index or benchmark during the same period of time.

Market Risk: Overall equity and fixed income securities market risks affect the value of A client's portfolio. Factors such as domestic economic growth and market conditions, interest rate levels and political events affect the securities markets.

Options: An option is a financial derivative that represents a contract sold by one party (the option writer) to another party (the option holder, or option buyer). The contract offers the buyer the right, but not the obligation, to buy or sell a security or other financial asset at an agreed-upon price (the strike price) during a certain period of time or on a specific date (exercise date). Options are extremely versatile securities. Traders use options to speculate, which is a relatively risky practice, while hedgers use options to reduce the risk of holding an asset. In terms of speculation, option buyers and writers have conflicting views regarding the outlook on the performance of a:

- **Call Option:** Call options give the option to buy at certain price, so the buyer would want the stock to go up. Conversely, the option writer needs to provide the underlying shares in the event that the stock's market price exceeds the strike due to the contractual obligation. An option writer who sells a call option believes that the underlying stock's price will drop relative to the option's strike price during the life of the option, as that is how he will reap maximum profit. This is exactly the opposite outlook of the option buyer. The buyer believes that the underlying stock will rise; if this happens, the buyer will be able to acquire the stock for a lower price and then sell it for a profit. However, if the underlying stock does not close above the strike price on the expiration date, the option buyer would lose the premium paid for the call option.
- **Put Option:** Put options give the option to sell at a certain price, so the buyer would want the stock to go down. The opposite is true for put option writers. For example, a put option buyer is bearish on the underlying stock and believes its market price will fall below the specified strike price on or before a specified date. On the other hand, an option writer who sells a put option believes the underlying stock's price will increase about a specified price on or before the expiration date. If the underlying stock's price closes above the specified strike price on the expiration date, the put option writer's maximum profit is achieved. Conversely, a put option holder would only benefit from a fall in the underlying stock's price below the strike price. If the underlying stock's price falls below the strike price, the put option writer is obligated to purchase shares of the underlying stock at the strike price.

The potential risks associated with these transactions are that (1) all options expire. The closer the option gets to expiration, the quicker the premium in the option deteriorates; and (2) Prices can move very quickly. Depending on factors such as time until expiration and the relationship of the stock price to the option's strike price, small movements in a stock can translate into big movements in the underlying options.

Small and Medium Capitalization Stock Risk: A client may invest directly or through ETFs in companies of any size capitalization. The price of small or medium capitalization company stocks may be subject to more abrupt or erratic market movements than larger, more established companies or the market averages in general.

Turnover Risk: A higher portfolio turnover will result in higher transactional and brokerage costs and may result in higher taxes when a client's investments are held in a taxable account.

U.S. Government Securities Risk: Although U.S. Government securities are considered among the safest investments, they are not guaranteed against price movements due to changing interest rates. Obligations issued by some U.S. Government agencies are backed by the U.S. Treasury, while others are backed solely by the ability of the agency to borrow from the U.S. Treasury or by the agency's own resources.

Strategy Risks: The ability of Gainplan LLC to meet a client's investment objective is directly related to our firm's proprietary investment process. The business of investing in securities is highly competitive and the identification of attractive investment opportunities is difficult and involves a high degree of uncertainty. Gainplan LLC's reliance on its strategy and judgments about the attractiveness, value and potential appreciation of particular securities may prove to be incorrect and may not produce the desired results.

Fundamental Analysis: The success of its strategies depends in large part on Gainplan LLC's ability to accurately assess the fundamental value of securities. An accurate assessment of fundamental value depends on a complex analysis of a number of financial and legal factors. No assurance can be given that our firm can assess the nature and magnitude of all material factors having a bearing on the value of securities.

Investment Techniques: In implementing its investment strategies, Gainplan LLC may utilize techniques such as borrowing to increase equity exposure and investing and trading in options, Forward contracts, swaps and other derivative instruments. Although employing these techniques expands opportunities for gain, it also substantially increases the risks of volatility and loss.

Cyclical Analysis: Economic/business cycles may not be predictable and may have many fluctuations between long-term expansions and contractions. The lengths of economic cycles may be difficult to predict with accuracy and therefore the risk of cyclical analysis is the difficulty in predicting economic trends and consequently the changing value of securities that would be affected by these changing trends.

Reliance on Management: The success of our firm's investment strategies depends to a great extent on the investment skills of Gainplan LLC, the sub-adviser (if applicable) and its principals and key personnel. Performance could be adversely affected if, due to illness or other factors, their services were not available for any significant period of time.

Due to this risk in particular, we have a practice of liquidating all assets in qualified accounts for clients upon the death of the account holder. This is to mitigate the amount of time these assets are investment without the oversight of our management, however we elect not to do the same for non-qualified positions in an effort to allow our clients to capitalize on the ability to "step up" the cost basis of certain positions upon transfer to an heir.

Cryptocurrency Products: We may recommend investment in digital (crypto) currency products. These products may be an illiquid private placement or structured as a trust or exchange traded fund which pool capital together to purchase holdings of digital currencies or derivatives based on their value. Such products are extremely volatile and are suitable only as a means of diversification for investors with high risk tolerances. Furthermore, these securities carry very high internal expense ratios, and may use derivatives to achieve leverage or exposure in lieu of direct cryptocurrency holdings. This can result in tracking error and may sell at a premium or discount to the market value of their underlying holdings. Security is also a concern for digital currency investments which make them subject to the additional risk of theft.

Item 9: Disciplinary Information

There are no legal or disciplinary events that are material to the evaluation of our advisory business or the integrity of our management.

Item 10: Other Financial Industry Activities & Affiliations

Representatives of our firm are licensed insurance agents/brokers. They may offer products and receive normal and customary commissions as a result of these transactions. A conflict of interest may arise as these commissionable sales may create an incentive to recommend products based on the compensation they may earn.

Mr. Bell-Warren is a licensed attorney and member of the Michigan Bar Association. In such capacity, he may provide estate planning and contract law services through Bell-Warren Law, PLLC. These services are independent of our financial planning and investment advisory services and governed under a separate engagement agreement. Clients are under no obligation to utilize these services.

Item 11: Code of Ethics, Participation or Interest in Client Transactions & Personal Trading

An investment adviser is considered a fiduciary and our firm has a fiduciary duty to all clients. As a fiduciary, it is an investment adviser's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of our clients at all times. Our fiduciary duty is considered the core underlying principle for our Code of Ethics which also includes Insider Trading and Personal Securities Transactions Policies and Procedures. If a client or a potential client wishes to review our Code of Ethics in its entirety, a copy will be provided upon request.

We recognize that the personal investment transactions of members and employees of our firm demand the application of a high Code of Ethics and require that all such transactions be carried out in a way that does not endanger the interest of any client. At the same time, we believe that if investment goals are similar for clients and for members and employees of our firm, it is logical and even desirable that there be common ownership of some securities.

Therefore, in order to prevent conflicts of interest, we have in place a set of procedures (including a pre-clearing procedure) with respect to transactions effected by our members, officers and employees for their personal accounts¹. In order to monitor compliance with our personal trading policy, we have a quarterly securities transaction reporting system for all of our associates. Upon employment or affiliation and at least annually thereafter, all supervised persons will sign an acknowledgement that they have read, understand, and agree to comply with our Code of Ethics.

Neither our firm nor a related person recommends to clients, or buys or sells for client accounts, securities in which our firm or a related person has a material financial interest. Related persons of our firm may buy or sell securities and other investments that are also recommended to clients. In order to minimize this conflict of interest, our related persons will place client interests ahead of their own interests and adhere to our firm's Code of Ethics. Further, our related persons will refrain from buying or selling the same securities prior to buying or selling for our clients in the same day. If related persons' accounts are included in a block trade, our related persons' accounts will be traded in the same manner every time.

¹ For purposes of the policy, our associate's personal account generally includes any account (a) in the name of our associate, his/her spouse, his/her minor children or other dependents residing in the same household, (b) for which our associate is a trustee or executor, or (c) which our associate controls, including our client accounts which our associate controls and/or a member of his/her household has a direct or indirect beneficial interest in.

Our firm and supervised persons must conduct business in an honest, ethical, and fair manner and avoid all circumstances that might negatively affect or appear to affect our duty of complete loyalty to all clients. This disclosure is provided to give all clients a summary of our Code of Ethics.

Item 12: Brokerage Practices

Selecting a Brokerage Firm

We seek to recommend a custodian/broker who will hold your assets and execute transactions on terms that are overall most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others, these:

- Timeliness of execution
- Timeliness and accuracy of trade confirmations
- Research services provided
- Ability to provide investment ideas
- Execution facilitation services provided
- Record keeping services provided
- Custody services provided
- Frequency and correction of trading errors
- Ability to access a variety of market venues
- Expertise as it relates to specific securities
- Financial condition
- Business reputation
- Quality of services

With this in consideration, our firm has an arrangement with Charles Schwab & Co., Inc. (referred to as "Schwab"). Schwab offers services to independent investment advisers which include custody of securities, trade execution, clearance and settlement of transactions.

Products & Services Available to Us From Schwab

Schwab Advisor Services (formerly called Schwab Institutional) is Schwab's business serving independent investment advisory firms like ours. They provide us and our clients with access to its institutional brokerage – trading, custody, reporting and related services – many of which are not typically available to Schwab retail customers. Schwab also makes 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. Schwab's support services are generally available on an unsolicited basis and at no charge to us as long as we maintain a total of at least \$10 million of our clients' assets in accounts at Schwab.

Services that Benefit Client

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

Services that May Not Directly Benefit Clients

Schwab also makes available to us other products and services that benefit us 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, both Schwab's own and that of third parties. We may use this research to service all or some substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes 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.

Schwab also offers 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;
- reimbursement of account termination fees for transitioning clients;
- publications and conferences on practice management and business succession; and
- access to employee benefits providers, human capital consultants and insurance providers.

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees.

Irrespective of direct or indirect benefits to our client through Schwab, we strive to enhance the client's experience, help reach their goals and put their interests before that of our firm or its associated persons.

Our Interest in Schwab's Services

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services. Schwab Advisor Services will offer to pay third party vendor invoices on our behalf for eligible services falling under four general categories: Legal, Compliance, Technology & Research, and Marketing & Consulting. This creates an incentive to recommend that you maintain your account with Schwab, based on our interest in receiving Schwab's services that benefit our business and Schwab's payment for services for which we would otherwise have to pay rather than based on your interest in receiving the best value in custody services and most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interest of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services and not Schwab's services that benefit only us.

Soft Dollars

We do not direct client transactions to a particular broker-dealer in return for soft dollar benefits. Although the investment research products and services that may be obtained by our firm will

generally be used to service all of our clients, a brokerage commission paid by a specific client may be used to pay for research that is not used in managing that specific client's account.

Our firm does not accept products or services that do not qualify for Safe Harbor outlined in Section 28(e) of the Securities Exchange Act of 1934, such as those services that do not aid in investment decision-making or trade execution.

Brokerage for Client Referrals

Our firm does not receive brokerage for client referrals.

Directed Brokerage

Neither we nor any of our firm's related persons have discretionary authority in making the determination of the brokers with whom orders for the purchase or sale of securities are placed for execution, and the commission rates at which such securities transactions are effected. We routinely recommend that a client directs us to execute through a specified broker-dealer. Our firm recommends the use of Schwab. Each client will be required to establish their account(s) with Schwab if not already done. Please note that not all advisers have this requirement.

Permissibility of Client-Directed Brokerage

We allow clients to direct brokerage outside our recommendation. We may be unable to achieve the most favorable execution of client transactions. Client directed brokerage may cost clients more money. For example, in a directed brokerage account, you may pay higher brokerage commissions because we may not be able to aggregate orders to reduce transaction costs, or you may receive less favorable prices.

Special Considerations for ERISA Clients

A retirement or ERISA plan client may direct all or part of portfolio transactions for its account through a specific broker or dealer in order to obtain goods or services on behalf of the plan. Such direction is permitted provided that the goods and services provided are reasonable expenses of the plan incurred in the ordinary course of its business for which it otherwise would be obligated and empowered to pay. ERISA prohibits directed brokerage arrangements when the goods or services purchased are not for the exclusive benefit of the plan. Consequently, we will request that plan sponsors who direct plan brokerage provide us with a letter documenting that this arrangement will be for the exclusive benefit of the plan.

Aggregation of Purchase or Sale

We perform investment management services for various clients. There are occasions on which portfolio transactions may be executed as part of concurrent authorizations to purchase or sell the same security for numerous accounts served by our firm, which involve accounts with similar investment objectives. Although such concurrent authorizations potentially could be either advantageous or disadvantageous to any one or more particular accounts, they are affected only when we believe that to do so will be in the best interest of the effected accounts. When such concurrent authorizations occur, the objective is to allocate the executions in a manner which is deemed equitable to the accounts involved. In any given situation, we attempt to allocate trade executions in the most equitable manner

possible, taking into consideration client objectives, current asset allocation and availability of funds using price averaging, proration and consistently non-arbitrary methods of allocation.

Item 13: Review of Accounts or Financial Plans

We review accounts on at least a quarterly basis for our clients subscribing to our Asset Management and Comprehensive Portfolio Management services. The nature of these reviews is to learn whether clients' accounts are in line with their investment objectives, appropriately positioned based on market conditions, and investment policies, if applicable. We may review client accounts more frequently than described above. Among the factors which may trigger an off-cycle review are major market or economic events, the client's life events, requests by the client, etc. Only our Financial Advisors or Portfolio Managers will conduct reviews. We do not provide written reports to clients, unless asked to do so. Verbal reports to clients take place on at least an annual basis when we contact clients who subscribe to these services.

Business Consulting clients receive a written assessment of the business and a recommended plan for improvement. This service is on an ongoing basis. Our firm will meet with clients to discuss any changes in the business. Our firm will also monitor and update the assessment and/or recommendations as needed.

Financial Planning clients do not receive reviews of their written plans unless they take action to schedule a financial consultation with us. We do not provide ongoing services to financial planning clients, but are willing to meet with such clients upon their request to discuss updates to their plans, changes in their circumstances, etc. Financial Planning clients do not receive written or verbal updated reports regarding their financial plans unless they separately contract with us for a post-financial plan meeting or update to their initial written financial plan.

Pension Consulting clients receive reviews of their pension plans for the duration of the pension consulting service. We also provide ongoing services to Pension Consulting clients where we meet with such clients upon their request to discuss updates to their plans, changes in their circumstances, etc. Pension Consulting clients do not receive written or verbal updated reports regarding their pension plans unless they choose to contract with us for ongoing Pension Consulting services.

Item 14: Client Referrals & Other Compensation

Schwab

Except for the arrangements outlined in Item 12 of this document, we have no additional compensation arrangements to disclose.

We receive an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment whose clients maintain their accounts at Schwab. In addition, Schwab has also agreed to pay for certain products and services for which we would otherwise have to pay once the value of our clients' assets in accounts at Schwab reaches a certain amount. These products and services, how they benefit us, and the related conflicts of interest are described above (see Item 12—Brokerage Practices).

Referral Fees

We do not pay referral fees (non-commission based) to independent solicitors (non-registered representatives) for the referral of their clients to our firm in accordance with Rule 206 (4)-3 of the Investment Advisers Act of 1940.

Item 15: Custody

We do not have custody of client funds or securities, except for in the case of Standing Letters of Authorization, as outlined below. All of our clients receive at least quarterly account statements directly from their custodians. Upon opening an account with a qualified custodian on a client's behalf, we promptly notify the client in writing of the qualified custodian's contact information. If we decide to also send account statements to clients, such notice and account statements include a legend that recommends that the client compare the account statements received from the qualified custodian with those received from our firm.

We encourage our clients to raise any questions with us about the custody, safety or security of their assets. The custodians we do business with will send you independent account statements listing your account balance(s), transaction history and any fee debits or other fees taken out of your account.

The SEC issued a no-action letter ("Letter") with respect to the Rule 206(4)-2 ("Custody Rule") under the Investment Advisers Act of 1940 ("Advisers Act"). The letter provided guidance on the Custody Rule as well as clarified that an adviser who has the power to disburse client funds to a third party under a standing letter of instruction ("SLOA") is deemed to have custody. As such, our firm has adopted the following safeguards in conjunction with our custodian:

- The client provides an instruction to the qualified custodian, in writing, that includes the client's signature, the third party's name, and either the third party's address or the third party's account number at a custodian to which the transfer should be directed.
- The client authorizes the investment adviser, in writing, either on the qualified custodian's form or separately, to direct transfers to the third party either on a specified schedule or from time to time.
- The client's qualified custodian performs appropriate verification of the instruction, such as a signature review or other method to verify the client's authorization, and provides a transfer of funds notice to the client promptly after each transfer.
- The client has the ability to terminate or change the instruction to the client's qualified custodian.
- The investment adviser has no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party contained in the client's instruction.
- The investment adviser maintains records showing that the third party is not a related party of the investment adviser or located at the same address as the investment adviser.
- The client's qualified custodian sends the client, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.

Item 16: Investment Discretion

Clients provide our firm with investment discretion on their behalf, pursuant to an executed investment advisory client agreement. By granting investment discretion, we are authorized to execute securities transactions, which securities are bought and sold, and the total amount to be bought and sold. Limitations may be imposed by the client in the form of specific constraints on any of these areas of discretion with our firm's written acknowledgement.

Item 17: Voting Client Securities

SEC Rule 206(4)-6 requires investment advisers who have voting authority with respect to securities held in their clients' accounts to monitor corporate actions and vote proxies in their clients' interests. Our firm is required by the SEC to adopt written policies and procedures, make those policies and procedures available to clients, and retain certain records with respect to proxy votes cast.

Our firm votes client proxies when authorized to do so in writing by a client. Our firm understands our duty to vote client proxies and to do so in the best interest of our clients. Furthermore, it is understood that any material conflicts between our interests and those of our clients with regard to proxy voting must be resolved before proxies are voted. Our firm subscribes to a proxy monitor and voting agent service offered by Broadridge Investor Communication Solutions, Inc. ("Broadridge"), which includes access to proxy analyses with research and vote recommendations from Glass, Lewis & Co. ("Glass Lewis"). Our firm will generally vote in accordance with the recommendations of Glass Lewis, but may vote in a different fashion on particular votes if our firm determines that such actions are in the best interest of our clients. Where applicable, our firm will consider any specific voting guidelines designated in writing by a client.

Our written policies and procedures regarding proxy voting are disclosed here. Information on how particular proxies were voted may contact our Chief Compliance Officer, Wayne Bell-Warren, by phone at 248.385.3737 or email at wbellwarren@gainplanners.com.

Item 18: Financial Information

We are not required to provide financial information in this Brochure because:

- We do not require the prepayment of more than \$1,200 in fees six or more months in advance.
- We do not take custody of client funds or securities.
- We do not have a financial condition or commitment that impairs our ability to meet contractual and fiduciary obligations to clients.

We have never been the subject of a bankruptcy proceeding.