

**Item 1: Cover Page
Part 2A of Form ADV: Firm Brochure
January 2024**



INTEGRAL
WEALTH MANAGEMENT

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This brochure provides information about the qualifications and business practices of Integral Investment Advisors, Inc. dba Integral Wealth Management. If clients have any questions about the contents of this brochure, please contact us at (209) 633-3101, or email info@integral-wealth.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any State Securities Authority. Additional information about our firm is also available on the SEC's website at www.adviserinfo.sec.gov by searching CRD #146569.

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

Item 2: Material Changes

Integral Wealth Management is required to notify clients of any information that has changed since the last annual update of the Firm Brochure ("Brochure") that may be important to them. Clients can request a full copy of our Brochure or contact us with any questions that they may have about the changes.

Since the last annual amendment filed on 02/24/2023 we have the following material changes to report:

- Pursuant to the merger of Charles Schwab & Co, Inc. ("Schwab") and TD Ameritrade, Inc., ("TD Ameritrade") Clients that previously custodied assets with TD will now be custodied under Schwab. Please see Item 12 and 14 for more information on Schwab's brokerage practices.

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Item 4: Advisory Business

Integral Investment Advisors, Inc. dba Integral Wealth Management (“our firm” and “we”) is a California corporation registered as an investment adviser under the oversight of the Securities and Exchange Commission. Our principal place of business is located in Turlock, California. Jodi Ann Karambela is the President of Integral Investment Advisors, Inc. which she founded in 2008. Ms. Karambela is the majority owner and Michael Abram, Vice President and Chief Compliance Officer, is a minority owner.

The purpose of this Brochure is to disclose the conflicts of interest associated with the investment transactions, compensation and any other matters related to investment decisions made by our firm or its representatives. As a fiduciary, it is our duty to always act in the client’s best interest. This is accomplished in part by knowing our client. Our firm has established a service-oriented advisory practice with open lines of communication for many different types of clients to help meet their financial goals while remaining sensitive to risk tolerance and time horizons. Working with clients to understand their investment objectives while educating them about our process, facilitates the kind of working relationship we value.

Types of Advisory Services Offered

Investment Management:

Our firm specializes in designing diversified portfolios that illustrate a client’s financial objectives and individual goals. Our investment style is highly customized to our client’s risk tolerance, maximizing the preservation of capital and after-tax total return. All portfolio decisions are made in accordance with each client’s suitability profile.

Our primary focus is providing structured portfolio management using asset allocation. We have a strong bias towards constructing total return portfolios and have a tactical slant in sectors that have long term growth potential. We use a “Top Down” approach when assessing portfolio weightings to take advantage of trends in the economy, while still maintaining a diversified approach. In addition, as part of our Investment Management service, our firm will provide financial planning on an as-needed basis depending on a number of factors including the client’s financial condition, current situation, and future priorities. This service is designed to assist clients in reaching their financial goals through developing comprehensive financial plans and analyses.

Financial Planning & Consulting:

Our firm provides a variety of standalone financial planning services to help advise clients on how to reach their financial goals through developing comprehensive financial plans and analyses. We collaborate with clients to understand their current financial condition and future priorities. Careful analysis is conducted that illustrates the likelihood of reaching future goals after taking various courses of action. A recommendation is made that best balances the current and future priorities for the client as well as the plan’s likelihood for success. Financial plans are reviewed periodically and updated as appropriate when there are changes to a client’s financial condition and goals. Sometimes the comprehensive nature of the plan lends itself to collaborating with a client’s estate planning attorney or accountant on estate planning or tax planning projects.

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) of ERISA as designated by the Retirement Plan Consulting Agreement with respect to the provision of services described therein.

Tailoring of Advisory Services

For Investment Management clients, our firm constructs portfolios to match each client’s unique risk tolerance, financial objectives, and individual requirements. We believe that our approach better enables our clients to meet their financial goals. Once an individual client’s suitability profile is obtained, we are disciplined about rebalancing the investment portfolio. Conversely, our firm will offer general investment advice to our Financial Planning and Retirement Plan Consulting clients.

Each Investment Management 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 and may result in our firm requesting the client engage with our firm on a non-discretionary basis instead.

Participation in Wrap Fee Programs

Our firm does not offer or sponsor a wrap fee program.

Regulatory Assets Under Management

Our firm manages \$32,315,796 on a non-discretionary basis and \$226,664,269 on a discretionary basis as of December 31, 2023.

Item 5: Fees & Compensation

Compensation for Our Advisory Services

Investment Management Fees:

In consideration of the Investment Management services provided by our firm, clients pay our firm an annual fee quarterly in arrears. Fees will be deducted directly by the custodian from client's accounts unless otherwise agreed. The fee will be equal to the agreed respective percentage per annum, based on the average daily market values of the managed accounts for the actual number of days in the previous quarter, offset by five (5) business days.

The maximum annual fee charged will not exceed 1.50%. Fees to be assessed will be outlined in the advisory agreement to be signed by the Client when we begin our professional relationship. Unless otherwise noted in writing, our firm bills on cash.

For purposes of determining value, securities and other instruments traded on a market for which actual transaction prices are publicly reported shall be valued at the last reported sale price on the principal market in which they are traded (or, if there shall be no sales on such date, then at the mean between the closing bid and asked prices on such date). Notwithstanding the above, our fees are generally negotiable. As part of this process, Clients understand the following:

- a) The client's independent custodian sends statements at least quarterly showing the market values for each security included in the assets and all account disbursements, including the amount of the advisory fees paid to our firm. Clients should verify the accuracy of these calculations;
- b) Clients will provide authorization permitting our firm to be directly paid by these terms. Our firm will send an invoice directly to the custodian; and
- c) If our firm sends a copy of our invoice to the client, legend urging the comparison of information provided in our statement with those from the qualified custodian will be included.

Financial Planning Fees:

Our firm charges on a flat fee basis for Financial Planning services. The total estimated fee, as well as the ultimate fee charged, is based on the scope and complexity of our engagement with the client. Flat fees range from \$1,500 to \$10,000.

Our firm will invoice clients for this service upon delivery of their plan. All invoices are due within 10 days of financial plan being delivered. Our firm may make special arrangements with clients wishing to retain financial planning as an ongoing service. However, our firm will not require a retainer in excess of \$1,200 when services cannot be rendered in six months.

The planning fee also includes the time and activities necessary to work with client's attorney and/or accountant in reaching agreement on solutions, as well as implementing all appropriate documents. We are not responsible for attorney or accountant fees charged to clients as a result of the above activities.

Retirement Plan Consulting:

Our Retirement Plan Consulting services are billed a fee based on the percentage of Plan assets under management. Fees based on a percentage of managed Plan assets will not exceed 1.50%. The fee-paying arrangements will be determined on a case-by-case basis and will be detailed in the signed consulting agreement.

Other Types of Fees & Expenses

Clients will incur transaction fees for trades executed by their chosen custodian, 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

Either party may terminate the Investment Advisory Agreement signed with our firm for our Investment Management services in writing at any time. Upon notice of termination pro-rata advisory fees for services rendered to the point of termination will be charged contingent on the number of days the account was open during the quarter. If advisory fees cannot be deducted, our firm will send an invoice for due advisory fees to the client.

Financial Planning clients may terminate their agreement at any time before the delivery of a financial plan by providing written notice. For purposes of calculating fees, all work performed by us up to the point of termination shall be calculated at the hourly fee currently in effect. Clients will receive an invoice based on the time and effort expended by our firm.

Either party may terminate the Retirement Planning Consulting Agreement at any time by providing written notice to the other party. Clients will be charged on a pro-rata basis which takes into account work completed by our firm on behalf of the client. Clients will incur charges for bona fide advisory services rendered up to the point of termination (determined as receipt of said written notice) and such fees will be due and payable by the client.

Commissionable Securities Sales

Our firm is a fee-only investment advisory firm paid on a percentage of client assets managed. This means that no supervised person associated with us receives or accepts any compensation for the

sale of securities or investment products. Our firm believe this method of compensation minimizes conflicts of interest.

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

Our firm does not charge performance-based fees.

Item 7: Types of Clients & Account Requirements

We do not have any set asset requirements for opening or maintaining accounts and provide investment advice to the following types of clients:

- High Net Worth Individuals;
- Individuals (other than High Net Worth individuals);
- Charitable Organizations;
- Pension and Profit Sharing Plans;

Because each client is unique, we encourage involvement in the planning and processes involved in the management of client accounts. Such involvement does not have to be time consuming, however we want our clients to remain informed and have a sense of security about their investments.

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

We offer advice on investments primarily including (but not limited to) the following:

- Equity securities such as:
 - Exchange-listed securities including stocks and Exchange Traded Products such as ETFs.
 - Securities traded over-the-counter
 - Foreign issuers
- Corporate debt securities (other than commercial paper)
- Commercial paper
- Certificates of deposit
- Municipal debt securities
- Investment company securities such as:
 - Mutual fund shares
- United States government debt securities
- Options contracts on:
 - Securities

The primary investment strategies used to implement investment advice given to clients include long-term (securities held at least one year) and short-term (securities sold within a year) purchases, taking into consideration a client's tax situation when buying or selling securities and mutual funds.

Our firm primarily researches and analyzes securities using fundamental and technical methods. The main sources of information we rely upon when researching and analyzing securities include traditional research materials such as financial newspapers and magazines; research materials prepared by others; filings with the Securities and Exchange Commission; and company press releases.

Risk of Loss

Our firm will use our best judgment and good faith efforts in rendering services to our clients. However, we cannot warrant or guarantee any particular level of account performance, or that an account will be profitable over time. Not every investment decision or recommendation made by us will be profitable. Clients assume all market risk involved in the investment of account assets under the Investment Advisory Agreement and understand that investment decisions made for this account are subject to various market, currency, economic, political, and business risks. However, nothing in our Agreement shall relieve us from any responsibility or liability we may have under state or federal statutes. Clients should note that investing in securities involves risk of loss that clients should be prepared to bear. As noted above, while the stock market may increase and the account(s) could enjoy a gain, it is also possible that the stock market may decrease and the account(s) could suffer a loss. It is important that clients understand the risks associated with investing in the stock market, and that their assets are appropriately diversified in investments. Clients are encouraged to ask our firm any questions regarding their risk tolerance.

Description of Material, Significant or Unusual Risks

While all investing involves risks and losses can and will occur, our advisory services generally recommend a broad and diversified allocation of equities, ETFs, and mutual funds thereby reducing specific risks associated with a concentrated or undiversified portfolio.

Item 9: Disciplinary Information

Our firm is required to disclose all material facts regarding any legal or disciplinary event that would be material to your evaluation of our firm or the integrity of our management. We have no information to disclose applicable to this item.

Item 10: Other Financial Industry Activities & Affiliations

Our firm does not participate in any other material activities and has no other financial industry affiliations to disclose.

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

We have a Code of Ethics which all employees are required to follow. The Code of Ethics outlines proper conduct related to all services provided to clients. Prompt reporting of internal violations is mandatory. Our chief compliance officer regularly evaluates employee performance to ensure compliance with the Code of Ethics. A copy of the Code of Ethics is available to any client or prospective client upon request.

Individuals associated with our firm may buy and sell some of the same securities for their personal accounts that we buy and sell for our clients. In general, we attempt to avoid trading securities in personal accounts during the same trading day that we are trading the same position in client accounts. If, however, the transaction is going to be aggregated into a block trade, then we may include ourselves in that aggregated trade. In all other instances, where appropriate, we will purchase a security for all client accounts for which the investment is appropriate before purchasing any of the securities for personal account(s) and, likewise, when determining that securities should be sold, will cause these securities to be sold from all client accounts prior to permitting the selling of the securities from personal account(s). In some cases, we may buy or sell securities in personal accounts for reasons not related to the strategies adopted by our clients.

When we have been newly engaged by an Investment Management client for whom we expect to recommend securities in which individuals associated with our firm hold a substantial position, we will notify the new client of our policies in respect to trading in personal accounts. We will disclose to our clients any material conflict of interest relating to us, our representatives, or any of our employees which could reasonably be expected to impair the rendering of unbiased and objective advice.

Item 12: Brokerage Practices

Custodian & Brokers Used

Our firm does not maintain custody of client assets (although our firm may be deemed to have custody of client assets if given the authority to withdraw assets from client accounts. See *Item 15 Custody*, below). Client assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer or bank. Our firm recommends that clients use the Schwab Advisor Services division of Charles Schwab & Co. Inc. (“Schwab”), a FINRA-registered broker-dealer, member SIPC, as the qualified custodian. Our firm is independently owned and operated, and not affiliated with Schwab. Schwab will hold client assets in a brokerage account and buy and sell securities when instructed. While our firm recommends that clients use Schwab as custodian/broker, clients will decide whether to do so and open an account with Schwab by entering into an account agreement directly with them. Our firm does not open the account. Even though the account is maintained at Schwab, our firm can still use other brokers to execute trades, as described in the next paragraph.

How Brokers/Custodians Are Selected

Our firm seeks to recommend a custodian/broker who will hold client assets and execute transactions on terms that are overall most advantageous when compared to other available providers and their services. A wide range of factors are considered, including, but not limited to:

- combination of transaction execution services along with asset custody services (generally without a separate fee for custody)
- capability to execute, clear and settle trades (buy and sell securities for client accounts)
- capabilities to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- breadth of investment products made available (stocks, bonds, mutual funds, exchange traded funds (ETFs), etc.)
- availability of investment research and tools that assist in making investment decisions
- quality of services
- competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate them
- reputation, financial strength and stability of the provider
- prior service to our firm and our other clients
- availability of other products and services that benefit our firm, as discussed below (see *"Products & Services Available from Schwab"*)

Custody & Brokerage Costs

Schwab generally does not charge a separate fee for custody services, but is compensated by charging commissions or other fees to clients on trades that are executed or that settle into the Schwab account. In addition to commissions, Schwab charges a flat dollar amount as a "prime broker" or "trade away" fee for each trade that our firm has executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into a Schwab account. These fees are in addition to the commissions or other compensation paid to the executing broker-dealer. Because of this, in order to minimize client trading costs, our firm has Schwab execute most trades for the accounts.

Products & Services Available from Schwab

Schwab Advisor Services is Schwab's business serving independent investment advisory firms like our firm. They provide our firm and 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 manage or administer our client accounts while others help manage and grow our business. Schwab's support services are generally available on an unsolicited basis (our firm does not have to request them) and at no charge to our firm. The availability of Schwab's products and services is not based on the provision of particular investment advice, such as purchasing particular securities for clients. Here is a more detailed description of Schwab's support services:

Services that Benefit Clients

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 our firm might not otherwise have access or that would require a significantly higher minimum initial investment by firm clients. Schwab's services described in this paragraph generally benefit clients and their accounts.

Services that May Not Directly Benefit Clients

Schwab also makes available other products and services that benefit our firm but may not directly benefit clients or their accounts. These products and services assist in managing and administering our client accounts. They include investment research, both Schwab's and that of third parties. This research may be used to service all or some substantial number of client 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.

Services that Generally Benefit Only Our Firm

Schwab also offers other services intended to help 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.

Schwab may provide some of these services itself. In other cases, Schwab will arrange for third-party vendors to provide the services to our firm. Schwab may also discount or waive fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide our firm with other benefits, such as occasional business entertainment for our personnel.

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

Our Interest in Schwab's Services.

The availability of these services from Schwab benefits our firm because our firm does not have to produce or purchase them. Our firm does not have to pay for these services, and they are not contingent upon committing any specific amount of business to Schwab in trading commissions or assets in custody.

In light of our arrangements with Schwab, a conflict of interest exists as our firm may have incentive to require that clients maintain their accounts with Schwab based on our interest in receiving Schwab's services that benefit our firm rather than based on client interest in receiving the best value in custody services and the most favorable execution of transactions. As part of our fiduciary duty to our clients, our firm will endeavor at all times to put the interests of our clients first. Clients should be aware, however, that the receipt of economic benefits by our firm or our related persons creates a potential conflict of interest and may indirectly influence our firm's choice of Schwab as a custodial recommendation. Our firm examined this potential conflict of interest when our firm chose to

recommend Schwab and have determined that the recommendation is in the best interest of our firm's clients and satisfies our fiduciary obligations, including our duty to seek best execution.

In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Although our firm will seek competitive rates, to the benefit of all clients, our firm may not necessarily obtain the lowest possible commission rates for specific client account transactions. Our firm believes that the selection of Schwab as a custodian and broker is the best interest of our clients. It is primarily supported by the scope, quality and price of Schwab's services, and not Schwab's services that only benefit our firm.

Item 13: Review of Accounts or Financial Plans

Our management personnel or financial advisors review accounts internally on at least a quarterly basis. Our management or financial advisors review accounts with clients on at least an annual basis for our Investment Management clients when they are contacted. The nature of these reviews is to ensure clients' suitability profiles are up to date and accounts are appropriately positioned based on their objectives, risk tolerance, and current economic conditions.

More frequent reviews may also be triggered by a change in a client's investment objectives; tax considerations; large deposits or withdrawals; large sales or purchases; loss of confidence in corporate management; or, changes in macro-economic climate.

Financial Planning clients receive their financial plans and recommendations at time service is completed. Depending on the type of Financial Planning service requested, we will meet as needed with clients to discuss any potential changes to their financial plan.

Retirement Plan Consulting clients receive reviews of their retirement plans for the duration of the service. Our firm also provides ongoing services where clients are met with upon their request to discuss updates to their plans, changes in their circumstances, etc. Retirement Plan Consulting clients do not receive written or verbal updated reports regarding their plans unless they choose to engage our firm for ongoing services.

Item 14: Client Referrals & Other Compensation

Schwab

Our firm receives economic benefit from Schwab in the form of the support products and services made available to our firm and other independent investment advisors that have their clients maintain accounts at Schwab. These products and services, how they benefit our firm, and the related conflicts of interest are described above (*see Item 12 – Brokerage Practices*). The availability of Schwab's products and services is not based on our firm giving particular investment advice, such as buying particular securities for our clients.

Referral Fees

In accordance with Rule 206 (4)-1 of the Investment Advisers Act of 1940, our firm does not provide cash or non-cash compensation directly or indirectly to unaffiliated persons for testimonials or endorsements (which include client referrals).

Item 15: Custody

Deduction of Advisory Fees:

Clients receive standard account statements from the custodian of their accounts generally on a monthly basis, but in any event, no less than quarterly. We urge all clients to carefully review statements from the custodian and compare these to any reports that we may provide to you. Our reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

We shall have no liability to a client for any loss or other harm to any property in the account, including any harm to any property in the account resulting from the insolvency of the custodian or any acts of the agents or employees of the custodian and whether or not the full amount of such loss is covered by the Securities Investor Protection Corporation ("SIPC") or any other insurance which may be carried by the custodian. Clients should understand that SIPC provides only limited protection for the loss of property held by a custodian.

Trustee for Client Accounts:

Representatives of our firm act as a trustee to certain client accounts. As such, our firm is deemed to have custody. The client funds and securities of which our firm has custody are verified by actual examination at least once during each calendar year by an independent public accountant ("IPA") registered with the Public Company Accounting Oversight Board ("PCAOB"), at a time that is chosen by the accountant without prior notice or announcement to our firm and that is irregular from year to year. Clients are encouraged to raise any questions with us about the custody, safety or security of their assets and our custodial recommendations.

Third Party Money Movement:

On February 21, 2017, the SEC issued a no-action letter ("Letter") with respect to 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 authorization ("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 have the option of providing our firm with investment discretion on their behalf, pursuant to an executed Investment Advisory Agreement. By granting investment discretion, clients authorize our firm to execute securities transactions, determine which securities are bought and sold, and decide the total amount to be bought and sold. Should clients grant our firm non-discretionary authority, our firm would be required to obtain the client's permission prior to effecting securities transactions. 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

Our firm does not accept the proxy authority to vote client securities. Clients will receive proxies or other solicitations directly from their custodian or a transfer agent. In the event that proxies are sent to our firm, our firm will forward them to the appropriate client and ask the party who sent them to mail them directly to the client in the future. Clients may call, write, or email us to discuss questions they may have about particular proxy votes or other solicitations.

Item 18: Financial Information

Our firm is not required to provide financial information in this Brochure because:

- Our firm does not require the prepayment of more than \$1,200 in fees when services cannot be rendered within 6 months.
- Our firm manages some client assets on a discretionary basis; however, we have no financial commitments which would impair our ability to meet the contractual and fiduciary commitments to our clients.
- Our firm has never been the subject of a bankruptcy proceeding.