

Item 1: Cover Page

Integrated Planning & Wealth Management, LLC

Form ADV Part 2A Brochure

Address: 275 Medical Dr.
#4356
Carmel, IN 46082

Phone: (317) 706-4748

Email: info@integratedpwm.com

Website: <https://integratedpwm.com/>

This brochure provides information about the qualifications and business practices of Integrated Planning & Wealth Management, LLC. If you have any questions about the contents of this brochure, please contact us at the telephone number or email address listed above. 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. Integrated Planning & Wealth Management, LLC is a registered investment adviser, but registration does not imply a certain level of skill or training.

Additional information about Integrated Planning & Wealth Management, LLC is also available on the SEC's website at www.adviserinfo.sec.gov and by searching for CRD# 286151.

Item 2: Material Changes

In this Item, Integrated Planning & Wealth Management, LLC is required to identify and discuss material changes since filing its last annual amendment. Since filing its last annual amendment on March 15, 2024, the following material changes have occurred:

Effective Date	Brochure Item(s)	Description
Q3 2024	Throughout	Integrated Planning & Wealth Management, LLC transitioned from state to SEC registration in Q3 2024.

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 and Compensation	6
Item 6: Performance-Based Fees & Side-By-Side Management	8
Item 7: Types of Clients	9
Item 8: Methods of Analysis, Investment Strategies & Risk of Loss	10
Item 9: Disciplinary Information	12
Item 10: Other Financial Industry Activities & Affiliations	13
Item 11: Code of Ethics, Participation or Interest in Client Transactions & Personal Trading	14
Item 12: Brokerage Practices	15
Item 13: Review of Accounts	16
Item 14: Client Referrals and Other Compensation	17
Item 15: Custody	18
Item 16: Investment Discretion	19
Item 17: Voting Client Securities	20
Item 18: Financial Information	21

Item 4: Advisory Business

A. Integrated Planning & Wealth Management, LLC (the “Adviser,” “we,” “us,” or “our”) is an investment adviser founded in 2011, registered with the U.S. Securities and Exchange Commission (“SEC”), and principally owned by Adam Cmejla.

B. Adviser offers the following types of advisory services:

- i. Discretionary Investment Management. Adviser provides ongoing discretionary investment management services to its clients based upon each client’s current financial condition, goals, risk tolerance, income, liquidity requirements, investment time horizon, and other information that is relevant to the management of clients’ account(s). This information will then be used to make investment decisions that reflect clients’ individual needs and objectives on an initial and ongoing basis. Adviser’s investment decisions will allocate portions of clients’ account(s) to various asset classes classified according to historical and projected risks and rates of return. Adviser will retain the discretion to buy, sell, or otherwise transact in securities and other investments in a client’s accounts without first receiving the client’s specific approval for each transaction. Such discretionary authority is granted by a client in his or her investment management agreement with Adviser. Clients may impose restrictions on investing in certain securities or types of securities so long as such restrictions may reasonably be implemented by Adviser.

Adviser generally implements its investments strategy by allocating clients’ investable assets across a diversified risk-based portfolio of no-load mutual funds and/or exchange traded funds (“ETFs”), stocks, municipal securities, money market funds, and real estate investment trusts (“REITs”), and limited partnerships.

- ii. Financial Planning. When rendering financial planning services (which may be provided either in connection with investment management services or as a standalone service), Adviser will evaluate and make recommendations with respect to various financial planning topics that are relevant to a particular client. Such topics can include, for example, retirement planning, education savings, cash flow management, debt reduction, estate planning, insurance needs, risk mitigation, tax planning, charitable giving strategies, and/or financial goal tracking. Implementation of Adviser’s recommendations will be at the discretion of the client.

When rendering financial planning services, a conflict exists between Adviser’s interests and the interests of its clients; clients are under no obligation to act upon Adviser’s financial planning recommendations. If a client elects to act on any of the recommendations made by Adviser, the client is under no obligation to effect the transaction through Adviser or any of its personnel.

- iii. Pension Consulting Services. To the extent Adviser is retained by a pension or profit sharing plan (a “Plan”), Adviser shall review the Plan’s investment objectives, risk tolerance, and goals, and shall work in partnership with applicable third-parties (such as the Plan’s recordkeeper, third-party administrator, and/or discretionary investment manager) to establish an appropriate investment policy statement and deploy applicable investment options into the Plan’s account. Adviser shall periodically review the investment options available to the Plan and, if applicable, will make recommendations to assist the Plan with respect to the selection of the Plan’s qualified default investment alternative (“QDIA”). Adviser will provide reports, information and recommendations, on a reasonably requested basis, to assist the Plan in monitoring the selected investments. If elected by the Plan, Adviser may also provide various services related to the Plan’s governance, the education of Plan participants, and the review of other service providers

to the Plan. In connection with Plans subject to the Employee Retirement Income Security Act of 1974 ("ERISA") and applicable provisions of the Internal Revenue Code of 1986, as amended (the "Code") Adviser acknowledges that it is a fiduciary under ERISA and the Code, shall render prudent investment advice that is in Plan's best interest, shall avoid making misleading statements, and shall receive no more than reasonable compensation.

- i. Selection of other investment advisers. From time to time and when appropriate for a particular client, Adviser will recommend or retain an independent and unaffiliated third-party investment adviser ("Third-Party Adviser") to manage all or a portion of a client's portfolio. Third-Party Advisers are evaluated based on a variety of factors, not the least of which include performance return history, asset class specialization, management tenure, and risk profile. Adviser will conduct due diligence as appropriate to confirm that such Third-Party Advisers are duly registered and otherwise well-equipped to manage such clients' accounts. Adviser generally retains the discretionary authority to hire or fire such Third-Party Advisers with or without notice to the client. As of the date of this brochure, Adviser generally recommends the sub-investment advisory services of Dimensional Fund Advisors LP ("Dimensional") as the Third-Party Adviser.
- C. Adviser does not participate in any wrap fee programs.
- D. When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act ("ERISA") and/or the Internal Revenue Code (the "Code"), as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Under this special rule's provisions, we must:
- i. Meet a professional standard of care when making investment recommendations (give prudent advice);
 - ii. Never put our financial interests ahead of yours when making recommendations (give loyal advice);
 - iii. Avoid misleading statements about conflicts of interest, fees, and investments;
 - iv. Follow policies and procedures designed to ensure that we give advice that is in your best interest;
 - v. Charge no more than is reasonable for our services; and
 - vi. Give you basic information about conflicts of interest.
- E. Adviser manages the following amount of discretionary and non-discretionary client assets calculated as of December 31, 2023:
- i. Discretionary: \$68,121,260
 - ii. Non-Discretionary: \$0
 - iii. Total: \$68,121,260

Item 5: Fees and Compensation

- A. Adviser is compensated for its advisory services primarily by fees charged based on a client's assets under management with Adviser. Fees are negotiable, and each client's specific fee schedule is included as part of the investment advisory agreement signed by Adviser and the client.

Adviser's standard fee schedule is included below, subject to negotiation with a client:

Client Assets Under Management	Annual Fee Percentage (paid quarterly)
\$0 - \$500,000	1.25%
\$500,001 - \$1,000,000	1.00%
\$1,000,001 - \$3,000,000	0.75%
\$3,000,001 - \$5,000,000	0.55%
Over \$5,000,000	0.35%

The fee schedule above is a "cliff" or "breakpoint" fee schedule, which means that all client assets under Adviser's management are charged the same corresponding annual fee percentage based on the total client assets designated to be under Adviser's management. Fees are deducted in arrears on a quarterly basis from clients' assets and based upon the average daily balance of such assets managed by Adviser during the prior calendar quarter. Outstanding margin balances and cash are included in the assets upon which fees are assessed.

In addition, 'held-away' assets and accounts that are not maintained by our recommended custodian (typically a retirement plan account) but designated to be under our management are charged a flat asset-based fee of 0.75% per annum, charged quarterly in arrears based on the average daily balance of such held-away assets under our management, and deducted from a client's other accounts under our management and maintained at our recommended custodian.

To the extent a Third-Party Adviser has been retained to manage all or a portion of a client's account, such Third-Party Adviser will generally charge additional fees as separately disclosed to such client from time to time. As of the date of this brochure, the additional fees charged by Dimensional to clients range from 0.00% to 0.29% per annum, charged quarterly in arrears based on the average daily value of assets designated to be under Dimensional's management during the prior calendar quarter and depending on the underlying asset types to be managed by Dimensional.

Fees are prorated from the date assets are first designated to be under Adviser's management through the date of termination. If Adviser or client terminates the advisory agreement before the end of a quarterly billing period, the pro rata fees earned through the effective date of the termination will be billed to the client.

- B. Adviser offers an annual fixed fee program for financial planning services. The annual fee generally ranges between \$1,800 and \$20,000. The annual fee is typically paid on a monthly basis in advance; however, clients may request an alternate payment schedule, the acceptance of which is at Adviser's discretion. All fees are negotiable depending upon the complexity and scope of the plan, your financial situation, and your objectives. In some situations, we may offer financial planning services and investment management services under one bundled fee.

Financial planning fees you incur will be billed to you. You will receive an invoice for all financial planning services which are due within 60 days from receipt of the invoice.

You will incur a pro rata charge for financial planning services rendered prior to the termination of our agreement, which means you will incur advisory fees only for the services rendered, and you will receive a refund via AdvicePay of excess fees paid (if any).

- C. Adviser's fees for pension consulting services will be negotiated with the plan sponsor or named fiduciary on a case-by-case basis, but Adviser generally includes pension consulting services as part of its financial planning services and/or investment management services for no additional fee. Pension consulting services are generally subject to a minimum annual fee of \$500, which may be payable as part of the investment management and/or financial planning services also being received by a client.
- D. In addition to the fees charged by Adviser, clients will incur brokerage and other transaction costs. Please refer to Item 12: Brokerage Practices, for further information on such brokerage and other transaction-related practices. Clients will also typically incur additional fees and expenses imposed by independent and unaffiliated third-parties, which can include qualified custodian fees, mutual fund or exchange traded fund fees and expenses, mark-ups and mark-downs, spreads paid to market makers, wire transfer fees, check-writing fees, early-redemption charges, certain deferred sales charges on previously-purchased mutual funds, margin fees, charges or interest, IRA and qualified retirement plan fees, and other fees and taxes on brokerage accounts and securities transactions. These additional charges are separate and apart from the fees charged by Adviser.
- E. Neither Adviser nor any of its supervised persons accepts compensation for the sale of securities or other investment products.

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

Neither Adviser nor any of its supervised persons accepts performance-based fees (fees based on a share of capital gains or capital appreciation of the assets of a client). Neither Adviser nor any of its supervised persons engage in side-by-side management.

Item 7: Types of Clients

Adviser generally provides its services to individuals, high-net-worth individuals, pension and profit sharing plans, and small businesses.

While Adviser specializes in providing financial and retirement planning for optometric practice owners, clients need not be optometric practice owners in order to open and maintain an account with Adviser.

Adviser generally works with optometric practice owners with a trailing 12-month revenue of \$850,000 or more, but reserves the right to reduce or waive this threshold at its sole and absolute discretion.

Adviser charges a minimum fee of \$500 to enter into a pension consulting arrangement. At its discretion, Adviser may waive the minimum fee.

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

- A. The investment strategies used by Adviser when formulating investment advice or managing assets include Fundamental Analysis, Modern Portfolio Theory, and both Short- and Long-Term Purchases. Investing in securities involves risk of loss that clients should be prepared to bear. Past performance does not guarantee future returns.
- B. Like any investment strategy, the strategies above involve material risks. Such material risks are described in further detail below:
- i. Investing for the long term means that a client's account will be exposed to short-term fluctuations in the market and the behavioral impulse to make trading decisions based on such short-term market fluctuations. Adviser does not condone short-term trading in an attempt to "time" the market, and instead coaches clients to remain committed to their financial goals. However, investing for the long term can expose clients to risks borne out of changes to interest rates, inflation, general economic conditions, market cycles, geopolitical shifts, and regulatory changes.
 - ii. Inflation risk is the risk that the value of a client's portfolio will not appreciate at least in an amount equal to inflation over time. General micro- and macro-economic conditions may also affect the value of the securities held in a client's portfolio, and general economic downturns can trigger corresponding losses across various asset classes and security types. Market cycles may cause overall volatility and fluctuations in a portfolio's value, and may increase the likelihood that securities are purchased when values are comparatively high and/or that securities are sold when values are comparatively low. Geopolitical shifts may result in market uncertainty, lowered expected returns, and general volatility in both domestic and international securities. Regulatory changes may have a negative impact on capital formation and increase the costs of doing business, and therefore result in decreased corporate profits and corresponding market values of securities.
 - iii. Investing in mutual funds does not guarantee a return on investment, and shareholders of a mutual fund may lose the principal that they've invested into a particular mutual fund. Mutual funds invest into underlying securities that comprise the mutual fund, and as such clients are exposed to the risks arising from such underlying securities. Mutual funds charge internal expenses to their shareholders (which can include management fees, administration fees, shareholder servicing fees, sales loads, redemption fees, and other fund fees and expenses, e.g.), and such internal expenses subtract from its potential for market appreciation. Shares of mutual funds may only be traded at their stated net asset value ("NAV"), calculated at the end of each day upon the market's close.

Investing in ETFs bears similar risks and incurs similar costs to investing in mutual funds as described above. However, shares of an ETF may be traded like stocks on the open market and are not redeemable at an NAV. As such, the value of an ETF may fluctuate throughout the day and investors will be subject to the cost associated with the bid-ask spread (the difference between the price a buyer is willing to pay (bid) for an ETF and the seller's offering (asking) price).
- Clients are encouraged to carefully read the prospectus of any mutual fund or ETF to be purchased for investment to obtain a full understanding of its respective risks and costs.
- iv. Investing in common stocks means that a client will be subject to the risks of the overall market as well as risks associated with the particular company or companies whose

stock is owned. These risks can include, for example, changes in economic conditions, growth rates, profits, interest rates and the market's perception of these securities. Common stocks tend to be more volatile and more risky than certain other forms of investments, especially as compared to fixed income products like bonds.

- v. Investing in municipal securities carries unique risks, depending on the type of bond offered. General obligation bonds are issued by governmental entities and are not backed by revenues from a specific project or source. In some instances, municipalities may not have taxing authority to repay bondholders. Revenue bonds are backed by revenues from a specific project or source and can vary greatly in terms of credit risk. Some revenue bonds are "non-course" bonds, meaning that should the revenue stream dry up or the conduit borrower fails to pay, the bondholder will not have a claim to the underlying revenue or against the conduit borrower.
- vi. Investing in money market funds carries interest rate risk. Securities with longer maturities typically offer higher yields, but have greater interest rate sensitivity. There is also liquidity risk - the money market fund may impose a fee upon the sale of your shares, or may temporarily suspend your ability to sell shares, if the fund's liquidity falls below required minimums because of market conditions or other factors.
- vii. Investing in REITs means that clients will be subject to the risks associated with investments in mortgages and their related activities in addition to the general risk of equity and financial markets. Among the factors that the REIT industry is vulnerable to are: (1) change in government regulation, primarily the pass-through tax treatment of REIT income, (2) the market for residential mortgage assets, (3) the general level and term structure for interest rates. The common equity prices of REITs have historically been more closely correlated with changes in interest rates than other non-REIT equity securities. Additionally, REITs tend to be more illiquid in nature, may contain additional fees, and may experience disruptions in distributions in comparison to other types of securities.
- viii. Investments in limited partnerships are often subject to liquidity restrictions, which means that a client may not be able to redeem his or her investment until a redemption window is available. In addition, such investments can be more volatile and less transparent than an exchange-listed security that trades daily in an electronic marketplace. Limited partnerships are generally more difficult to value than exchange-listed securities, and therefore are more reliant on individual judgment as opposed to market prices when determining a valuation. Investors into limited partnerships are typically required to be either accredited investors, qualified clients, or both, and should carefully consider the specific risks described in the applicable private placement memorandum, limited partnership agreement, and other fund-related disclosure documents.

Item 9: Disciplinary Information

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

Item 10: Other Financial Industry Activities & Affiliations

- A. Neither Adviser nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.
- B. Neither Adviser nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.
- C. Neither Adviser nor any of its management persons have any relationship or arrangement with any related person below:
 - i. broker-dealer, municipal securities dealer, or government securities dealer or broker
 - ii. investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund)
 - iii. other investment adviser or financial planner
 - iv. futures commission merchant, commodity pool operator, or commodity trading advisor
 - v. banking or thrift institution
 - vi. accountant or accounting firm
 - vii. lawyer or law firm
 - viii. insurance company or agency
 - ix. pension consultant
 - x. real estate broker or dealer
 - xi. sponsor or syndicator of limited partnerships
- D. Adam Cmejla, Managing Member of Adviser, is the owner of 2020 Money Media LLC, a media production company that produces educational and informational content and resources to support a financial literacy podcast for optometrists and optometric private practice owners. The podcast is hosted on Adviser's website.
- E. As described earlier in Item 4 of this brochure, Adviser retains the authority to recommend or retain one or more Third-Party Advisers to provide investment advisory services to Adviser for the benefit of Adviser and its clients. Adviser does not receive any compensation directly or indirectly from such Third-Party Advisers.

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

- A. Adviser has adopted a code of ethics that will be provided to any client or prospective client upon request. Adviser's code of ethics describes the standards of business conduct that Adviser requires of its supervised persons, which is reflective of Adviser's fiduciary obligations to act in the best interests of its clients. The code of ethics also includes sections related to compliance with securities laws, reporting of personal securities transactions and holdings, reporting of violations of the code of ethics to Adviser's Chief Compliance Officer, pre-approval of certain investments by access persons, and the distribution of the code of ethics and any amendments to all supervised persons followed by a written acknowledgement of their receipt.
- B. Neither Adviser nor any of its related persons recommends to clients, or buys or sells for client accounts, securities in which Adviser or any of its related persons has a material financial interest.
- C. From time to time, Adviser or its related persons will invest in the same securities (or related securities such as warrants, options or futures) that Adviser or a related person recommends to clients. This has the potential to create a conflict of interest because it affords Adviser or its related persons the opportunity to profit from the investment recommendations made to clients. Adviser's policies and procedures and code of ethics address this potential conflict of interest by prohibiting such trading by Adviser or its related persons if it would be to the detriment of any client and by monitoring for compliance through the reporting and review of personal securities transactions. In all instances Adviser will act in the best interests of its clients.
- D. From time to time, Adviser or its related persons will buy or sell securities for client accounts at or about the same time that Adviser or a related person buys or sells the same securities for its own (or the related person's own) account. This has the potential to create a conflict of interest because it affords Adviser or its related persons the opportunity to trade either before or after the trade is made in client accounts, and profit as a result. Adviser's policies and procedures and code of ethics address this potential conflict of interest by prohibiting such trading by Adviser or its related persons if it would be to the detriment of any client and by monitoring for compliance through the reporting and review of personal securities transactions. In all instances Adviser will act in the best interests of its clients.

Item 12: Brokerage Practices

A. Adviser considers several factors when recommending a custodial broker-dealer for client transactions and determining the reasonableness of such custodial broker-dealer's compensation. Such factors include the custodial broker-dealer's industry reputation and financial stability, service quality and responsiveness, execution price, speed and accuracy, reporting abilities, and general expertise. Assessing these factors as a whole allows Adviser to fulfill its duty to seek best execution for its clients' securities transactions. However, Adviser does not guarantee that the custodial broker-dealer recommended for client transactions will necessarily provide the best possible price, as price is not the sole factor considered when seeking best execution. After considering the factors above, Adviser recommends Charles Schwab & Co., Inc. ("Schwab") as the custodial broker-dealer for client accounts.

- i. Adviser does not receive research and other soft dollar benefits in connection with client securities transactions, which are known as "soft dollar benefits". However, the custodial broker-dealer(s) recommended by Adviser do provide certain products and services that are intended to directly benefit Adviser, clients, or both. Such products and services include (a) an online platform through which Adviser can monitor and review client accounts, (b) access to proprietary technology that allows for order entry, (c) duplicate statements for client accounts and confirmations for client transactions, (d) invitations to the custodial broker-dealer(s)' educational conferences, (e) practice management consulting, and (f) occasional business meals and entertainment.

The receipt of these products and services creates a conflict of interest to the extent it causes Adviser to recommend Schwab as opposed to a comparable custodial broker-dealer. Adviser addresses this conflict of interest by fully disclosing it in this brochure, evaluating Schwab based on the value and quality of its services as realized by clients, and by periodically evaluating alternative broker-dealers to recommend.

- ii. Adviser does not consider, in selecting or recommending custodial broker-dealers, whether Adviser or a related person receives client referrals from a custodial broker-dealer or third-party.
 - iii. Adviser does not routinely recommend, request, or require that a client direct Adviser to execute transactions through a specified custodial broker-dealer other than Schwab.
- B. Adviser retains the ability to aggregate the purchase and sale of securities for clients' accounts with the goal of seeking more efficient execution and more consistent results across accounts. Aggregated trading instructions will not be placed if it would result in increased administrative and other costs, custodial burdens, or other disadvantages. If client trades are aggregated by Adviser, such aggregation will be done so as not to disadvantage any client and to treat all clients as fairly and equally as possible.

Item 13: Review of Accounts

- A. The Managing Member and Chief Compliance Officer of Adviser monitors client accounts on an ongoing basis, and typically reviews client accounts on an annual basis. Such reviews are designed to ensure that the client is still on track to achieve his or her financial goals, and that the investments remain appropriate given the client's risk tolerance, investment objectives, major life events, and other factors. Clients are encouraged to proactively reach out to Adviser to discuss any changes to their personal or financial situation.
- B. Other factors that may trigger a review include, but are not limited to, material developments in market conditions, material geopolitical events, and changes to a client's personal or financial situation (the birth of a child, preparing for a home purchase, plans to attend higher education, a job transition, impending retirement, death or disability among family members, etc.).
- C. The custodial broker-dealer will send account statements and reports directly to clients no less frequently than quarterly. Such statements and reports will be mailed to clients at their address of record or delivered electronically, depending on the client's election. If agreed to by Adviser and client, Adviser or a third-party report provider will also send clients reports to assist them in understanding their account positions and performance, as well as the progress toward achieving financial goals.

Item 14: Client Referrals and Other Compensation

- A. Nobody other than clients provides an economic benefit to Adviser for providing investment advice or other advisory services to clients. However, as described above in Item 12, the custodial broker-dealer(s) recommended for client accounts provides certain products and services that are intended to directly benefit Adviser, clients, or both.
- B. Neither Adviser nor a related person directly or indirectly compensates a person who is not Adviser's supervised person for client referrals.

Item 15: Custody

For clients that do not have their fees deducted directly from their account(s), Adviser will not have any custody of client funds or securities.

For clients that have their fees deducted directly from their account(s), Adviser will generally be deemed to have custody over such clients' funds pursuant to applicable custody rules and guidance thereto. At no time will Adviser accept custody of client funds or securities in the capacity of a custodial broker-dealer or other qualified custodian, and at all times client accounts will be held by a third-party qualified custodian as described in Item 12, above.

If a client receives account statements from both the custodial broker-dealer and Adviser or a third-party report provider, client is urged to compare such account statements and advise Adviser of any discrepancies between them.

Item 16: Investment Discretion

Adviser accepts discretionary trading authority to manage securities accounts on behalf of clients only pursuant to the mutual written agreement of Adviser and the client through a power-of-attorney, which is typically contained in the advisory agreement signed by Adviser and the client. This includes the authority to buy, sell, and otherwise transact in securities and other investment products in client's account(s) without necessarily consulting with clients in advance. Clients may place reasonable limitations on this discretionary authority so long as it is contained in a written agreement and/or power-of-attorney.

Item 17: Voting Client Securities

- A. Adviser does not have and will not accept authority to vote client securities.
- B. Clients will receive their proxies or other solicitations directly from their custodial broker-dealer or a transfer agent, as applicable, and should direct any inquiries regarding such proxies or other solicitations directly to the sender.

Item 18: Financial Information

- A. Adviser does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.
- B. Adviser has no financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.
- C. Adviser has not been the subject of a bankruptcy petition at any time during the past ten years.