

# Aspire Private Wealth Counsel, LLC Firm Brochure - Form ADV Part 2A

*This brochure provides information about the qualifications and business practices of Aspire Private Wealth Counsel, LLC. If you have any questions about the contents of this brochure, please contact us at (865)-500-8965 or by email at: [phildortch@yahoo.com](mailto:phildortch@yahoo.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 Aspire Private Wealth Counsel, LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Aspire Private Wealth Counsel, LLC's CRD number is: 282582.*

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*Registration does not imply a certain level of skill or training.*

Version Date 04/24/2024

## **Item 2: Material Changes**

The material changes in this brochure from the last annual updating amendment of Aspire Private Wealth Counsel, LLC on 03/13/2024 are described below. Material changes relate to Aspire Private Wealth Counsel, LLC's policies, practices or conflicts of interests.

- Aspire Private Wealth Counsel, LLC updated Item 4 to clarify which services it offers and the description of those services.
- Aspire Private Wealth Counsel, LLC updated Item 5 to remove references to fees for services it no longer provides, and to update its schedule of asset-based fees for portfolio management services.

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## **Item 4: Advisory Business**

### **A. Description of the Advisory Firm**

Aspire Private Wealth Counsel, LLC (hereinafter “APWC”) is a Limited Liability Company organized in the State of Tennessee.

The firm was formed in January 2016, and the owners of the firm are Philip Brian Dortch, and Erich Von Geis.

### **B. Types of Advisory Services**

#### ***Portfolio Management Services***

APWC offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. APWC creates an Investment Policy Statement for each client, which outlines the client’s current situation (income, tax levels, and risk tolerance levels) and then constructs a plan to aid in the selection of a portfolio that matches each client's specific situation. Portfolio management services include, but are not limited to, the following:

- Investment strategy
- Asset allocation
- Risk tolerance
- Personal investment policy
- Asset selection
- Regular portfolio monitoring

APWC evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. APWC will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

APWC seeks to provide that investment decisions are made in accordance with the fiduciary duties owed to its accounts and without consideration of APWC’s economic, investment or other financial interests. To meet its fiduciary obligations, APWC attempts to avoid, among other things, investment or trading practices that systematically advantage or disadvantage certain client portfolios, and accordingly, APWC’s policy is to seek fair and equitable allocation of investment opportunities/transactions among its clients to avoid favoring one client over another over time. It is APWC’s policy to allocate investment opportunities and transactions it identifies as being appropriate and prudent among its clients on a fair and equitable basis over time.

### ***Financial Planning Services***

Financial planning services will be offered to each client. Such financial planning services may include but are not limited to: investment planning; life insurance; tax concerns; retirement planning; college planning; and debt/credit planning.

### ***Foundation Planning Services***

Foundation planning entails a wide range of services offered to our endowment and foundation Clients. The service includes the collection and review of key Client information and documentation, an analysis of assets, liabilities and overall financial health, and consideration of the Client's goals, philanthropic or similar objectives, and risk tolerance. APWC may also consult with the Client's professional service providers, such as attorneys, insurance agents, and others.

### ***Participant Account Management (Discretionary) (Pontera)***

We use a third party platform to facilitate management of held away assets such as defined contribution plan participant accounts, with discretion. The platform allows us to avoid being considered to have custody of Client funds since we do not have direct access to Client log-in credentials to affect trades. We are not affiliated with the platform in any way and receive no compensation from them for using their platform. A link will be provided to the Client allowing them to connect an account(s) to the platform. Once Client account(s) is connected to the platform, Adviser will review the current account allocations. When deemed necessary, Adviser will rebalance the account considering client investment goals and risk tolerance, and any change in allocations will consider current economic and market trends. The goal is to improve account performance over time, minimize loss during difficult markets, and manage internal fees that harm account performance. Client account(s) will be reviewed at least quarterly and allocation changes will be made as deemed necessary.

### ***Insurance Consultation Services (DPL)***

DPL Financial Partners, LLC ("DPL") is a third-party provider of a platform of insurance consultation services to investment advisers with clients who have current or future needs for insurance products. DPL's platform is available to SEC- and state-registered investment advisers ("RIAs"), as well as to investment advisers who are exempt from SEC and state registration ("exempt reporting advisers" or "ERAs").

DPL offers RIAs and ERAs memberships to its platform for a fixed annual fee. Through its licensed insurance agents, who are also registered representatives of The Leaders Group, Inc. ("The Leaders Group"), an unaffiliated SEC-registered broker-dealer and FINRA member, offers members a variety of services relating to commission free insurance products. These services include, among others, providing members with analyses of their current methodology for evaluating client insurance needs, educating and acting as a resource to members regarding insurance products generally and specific insurance products owned by their clients or that their clients are considering purchasing,

and providing members access to, and marketing support for, commission free products that insurers have agreed to offer to members' clients through DPL's platform.

For providing platform services to RIAs and ERAs, DPL receives service fees from the insurers that offer their commission free products through the platform. These service fees are based on the insurance premiums received by the insurers from DPL members' clients.

DPL is licensed as an insurance producer in Kentucky and other jurisdictions where required to perform the platform services. Its representatives are also licensed as insurance producers, appointed as insurance agents of the insurers offering their products through the platform, and registered representatives of The Leaders Group.

### ***Sub-Advisory Management (Parametric)***

In some cases, APWC selects Parametric Portfolio Associates ("Parametric"), LLC for sub advisory management within client accounts. Parametric Portfolio Associates, LLC is an unaffiliated third-party sub-advisor owned by Eaton Vance Acquisitions, LLC a wholly owned indirect subsidiary of Morgan Stanley. Parametric shall manage the assets in accordance with the investment strategy and any customization selected by APWC for each client account. Parametric collaborates advisers to design and implement customized solutions through the application of equity, fixed income and derivative programs. Clients may impose restrictions on investments in securities or types of securities and set additional investment guidelines as they deem necessary through APWC. Clients where Parametric is implemented will receive disclosures related to Parametric and their separate and distinct fees.

### ***Services Limited to Specific Types of Investments***

APWC generally limits its investment advice to mutual funds, fixed income securities, real estate funds (including REITs), insurance products including annuities, alternative investments, equities, ETFs, treasury inflation protected/inflation linked bonds, non-U.S. securities, , and venture capital funds.. APWC may use other securities as well to help diversify a portfolio when applicable.

### ***Operational Schedule***

APWC is generally open weekdays from Monday through Thursday, and generally does not schedule or take client calls, or transact in client portfolios, on Fridays. We do not feel this is a material risk based on our long-term approach to portfolio management and investment style. Also, clients can contact us on Fridays in the event of an urgent situation or can contact the custodian directly.

## **C. Client Tailored Services and Client Imposed Restrictions**

APWC will tailor a program for each individual client. This will include an interview session to get to know the client's specific needs and requirements as well as a plan that

will be executed by APWC on behalf of the client. APWC may use “model portfolios” together with a specific set of recommendations for each client based on their personal restrictions, needs, and targets. APWC will review client suitability, discussion of past investment experience, discussion of goals, time horizon, continual monitoring of accounts and client tolerances to market conditions. Clients may not impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs.

#### **D. Wrap Fee Programs**

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees, transaction costs, fund expenses, and other administrative fees. APWC does not participate in any wrap fee programs.

#### **E. Assets Under Management**

APWC has the following assets under management:

| Discretionary Amounts: | Non-discretionary Amounts: | Date Calculated: |
|------------------------|----------------------------|------------------|
| \$ 129,443,311         | \$0.00                     | December 2023    |

APWC also had \$ 13,131,131.81 in assets under advisement as of December 2023.

### **Item 5: Fees and Compensation**

#### **A. Fee Schedule**

##### ***Asset-Based Fees for Portfolio Management***

| Total Assets Under Management | Annual Fee |
|-------------------------------|------------|
| \$0 - \$2,000,000             | 1.25%      |
| Above \$2,000,000             | 1.00%      |

The final fee schedule is attached as Exhibit II of the Investment Advisory Contract. Clients may terminate the agreement without penalty for a full refund of APWC's fees within five business days of signing the Investment Advisory Contract. Thereafter, clients may terminate the Investment Advisory Contract immediately upon written notice.

APWC uses the value of the account as of the last business day of the prior billing period, after taking into account deposits and withdrawals, for purposes of determining the market value of the assets upon which the advisory fee is based.

### ***Financial Planning Fees***

Because the cost to a Client for the financial planning services provided by APWC is included in the asset-based fees that a Client pays, Clients will not be charged a separate fee for financial planning services. Clients may terminate the Financial Planning Agreement without penalty within five business days of signing the Financial Planning Agreement. Thereafter, clients may terminate the Financial Planning Agreement generally upon written notice.

### ***Foundation Planning Fees***

The fixed rate for creating client financial plans is between \$1,500 and \$10,000, depending on complexity. Fees are charged 100% in advance, but never more than six months in advance.

### ***Hourly Fees***

The hourly fee for these services is \$400 per hour for Senior Advisor, \$150 for certified professional staff and \$75 for all other professional staff. Fees are charged 100% in advance, but never more than six months in advance.

## **B. Payment of Fees**

### ***Payment of Asset-Based Portfolio Management Fees***

Asset-based portfolio management fees are withdrawn directly from the client's accounts with client's written authorization on a quarterly basis or may be invoiced and billed directly to the client on a quarterly basis. Clients may select the method in which they are billed. Fees are paid in advance.

### ***Payment of Financial Planning Fees***

As stated above, the cost to a Client for the financial planning services provided by APWC is included in the asset-based fees that a Client pays, Clients will not be charged a separate fee for financial planning services.

## **C. Client Responsibility for Third Party Fees**

Clients are responsible for the payment of all third-party fees (i.e. custodian fees, brokerage fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by APWC. Please see Item 12 of this brochure regarding broker-dealer/custodian.



## **D. Prepayment of Fees**

APWC collects fees in advance. Refunds for fees paid in advance will be returned within fourteen days to the client via check or return deposit back into the client's account.

For all asset-based fees paid in advance, the fee refunded will be equal to the balance of the fees collected in advance minus the daily rate\* times the number of days elapsed in the billing period up to and including the day of termination. (\*The daily rate is calculated by dividing the annual asset-based fee rate by 365.)

Fixed fees that are collected in advance will be refunded based on the prorated amount of work completed at the point of termination.

For hourly fees that are collected in advance, the fee refunded will be the balance of the fees collected in advance minus the hourly rate times the number of hours of work that has been completed up to and including the day of termination.

## **E. Outside Compensation for the Sale of Securities to Clients**

Neither APWC nor its supervised persons accept any compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

## **Item 6: Performance-Based Fees and Side-By-Side Management**

APWC does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

## **Item 7: Types of Clients**

APWC generally provides advisory services to the following types of clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals

### ***Minimum Account Size***

APWC's minimum account size is \$750,000. This is negotiable at APWC's discretion.

## Item 8: Methods of Analysis, Investment Strategies, and Risk of Loss

### A. Methods of Analysis and Investment Strategies

#### *Methods of Analysis*

APWC's methods of analysis include fundamental analysis and modern portfolio theory.

**Fundamental analysis** involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

**Modern portfolio theory** is a theory of investment that attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, each by carefully choosing the proportions of various asset.

#### *Investment Strategies*

APWC uses long term trading and margin transactions.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

### B. Material Risks Involved

#### *Methods of Analysis*

**Fundamental analysis** concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

**Modern Portfolio Theory** assumes that investors are risk adverse, meaning that given two portfolios that offer the same expected return, investors will prefer the less risky one. Thus, an investor will take on increased risk only if compensated by higher expected returns. Conversely, an investor who wants higher expected returns must accept more risk. The exact trade-off will be the same for all investors, but different investors will evaluate the trade-off differently based on individual risk aversion characteristics. The implication is that a rational investor will not invest in a portfolio if a second portfolio exists

with a more favorable risk-expected return profile – i.e., if for that level of risk an alternative portfolio exists which has better expected returns.

### ***Investment Strategies***

APWC's use of margin transactions generally holds greater risk, and clients should be aware that there is a material risk of loss using any of those strategies.

**Long term trading** is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

**Margin transactions** use leverage that is borrowed from a brokerage firm as collateral. When losses occur, the value of the margin account may fall below the brokerage firm's threshold thereby triggering a margin call. This may force the account holder to either allocate more funds to the account or sell assets on a shorter time frame than desired.

**Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.**

### **C. Risks of Specific Securities Utilized**

APWC's use of margin transactions generally holds greater risk of capital loss. Clients should be aware that there is a material risk of loss using any investment strategy. The investment types listed below (leaving aside Treasury Inflation Protected/Inflation Linked Bonds) are not guaranteed or insured by the FDIC or any other government agency.

**Mutual Funds:** Investing in mutual funds carries the risk of capital loss and thus you may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. The funds can be of bond "fixed income" nature (lower risk) or stock "equity" nature.

**Equity** investment generally refers to buying shares of stocks in return for receiving a future payment of dividends and/or capital gains if the value of the stock increases. The value of equity securities may fluctuate in response to specific situations for each company, industry conditions and the general economic environments.

**Fixed income** investments generally pay a return on a fixed schedule, though the amount of the payments can vary. This type of investment can include corporate and government debt securities, leveraged loans, high yield, and investment grade debt and structured products, such as mortgage and other asset-backed securities, although individual bonds may be the best-known type of fixed income security. In general, the fixed income market is volatile and fixed income securities carry interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term

securities.) Fixed income securities also carry inflation risk, liquidity risk, call risk, and credit and default risks for both issuers and counterparties. The risk of default on treasury inflation protected/inflation linked bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal. Risks of investing in foreign fixed income securities also include the general risk of non-U.S. investing described below.

**Exchange Traded Funds (ETFs):** An ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance.

**Real Estate** funds (including REITs) face several kinds of risk that are inherent in the real estate sector, which historically has experienced significant fluctuations and cycles in performance. Revenues and cash flows may be adversely affected by: changes in local real estate market conditions due to changes in national or local economic conditions or changes in local property market characteristics; competition from other properties offering the same or similar services; changes in interest rates and in the state of the debt and equity credit markets; the ongoing need for capital improvements; changes in real estate tax rates and other operating expenses; adverse changes in governmental rules and fiscal policies; adverse changes in zoning laws; the impact of present or future environmental legislation and compliance with environmental laws.

**Annuities** are a retirement product for those who may have the ability to pay a premium now and want to guarantee they receive certain monthly payments or a return on investment later in the future. Annuities are contracts issued by a life insurance company designed to meet requirement or other long-term goals. An annuity is not a life insurance policy. Variable annuities are designed to be long-term investments, to meet retirement and other long-range goals. Variable annuities are not suitable for meeting short-term goals because substantial taxes and insurance company charges may apply if you withdraw your money early. Variable annuities also involve investment risks, just as mutual funds do.

**Venture capital funds** invest in start-up companies at an early stage of development in the interest of generating a return through an eventual realization event; the risk is high as a result of the uncertainty involved at that stage of development.

**Non-U.S. securities** present certain risks such as currency fluctuation, political and economic change, social unrest, changes in government regulation, differences in accounting and the lesser degree of accurate public information available.

**Alternative investments** are illiquid investments and do not trade on a national securities exchange. Alternative investments typically include investments in direct participation program securities (partnerships, limited liability companies, business development companies or real estate investment trusts), commodity pools, private equity, private debt or hedge funds. Alternative investments are subject to various risks, such as illiquidity and property devaluation based on adverse economic and real estate market conditions. Alternative investments are not suitable for all investors. Investors considering an investment strategy utilizing alternative investments should understand that alternative investments are generally considered speculative in nature and may involve a high degree of risk, particularly if concentrating investments in one or few alternative investments. These risks are potentially greater and substantially different than those associated with traditional equity or fixed income investments.

**Past performance is not indicative of future results. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.**

## **Item 9: Disciplinary Information**

### **A. Criminal or Civil Actions**

There are no criminal or civil actions to report.

### **B. Administrative Proceedings**

There are no administrative proceedings to report.

### **C. Self-regulatory Organization (SRO) Proceedings**

There are no self-regulatory organization proceedings to report.

## **Item 10: Other Financial Industry Activities and Affiliations**

### **A. Registration as a Broker/Dealer or Broker/Dealer Representative**

Neither APWC nor its representatives are registered as, or have pending applications to become, a broker/dealer or a representative of a broker/dealer.

## **B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor**

Neither APWC nor its representatives are registered as or have pending applications to become either a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor or an associated person of the foregoing entities.

## **C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests**

Philip Dortch is a part time employee advisor of VMC Facilities, LLC a General Contractor in the restaurant and hospitality sectors. Clients are not offered any services or products from this outside business activity.

APWC works with insurance agencies known for their impaired risk life insurance applicants due to years of underwriting experience and medical knowledge. These agencies specialize in providing insurance to those who may have health challenges obtaining life insurance. APWC is paid by these agencies on a fee sharing arrangement based on the extent of involvement in the application, underwriting and fulfillment process for insurance applicants. This fee for service arrangement has represented less than 2% of APWC's revenue since inception and is simply a cost recovery for resources spent assisting the agencies in the fulfillment of policies. APWC works with clients on all applications, performs field underwriting and, when complete, sends documentation to the agencies. APWC also assists in obtaining medical records, gathering additional information from the client, receiving, and delivering the policy. APWC always acts in the best interest of the client.

## **D. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections**

APWC does not utilize nor select third-party investment advisers. All assets are managed by APWC management.

# **Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

## **A. Code of Ethics**

APWC has a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures,

Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. APWC's Code of Ethics is available free upon request to any client or prospective client.

## **B. Recommendations Involving Material Financial Interests**

APWC does not recommend that clients buy or sell any security in which a related person to APWC or APWC has a material financial interest.

## **C. Investing Personal Money in the Same Securities as Clients**

From time to time, representatives of APWC may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of APWC to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. APWC will always document any transactions that could be construed as conflicts of interest and will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.

## **D. Trading Securities At/Around the Same Time as Clients' Securities**

From time to time, representatives of APWC may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of APWC to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest; however, APWC will never engage in trading that operates to the client's disadvantage if representatives of APWC buy or sell securities at or around the same time as clients.

# **Item 12: Brokerage Practices**

## **A. Factors Used to Select Custodians and/or Broker/Dealers**

Custodians/broker-dealers will be recommended based on APWC's duty to seek "best execution," which is the obligation to seek execution of securities transactions for a client on the most favorable terms for the client under the circumstances. Clients will not necessarily pay the lowest commission or commission equivalent, and APWC may also consider the market expertise and research access provided by the broker-dealer/custodian, including but not limited to access to written research, oral communication with analysts, admittance to research conferences and other resources provided by the brokers that may aid in APWC's research efforts. APWC will never charge a premium

or commission on transactions, beyond the actual cost imposed by the broker-dealer/custodian.

APWC will require clients to use Schwab Institutional, a division of Charles Schwab & Co., Inc.

### ***1. Research and Other Soft Dollar Benefits***

While APWC has no formal soft dollars program in which soft dollars are used to pay for third party services, APWC may receive research, products, or other services from Charles Schwab and broker-dealers in connection with client securities transactions ("soft dollar benefits"). APWC may enter into soft-dollar arrangements consistent with (and not outside of) the safe harbor contained in Section 28(e) of the Securities Exchange Act of 1934, as amended. There can be no assurance that any particular client will benefit from soft dollar research, whether or not the client's transactions paid for it, and APWC does not seek to allocate benefits to client accounts proportionate to any soft dollar credits generated by the accounts. APWC benefits by not having to produce or pay for the research, products or services, and APWC will have an incentive to recommend a broker-dealer based on receiving research or services. Clients should be aware that APWC's acceptance of soft dollar benefits may result in higher commissions charged to the client.

### ***2. Brokerage for Client Referrals***

APWC receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

### ***3. Clients Directing Which Broker/Dealer/Custodian to Use***

APWC will require clients to use a specific broker-dealer to execute transactions. Not all advisers require clients to use a particular broker-dealer.

## **B. Aggregating (Block) Trading for Multiple Client Accounts**

If APWC buys or sells the same securities on behalf of more than one client, then it may (but would be under no obligation to) aggregate or bunch such securities in a single transaction for multiple clients in order to seek more favorable prices, lower brokerage commissions, or more efficient execution. In such case, APWC would place an aggregate order with the broker on behalf of all such clients in order to ensure fairness for all clients; provided, however, that trades would be reviewed periodically to ensure that accounts are not systematically disadvantaged by this policy. APWC would determine the appropriate number of shares and select the appropriate brokers consistent with its duty to seek best execution, except for those accounts with specific brokerage direction (if any).



## **Item 13: Review of Accounts**

### **A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews**

All client accounts for APWC's advisory services provided on an ongoing basis are reviewed at least monthly by Philip B Dortch, Advisor, with regard to clients' respective investment policies and risk tolerance levels. All accounts at APWC are assigned to this reviewer.

All financial planning accounts are reviewed upon financial plan creation and plan delivery by Philip B Dortch, Advisor. There is only one level of review for financial planning, and that is the total review conducted to create the financial plan.

### **B. Factors That Will Trigger a Non-Periodic Review of Client Accounts**

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

With respect to initial financial plans, APWC's planning services will generally conclude upon delivery of the financial plan. Clients may elect continuous advice or interim updates.

### **C. Content and Frequency of Regular Reports Provided to Clients**

Each client of APWC's advisory services provided on an ongoing basis will receive a quarterly report detailing the client's account, including assets held, asset value, and calculation of fees. This written report will come from the custodian.

## **Item 14: Client Referrals and Other Compensation**

### **A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)**

Charles Schwab & Co., Inc. Advisor Services provides APWC with access to Charles Schwab & Co., Inc. Advisor Services' institutional trading and custody services, which are typically not available to Charles Schwab & Co., Inc. Advisor Services retail investors. These services generally are available to independent investment advisers on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the adviser's clients' assets are maintained in accounts at Charles Schwab & Co., Inc. Advisor Services. Charles Schwab & Co., Inc. Advisor Services includes brokerage services that are

related to the execution of securities transactions, custody, research, including that in the form of advice, analyses and reports, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment. For APWC client accounts maintained in its custody, Charles Schwab & Co., Inc. Advisor Services generally does not charge separately for custody services but is compensated by account holders through commissions or other transaction-related or asset-based fees for securities trades that are executed through Charles Schwab & Co., Inc. Advisor Services or that settle into Charles Schwab & Co., Inc. Advisor Services accounts.

Charles Schwab & Co., Inc. Advisor Services also makes available to APWC other products and services that benefit APWC but may not benefit its clients' accounts. These benefits may include national, regional or APWC specific educational events organized and/or sponsored by Charles Schwab & Co., Inc. Advisor Services. These products and services assist APWC in managing and administering clients' accounts. These include software and other technology (and related technological training) that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts, if applicable), provide research, pricing information and other market data, facilitate payment of APWC's fees from its clients' accounts (if applicable), and assist with back-office training and support functions, recordkeeping and client reporting. Many of these services generally may be used to service all or some substantial number of APWC's accounts. Charles Schwab & Co., Inc. Advisor Services also makes available to APWC other services intended to help APWC manage and further develop its business enterprise. These services may include professional compliance, legal and business consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, employee benefits providers, and human capital consultants, insurance and marketing. In addition, Charles Schwab & Co., Inc. Advisor Services may make available, arrange and/or pay vendors for these types of services rendered to APWC by independent third parties. Charles Schwab & Co., Inc. Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to APWC. APWC is independently owned and operated and not affiliated with Charles Schwab & Co., Inc. Advisor Services.

#### **B. Compensation to Non – Advisory Personnel for Client Referrals**

APWC may retain third parties to act as solicitors/promoters for APWC's investment management services. Compensation with respect to the foregoing will be fully disclosed to each client to the extent required by applicable law. APWC will ensure each solicitor/promoter is properly exempt or registered in all appropriate jurisdictions.

### **Item 15: Custody**

When advisory fees are deducted directly from client accounts at client's custodian, APWC will be deemed to have limited custody of client's assets and must have written authorization from

the client to do so. Clients will receive all account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy.

### **Item 16: Investment Discretion**

APWC provides discretionary and non-discretionary investment advisory services to clients. The Investment Advisory Contract established with each client sets forth the discretionary authority for trading. Where investment discretion has been granted, APWC generally manages the client's account and makes investment decisions without consultation with the client as to when the securities are to be bought or sold for the account, the total amount of the securities to be bought/sold, what securities to buy or sell, or the price per share. In some instances, APWC's discretionary authority in making these determinations may be limited by conditions imposed by a client (in investment guidelines or objectives, or client instructions otherwise provided to APWC.)

### **Item 17: Voting Client Securities (Proxy Voting)**

APWC will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

### **Item 18: Financial Information**

#### **A. Balance Sheet**

APWC neither requires nor solicits prepayment of more than \$1200 in fees per client, six months or more in advance, and therefore is not required to include a balance sheet with this brochure.

#### **B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients**

Neither APWC nor its management has any financial condition that is likely to reasonably impair APWC's ability to meet contractual commitments to clients.

#### **C. Bankruptcy Petitions in Previous Ten Years**

APWC has not been the subject of a bankruptcy petition in the last ten years.