

FORM ADV PART 2A DISCLOSURE BROCHURE



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This brochure provides information about the qualifications and business practices of The WealthPlan LLC. Being registered as a registered investment adviser does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at 516-400-7111. 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 The WealthPlan LLC (CRD#306820) is available on the SEC's website at www.adviserinfo.sec.gov.

April 8, 2024

Item 2: Material Changes

There have been material changes since our last update from March 7, 2024:

The firm has registered with the SEC.

- Item 4: We have changed the services and models we offer.
- Item 5: We have changed information regarding the fees charged for our models.
- Item 8: We have updated information regarding Digital Assets.

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Item 4: Advisory Business

Firm Description

The WealthPlan LLC (“WealthPlan”) was founded in 2016 and became registered as an investment adviser in 2020. David Warshaw is 100% owner.

Types of Advisory Services

Wealth Planner

The Wealth Planner service encompasses two options for clients.

The first offering includes different types of discretionary asset management programs that may include investment strategies, investment selection, asset allocation, portfolio monitoring, selection and monitoring of sub-advisory accounts, alternative investment access, third party money management services, and held-away account management. The client will authorize WealthPlan discretionary authority to execute selected investment program transactions as stated within the Client Agreement. The portfolio(s) will be built by determining individual investment goals, time horizons, objectives, and risk tolerance.

The second offering includes single-issue or comprehensive financial planning & advice that may be provided at the client's request which includes some or all of the following planning topics: investment & account reviews, tax planning & insurance optimization, retirement & cash flow, and estate planning & assistance to loved ones. This service may include the availability of phone calls, virtual meetings, and (or) in-person meetings, and email correspondence. This service has monthly, quarterly, or annual billing options and is offered on a limited-term or ongoing basis.

Third-Party Money Management Services (“TPMMs”) & Sub-Advisory Accounts (“SAA”)

WealthPlan may recommend third-party money managers (“TPMMs”) to manage part or the client’s entire portfolio. TPMMs may be recommended when the TPMMs’ philosophy, investment strategy, and style meet the client's financial situation, investment objectives, and risk tolerance. The asset management services provided by the TPMMs, the compensation to be paid, and other terms of the relationship between the client and the TPMMs will be described in the TPMMs’ disclosure documents and its managed account agreement. We will receive a portion of the investment advisory fee paid by the client to the TPMMs. Or, when appropriate, we may enter into sub-advisory agreements for separately managed account(s) with another registered investment adviser. Such SAAs are normally established to fulfill specific strategy mandates required in our efforts to meet our client's goals and objectives. The utilization of SAAs occurs most often with high-net-worth clients. We will periodically perform due diligence reviews or review due diligence reports provided by the sub-advisory firm. We will maintain the executed agreements for these arrangements on file for review and presentation to our SAA clients upon request.

We will select and recommend one or more sub-advisor managers that we believe are appropriate for the client’s needs and objectives. We do not make individual security selection decisions in the account that is serviced by the sub-advisor. The sub-advisor will buy and sell securities over time as they manage the account directly on the client’s behalf. We will monitor the investment account, but not to the same degree as accounts we directly manage. We will review the sub-advisor’s reports and investment returns and perform periodic due diligence on the sub-advisor. When the sub-advisory arrangement is made for a client, we will deliver the Form ADV Part 2A, Form CRS, and investment advisory agreement of the sub-advisor to the client. Any such recommendation by us may constitute a conflict of interest. To address this conflict, we provide full disclosure to such clients of our relationship with and compensation from such third-party sub-advisory firm. For a full description of the services offered by a sub-advisory firm we select and recommend, clients should refer to that sub-advisor’s Form ADV (also available at: <https://adviserinfo.sec.gov>), advisory contract, and other available disclosure documents.

Alternative Investment Access

We may from time to time recommend that our client purchase an alternative investment not held at Schwab. WealthPlan may charge a flat one-time or ongoing annual fee based on the investment recommended for introductory, investment access, and (or) ongoing oversight services. Annual fees can be paid monthly, quarterly, or annually. Any such recommendation by us may constitute a conflict of interest. To address this conflict, we provide full disclosure of our relationship with and compensation from the third-party advisor or sponsor to the client. Additionally, when clients are advised by our firm to make investments in private investment funds, the client is charged fees directly by the private investment fund as mutually agreed in their respective partnership or investment advisory agreements. In some instances, WealthPlan will receive as compensation a percentage of the carry charged by the Sponsor to the client. Due to WealthPlan being a registered investment advisor, clients will not pay broker-dealer commissions for these investments.

Held Away Account Services

In cases where the client chooses to have WealthPlan advise on assets that are not held at a Charles Schwab, WealthPlan can provide investment management services of those held-away accounts through third-party portfolio management providers such as Pontera or Eaglebrook Advisors. For held-away accounts, we have the discretion to review & monitor current holdings, available investment options, adjust or rebalance, and implement our strategies as necessary on behalf of the Client, considering the Client's evolving individual circumstances, goals, and objectives. WealthPlan uses the Eaglebrook Advisors platform to manage client's digital assets.

Pontera provides an order management system to implement asset allocation or rebalancing strategies on behalf of the client in their 401(k) accounts, 403(b) accounts, 457 accounts, 529 plans, variable annuities, and HSA accounts. Access to held away accounts is achieved by the Client permitting via a provided link through Pontera for the Firm to make asset allocation changes via the Client's online login credential. These online credentials are never made available to, or held, or stored by WealthPlan. The firm will have permission to make changes to the allocation of funds or other securities in the account. Since access is restricted, WealthPlan will not be able to add or subtract the investment options, modify plan policies or fees, access the financial assets in the account, or make deposits, withdrawals, or distributions. The assets will be monitored by the IAR and the investment management team to ensure the portfolio adheres to the investment objectives and risk tolerances of the Client. These assets are included in calculating the total assets under management when assessing the annual advisory fee.

Client Tailored Services and Client Imposed Restrictions

The goals and objectives for each client are documented in our client files. Investment strategies are created that reflect the stated goals and objectives. Clients may impose restrictions on investing in certain securities or types of securities. Agreements may not be assigned without written client consent.

Wrap Fee Programs

WealthPlan does not sponsor any wrap fee programs.

Client Assets under Management

WealthPlan, as of December 31, 2023 has \$62,755,060 Assets Under Management.

Item 5: Fees and Compensation

Methods of Compensation and Fee Schedule

Wealth Planner

WealthPlan offers discretionary direct asset management services via its Wealth Planner service. WealthPlan charges an annual asset management fee based on the fee schedule below. The schedule

contains breakpoints where the entire portfolio will be charged the same asset management fee as applicable to the schedule. For example, a client with \$750,000 under management would pay \$7,500 on an annual basis ($\$750,000 \times 1\% = \$7,500$). These fees are renewable on an annual basis.

Assets Under Management	Annual Fee
Up to \$100,000	1.50%
\$100,001-\$500,000	1.25%
\$500,001 - \$1,000,000	1%
\$1,000,001-\$3,000,000	0.90%
\$3,000,001+	0.75%

Investment management fees are billed monthly in arrears (meaning we charge you after the billing period) based on the amount of assets we manage as of the close of business on the last business day of the previous month. For withdrawals or deposits during the month, fees will be prorated based on the days that assets are managed and serviced during the given period. The billing period is based on the number of days in the month. Fees are usually deducted from a designated client account to facilitate billing. For accounts that don't allow direct debiting, another account can be utilized for billing purposes. All unpaid earned fees will be due to WealthPlan. The client must consent in advance to direct debiting of their investment account by signing our fee agreement. WealthPlan, in its sole discretion, may negotiate a lesser investment advisory fee or a negotiable annual flat fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients, etc.). The fixed annual fee may exceed 3% of the account value. You may receive similar services at a lower price with another adviser.

WealthPlan also has the option to bill the client directly with a flat fee payable by credit card or ACH in lieu of directly debiting an investment account. Fees may be collected monthly, quarterly, or annually in advance based on the client's preference. Flat fees may be updated on a yearly basis to reflect account value changes. Client shall be given thirty (30) days prior written notice of any increase in fees. Any increase in fees will be acknowledged in writing by both parties before any increase in said fees occurs.

Should the client elect the second offering, WealthPlan charges the client directly a fixed fee for financial planning and consulting that is billed in advance upon signing the Client Agreement. Prior to the planning process, the client will be provided with the total plan fee. Financial planning services are offered based on a yearly flat fee between \$500 and \$7,500. Pricing is contingent on a variety of factors including number of meetings, time spent on the client, client income and net worth, and complexity of the case. WealthPlan provides a variety of payment options including monthly, quarterly, or annually.

Third-Party Money Management Services ("TPMMs") & Sub-Advisory Accounts ("SAA")

In TPMM accounts, the adviser of the TPMM deducts the advisory fee from the client's account and will forward a portion of the fee to our firm. In other instances, the TPMM fee is deducted separately and WealthPlan is responsible for debiting its fee directly from the account, directly billed to the client via ACH or credit card, or from a different account we manage. We urge our clients to refer to the selected TPMM's disclosure documents for exact fees and expenses charged by each such TPMM, as well as minimum account requirements, refund, and termination provisions. A complete description of each program can be found in disclosure materials prepared by the TPMM, which we will provide to the client at the time we recommend the program.

Sub-Advisory accounts are agreements that we enter into with other registered investment advisors for the benefit of that specific client. Such sub-advisory agreements are normally established to fulfill specific asset class objectives required by the respective client in their statement of goals and objectives. Under these agreements, a portion of the advisory fees paid to us will be shared with the sub-advisors.

The fee schedules and account minimums vary by sub-advisor. Such sub-advisory fees may be negotiated with the sub-advisor from time-to-time by us. When such sub-advisory arrangements are made, the sub-advisory arrangement will be disclosed by us to clients by delivery of our and applicable sub-advisor's Form ADV.

Alternative Investment Access

WealthPlan may charge a flat one-time or ongoing annual fee based on the investment recommended that is billed 100% in advance. The ongoing fee may be billed monthly, quarterly, or annually. The client may cancel within five (5) business days of signing the Client Agreement with no obligation and without penalty. If the client cancels after five (5) business days, any unearned fees will be refunded to the client. WealthPlan reserves the right to waive the fee should the client implement the plan through WealthPlan. For certain private investments, WealthPlan may receive as compensation a percentage of the carry charged by the Sponsor to the client.

Held Away Account Services

WealthPlan's services provided to Held Away Accounts (accounts with Custodians other than Charles Schwab), WealthPlan will be paid a flat annual management fee referenced in their Client Agreement, based on a recent market valuation of the Client's Account. Fees will be prorated based on the number of days service is provided during each billing period. As it is impossible to directly debit the fees from these accounts, WealthPlan fees will be billed to the client directly or from an account that is under our management. We are not affiliated with the platform in any way and receive no compensation from them for using their platform. Fees may be collected monthly, quarterly, or annually in advance or in arrears based on the client's preference.

Additional Client Fees Charged

Investment Companies (e.g., open-end mutual funds, closed-end mutual funds, exchange traded funds, money market funds, hedge funds, etc..) and other pooled investment vehicles typically charge investment management fees and other expenses to their investors. These charges and fees are usually deducted on a recurring time basis from the investor's asset base invested with the respective fund. The fees and expenses generally are disclosed in the applicable fund's prospectus or Private Placement Memorandum and in their periodic financial reports to the shareholders or partners of the fund. When these funds are selected for client accounts, the client will bear a proportionate share of those fees and expenses as a shareholder of those funds. Investment management fees and other such expenses are charged by and paid to the investment company or pooled investment fund. Such fees are exclusive of and in addition to our advisory fee. We do not receive any portion of these fund commissions, fees, or costs.

Custodians may charge transaction fees on purchases or sales of certain mutual funds, equities, bonds, digital assets, crypto-currency, and exchange-traded funds. These charges may include mutual fund transaction fees, postage and handling, custodial and miscellaneous fees. For more details on the brokerage practices, see Item 12 of this brochure. Similar services are generally available for lower fees from other investment advisers.

Termination of Agreement

Clients may terminate their account within five (5) business days of signing the Client Agreement with no obligation and without penalty by providing written notice. Afterwards, either party may terminate the Client Agreement by providing 30-day advance written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable up to and including the effective date of termination.

Other Compensation

David Warshaw is a licensed insurance agent through his solely owned company WealthPlan Risk

Management LLC (“WPRM”). In this capacity, WPRM may recommend insurance and annuity products and receive normal commissions if products are purchased in this capacity. Thus, a conflict of interest exists between the interests of these individuals and those of WealthPlan clients, creating an incentive for WPRM to recommend products based on the compensation received rather than on a client’s needs. However, clients are under no obligation to act upon any of these recommendations.

Although our recommendations may include products offered by third parties, these recommendations are not limited to such products as all financial planning advice provided is of a generic nature. Clients have the option to purchase insurance products recommended by WPRM through other agents not affiliated with our firm. Please refer to Item 10 of this Brochure for a more detailed explanation of how our firm handles and mitigates these conflicts of interest.

Item 6: Performance-Based Fees and Side-by-Side Management

Sharing of Capital Gains

Fees are not based on a share of the capital gains or capital appreciation of managed securities. WealthPlan does not use a performance-based fee structure because of the conflict of interest.

Item 7: Types of Clients

WealthPlan generally provides investment advice to individuals, high net worth individuals, trusts, estates, corporations, or business entities. Client relationships vary in scope and length of service.

WealthPlan does not require a minimum to open an account.

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

Methods of Analysis

Security analysis methods may include fundamental analysis and technical analysis. Investing in securities involves risk of loss that clients should be prepared to bear. Past performance is not a guarantee of future returns.

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.

Technical analysis attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns, and if these patterns can be identified, then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not take into account new patterns that emerge over time.

In developing a financial plan for a client, WealthPlan’s analysis may include cash flow analysis, investment planning, risk management, tax planning, and estate planning. Based on the information gathered, a detailed strategy is tailored to the client’s specific situation. The primary sources of information may include financial newspapers, magazines, articles, prospectuses, and outside research from third parties.

Investment Strategy

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time by providing written notice to

WealthPlan. Each client executes a client profile form or similar form that documents their objectives and their desired investment strategy. Other strategies may include long-term purchases, short-term purchases, and trading.

Security Specific Material Risks

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks and should discuss these risks with WealthPlan:

- **Alternative Investment Risk:** Alternative investments have different investment characteristics than publicly traded investments. Such different characteristics include, but are not limited to larger minimum investment requirements, more narrow investor suitability issues, restricted or no liquidity offered to investors and less-than-full transparency into the Alternative Investment's holdings on a timely basis. Alternative investments do not have the same regulatory reporting requirements, valuation standards, marketability, and regulatory oversight as publicly traded investments and as a result, are generally considered to have an elevated degree of risk as compared to publicly traded investments. Such investments require a higher degree of suitability and the client to be an "Accredited Investor." We will regularly review these investments and are available to meet with clients, as determined by the client, to review their alternative investments and our most recent due diligence findings.
- Investing in alternative investments is speculative, not suitable for all clients, and intended for experienced and sophisticated investors who are willing to bear the high economic risks of the investment, which can include:
 - Loss of all or a substantial portion of the investment due to leveraging, short-selling, or other speculative investment practices
 - Lack of liquidity in that there may be no secondary market for the fund, and none expected to develop
 - Volatility of returns
 - Absence of information regarding valuations and pricing
 - Delays in tax reporting
 - Less regulation and higher fees than mutual funds or ETFs

These Alternative Investment can include:

- Private equity and private credit funds carry certain risks. Capital calls will be made on short notice, and the failure to meet capital calls can result in significant adverse consequences, including but not limited to a total loss of investment.
- 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 because of the uncertainty involved at that stage of development
- Commodities are tangible assets used to manufacture and produce goods or services. Commodity prices are affected by different risk factors, such as disease, storage capacity, supply, demand, delivery constraints and weather. Because of those risk factors, even a well-diversified investment in commodities can be uncertain.
- **Digital Assets Risks:** We may invest client accounts in virtual currencies, crypto-currencies, and digital coins and tokens ("Digital Assets"). The investment characteristics of Digital Assets generally differ from those of traditional currencies, commodities or securities. Importantly, Digital Assets are not backed by a central bank or a national, supra-national or quasi-national organization, any hard assets, human capital, or other form of credit. Rather, Digital Assets are market-based: a Digital

Asset's value is determined by (and fluctuates often, according to) supply and demand factors, the number of merchants that accept it, and/or the value that various market participants place on it through their mutual agreement, barter or transactions.

- **Price Volatility of Digital Assets**—A principal risk in trading Digital Assets is the rapid fluctuation of market price. High price volatility undermines Digital Assets' role as a medium of exchange as consumers or retailers are much less likely to accept them as a form of payment. The value of client portfolios relates in part to the value of the Digital Assets held in the client portfolio and fluctuations in the price of Digital Assets could adversely affect the value of a client's portfolio. There is no guarantee that a client will be able to achieve a better than average market price for Digital Assets or will purchase Digital Assets at the most favorable price available. The price of Digital Assets achieved by a client may be affected generally by a wide variety of complex and difficult to predict factors such as Digital Asset supply and demand; rewards and transaction fees for the recording of transactions on the blockchain; availability and access to Digital Asset service providers (such as payment processors), exchanges, miners or other Digital Asset users and market participants; perceived or actual Digital Asset network or Digital Asset security vulnerability; inflation levels; fiscal policy; interest rates; and political, natural and economic events.
- **Digital Asset Service Providers**—Several companies and financial institutions provide services related to the buying, selling, payment processing and storing of virtual currency (i.e., banks, accountants, exchanges, digital wallet providers, and payment processors). However, there is no assurance that the virtual currency market, or the service providers necessary to accommodate it, will continue to support Digital Assets, continue in existence or grow. Further, there is no assurance that the availability of and access to virtual currency service providers will not be negatively affected by government regulation or supply and demand of Digital Assets. Accordingly, companies or financial institutions that currently support virtual currency may not do so in the future.
- **Custody of Digital Assets**—Under the Advisers Act, SEC registered investment advisers are required to hold securities with "qualified custodians," among other requirements. Certain Digital Assets may be deemed to be securities. Currently, many of the companies providing Digital Assets custodial services fall outside of the SEC's definition of "qualified custodian", and many long-standing, prominent qualified custodians do not provide custodial services for Digital Assets or otherwise provide such services only with respect to a limited number of actively traded Digital Assets. Accordingly, clients may use non-qualified custodians to hold all or a portion of their Digital Assets.
- **Government Oversight of Digital Assets**—The regulatory schemes—both foreign and domestic—possibly affecting Digital Assets or a Digital Asset network may not be fully developed and subject to change. It is possible that any jurisdiction may, in the near or distant future, adopt laws, regulations, policies or rules directly or indirectly affecting a Digital Asset network, generally, or restricting the right to acquire, own, hold, sell, convert, trade, or use Digital Assets, or to exchange Digital Assets for either fiat currency or other virtual currency. It is also possible that government authorities may take direct or indirect investigative or prosecutorial action related to, among other things, the use, ownership or transfer of Digital Assets, resulting in a change to its value or to the development of a Digital Asset network.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Equity Risk:** Equity securities tend to be more volatile than other investment choices. The value of an individual mutual fund or ETF can be more volatile than the market as a whole. This volatility affects the value of the client's overall portfolio. Small and mid-cap companies are subject to additional risks. Smaller companies may experience greater volatility, higher failure rates, more limited markets, product lines, financial resources, and less management experience than larger

companies. Smaller companies may also have a lower trading volume, which may disproportionately affect their market price, tending to make them fall more in response to selling pressure than is the case with larger companies.

- **Fixed Income Risk:** The issuer of a fixed income security may not be able to make interest and principal payments when due. Generally, the lower the credit rating of a security, the greater the risk that the issuer will default on its obligation. If a rating agency gives a debt security a lower rating, the value of the debt security will decline because investors will demand a higher rate of return. As nominal interest rates rise, the value of fixed-income securities held by a fund is likely to decrease. A nominal interest rate is the sum of a real interest rate and an expected inflation rate.
- **Foreign Securities Risk:** Funds in which clients invest may invest in foreign securities. Foreign securities are subject to additional risks not typically associated with investments in domestic securities. These risks may include, among others, currency risk, country risks (political, diplomatic, regional conflicts, terrorism, war, social and economic instability, currency devaluations and policies that have the effect of limiting or restricting foreign investment or the movement of assets), different trading practices, less government supervision, less publicly available information, limited trading markets and greater volatility. To the extent that underlying funds invest in issuers located in emerging markets, the risk may be heightened by political changes, changes in taxation, or currency controls that could adversely affect the values of these investments. Emerging markets have been more volatile than the markets of developed countries with more mature economies.
- **Inflation Risk:** When any type of inflation is present, a dollar today will buy more than a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Interest-rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Investment Companies Risk:** When a client invests in open-end mutual funds or ETFs, the client indirectly bears their proportionate share of any fees and expenses payable directly by those funds. Therefore, the client will incur higher expenses, which may be duplicative. In addition, the client's overall portfolio may be affected by losses of an underlying fund and the level of risk arising from the investment practices of an underlying fund (such as the use of derivatives). ETFs are also subject to the following risks: (i) an ETFs shares may trade at a market price that is above or below their net asset value or (ii) trading of an ETFs shares may be halted if the listing exchange's officials deem such action appropriate, the shares are delisted from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally. The adviser has no control over the risks taken by the underlying funds in which the client invests.
- **Liquidity Risk:** Liquidity is the ability to convert an investment into cash readily. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Long-term purchases:** Long-term investments are those vehicles purchased with the intension of being held for more than one year. Typically, the expectation of the investment is to increase in value so that it can eventually be sold for a profit. In addition, there may be an expectation for the investment to provide income. One of the biggest risks associated with long-term investments is volatility, the fluctuations in the financial markets that can cause investments to lose value.
- **Management Risk:** The advisor's investment approach may fail to produce the intended results. If the advisor's assumptions regarding the performance of a specific asset class or fund are not realized in the expected time frame, the overall performance of the client's portfolio may suffer.

- **Market Risk:** The prices of securities held by mutual funds and exchange-traded funds (ETFs) in which clients invest may decline in response to certain events taking place around the world, including those directly involving the companies whose securities are owned by a fund; conditions affecting the general economy; overall market changes; local, regional, or global political, social, or economic instability; and currency, interest rate, and commodity price fluctuations. Investors should have a long-term perspective and be able to tolerate potentially sharp declines in market value.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., interest rate). This primarily relates to fixed income securities.
- **REIT Risk:** To the extent that a client invests in REITs, it is subject to risks generally associated with investing in real estate, such as (i) possible declines in the value of real estate, (ii) adverse general and local economic conditions, (iii) possible lack of availability of mortgage funds, (iv) changes in interest rates, and (v) environmental problems. In addition, REITs are subject to certain other risks related specifically to their structure and focus such as: dependency upon management skills; limited diversification; the risks of locating and managing financing for projects; heavy cash flow dependency; possible default by borrowers; the costs and potential losses of self-liquidation of one or more holdings; the possibility of failing to maintain exemptions from securities registration; and, in many cases, relatively small market capitalization, which may result in less market liquidity and greater price volatility.
- **Short-term purchases:** Short-term investments are typically held for one year or less. Generally, there is not a high expectation for a return or an increase in value. Typically, short-term investments are purchased for the relatively greater degree of principal protection they are designed to provide. Short-term investment vehicles may be subject to purchasing power risk — the risk that your investment's return will not keep up with inflation.

Structured Products: A structured product, also known as a market-linked product, is generally a pre-packaged investment strategy based on derivatives, such as a single security, a basket of securities, options, indices, commodities, debt issuances, and/or foreign currencies, and to a lesser extent, swaps. Structured products are usually issued by investment banks or affiliates thereof. They have a fixed maturity and have two components: a note and a derivative. The derivative component is often an option. The note provides for periodic interest payments to the investor at a predetermined rate, and the derivative component provides for the payment at maturity. Some products use the derivative component as a put option written by the investor that gives the buyer of the put option the right to sell to the investor the security or securities at a predetermined price. Other products use the derivative component to provide for a call option written by the investor that gives the buyer of the call option the right to buy the security or securities from the investor at a predetermined price. A feature of some structured products is a "principal guarantee" function, which offers protection of principal if held to maturity. However, these products are not always Federal Deposit Insurance Corporation insured; they may only be insured by the issuer, and thus have the potential for loss of principal in the case of a liquidity crisis, or other solvency problems with the issuing company. Investing in structured products involves a number of risks including but not limited to: fluctuations in the price, level or yield of underlying instruments, interest rates, currency values and credit quality; substantial loss of principal; limits on participation in any appreciation of the underlying instrument; limited liquidity; credit risk of the issuer; conflicts of interest; and other events that are difficult to predict.

- **Trading risk:** Investing involves risk, including possible loss of principal. There is no assurance that the investment objective of any fund or investment will be achieved.

Item 9: Disciplinary Information

Criminal or Civil Actions

WealthPlan and its management have not been involved in any criminal or civil action. David Warshaw settled a client complaint for \$48,000. The client alleged unauthorized distributions from her account.

Administrative Enforcement Proceedings

WealthPlan and its management have not been involved in administrative enforcement proceedings.

Self-Regulatory Organization Enforcement Proceedings

WealthPlan and its management have not been involved in legal or disciplinary events that are material to a Client's or prospective client's evaluation of WealthPlan or the integrity of its management.

Item 10: Other Financial Industry Activities and Affiliations

Broker-Dealer or Representative Registration

WealthPlan is not registered as a broker-dealer, and no affiliated representatives of WealthPlan are registered representatives of a broker-dealer.

Futures or Commodity Registration

Neither WealthPlan nor its affiliated representatives are registered or have an application pending to register as a futures commission merchant, commodity pool operator, or a commodity trading advisor.

Material Relationships Maintained by this Advisory Business and Conflicts of Interest Managing Member

David Warshaw is also an insurance agent licensed to sell insurance products through his solely owned company WealthPlan Risk Management LLC ("WPRM"). A conflict of interest exists in that these services pay a commission, which conflicts with WealthPlan's fiduciary duties. WealthPlan does not require its investment advisor representatives ("IARs") to implement insurance product recommendations through WPRM. Clients have the right to implement insurance product recommendations through an insurance agency and (or) agent of their choice. WealthPlan requires that the IAR disclose this conflict of interest when such recommendations are made and inform clients that they can purchase insurance products from individuals not affiliated with us.

Recommendations or Selections of Other Investment Advisors and Conflicts of Interest

We may recommend or select sub-advisors or for our clients and pay compensation to the third-party via a fee share; thus, a material conflict of interest exists between our interests and those of our clients in that WealthPlan has an incentive to direct clients to sub-advisors that provide us with a larger fee split.

WealthPlan will always act in the best interests of our clients when making recommendations or selecting sub-advisors. The client always has the right to decide whether to act on our recommendations and whether to utilize the services of the recommended sub-advisor. The client always has the right to utilize the professional of his or her choice. All sub-advisors will be properly licensed and registered as investment advisers in the proper jurisdictions. The fees shared will not exceed any limit imposed by any regulatory agency.

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

Code of Ethics Description

The affiliated persons (affiliated persons include employees and/or independent contractors) of WealthPlan have committed to a Code of Ethics (“Code”). The purpose of our Code is to set forth standards of conduct expected of WealthPlan affiliated persons and addresses conflicts that may arise. The Code defines acceptable behavior for affiliated persons of WealthPlan. The Code reflects WealthPlan and its supervised persons’ responsibility to act in the best interest of their client.

One area which the Code addresses is when affiliated persons buy or sell securities for their personal accounts and how to mitigate any conflict of interest with our clients. We do not allow any affiliated persons to use non-public material information for their personal profit or to use internal research for their personal benefit in conflict with the benefit to our clients.

WealthPlan’s policy prohibits any person from acting upon or otherwise misusing non-public or inside information. No advisory representative or other affiliated person, officer, or director of WealthPlan may recommend any transaction in a security or its derivative to advisory clients or engage in personal securities transactions for a security or its derivatives if the advisory representative possesses material, non-public information regarding the security.

WealthPlan’s Code is based on the guiding principle that the interests of the client are our top priority. WealthPlan’s officers, directors, advisors, and other affiliated persons have a fiduciary duty to our clients and must diligently perform that duty to maintain the complete trust and confidence of our clients. When a conflict arises, it is our obligation to put the client’s interests over the interests of either affiliated persons or the company. WealthPlan will provide a copy of the Code of Ethics to any client or prospective client upon request.

Investment Recommendations Involving a Material Financial Interest and Conflict of Interest

WealthPlan and its affiliated persons do not recommend to clients’ securities in which we have a material financial interest.

Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

WealthPlan and its affiliated persons may buy or sell securities that are also held by clients. In order to mitigate conflicts of interest such as trading ahead of client transactions, affiliated persons are required to disclose all reportable securities transactions as well as provide WealthPlan with copies of their brokerage statements.

Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest

WealthPlan does not maintain a firm proprietary trading account and does not have a material financial interest in any securities being recommended, and therefore no conflicts of interest exist. However, affiliated persons may buy or sell securities at the same time they buy or sell securities for clients. In order to mitigate conflicts of interest such as front running, affiliated persons are required to disclose all reportable securities transactions as well as provide WealthPlan with copies of their brokerage statements. The owner of WealthPlan may hold securities or have a financial interest in what WealthPlan recommends to clients.

Item 12: Brokerage Practices

Custodians

WealthPlan currently has arrangements with Charles Schwab & Co., Inc. (“Schwab”) to custody client assets & Gemini to custody client digital assets. These are the unaffiliated qualified custodians that WealthPlan utilizes to custody your accounts. Schwab is an independent SEC-registered broker-dealer and members of FINRA and SIPC.

Factors Used to Select Broker-Dealers for Client Transactions

WealthPlan will recommend the use of a particular broker-dealer. WealthPlan will select appropriate brokers based on several factors, including but not limited to their relatively low transaction fees and reporting ability. WealthPlan relies on its broker to provide its execution services at the best prices available. Lower fees for comparable services may be available from other sources. Clients pay for any custodial fees in addition to the advisory fee charged by WealthPlan.

Directed Brokerage

WealthPlan does not allow directed brokerage accounts. Directing brokerage may cost clients more money in that the client may pay higher brokerage commissions because we may not be able to aggregate orders to reduce transaction costs, or the client may receive less favorable prices.

Best Execution

Investment advisors who manage or supervise client portfolios have a fiduciary obligation of best execution. The determination of what may constitute best execution and price in the execution of a securities transaction by a broker involves several considerations and is subjective. Factors affecting brokerage selection include the overall direct net economic result to the portfolios, the efficiency with which the transaction is effected, the ability to affect the transaction where a large block is involved, the operational facilities of the broker-dealer, the value of an ongoing relationship with such broker and the financial strength and stability of the broker. The Firm does not receive any portion of the trading fees.

Soft Dollar Arrangements

We do not receive soft dollar benefits from broker-dealers.

Aggregating Securities Transactions for Client Accounts

WealthPlan is authorized in its discretion to aggregate purchases and sales and other transactions made for the account with purchases and sales and transactions in the same securities for other clients of WealthPlan. All clients participating in the aggregated order shall receive an average share price with all other transaction costs shared on a pro-rated basis.

Item 13: Review of Accounts

Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved

Account reviews are performed annually by the Chief Compliance Officer of WealthPlan. Account reviews are performed more frequently when market conditions dictate. Reviews of client accounts include, but are not limited to, verifying ongoing suitability, investment objectives, time horizon, and risk tolerance needs are being met. Additionally, reviews will be conducted to ensure allocations are aligned with the model’s objectives.

For Asset Management, financial plans are updated as requested by the client. For Quick Start Planner Clients, Model Planner Clients, and Private Placement Oversight clients, the update will begin once a new or amended agreement is signed. WealthPlan suggests updating financial plans at least annually.

Review of Client Accounts on Non-Periodic Basis

Other conditions that may trigger an account review are changes in the tax laws, new investment information, and changes in a client's own situation.

Content of Client Provided Reports and Frequency

Clients receive written account statements no less than quarterly for managed accounts from their qualified custodians. The client will receive confirmations of each transaction in their account(s) from their custodian and an additional statement during any month in which a transaction occurs.

Item 14: Client Referrals and Other Compensation

Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest

WealthPlan does not receive any economic benefits from external sources.

Advisory Firm Payments for Client Referrals

We can occasionally pay a referral fee to third-party solicitors. However, no fee is paid unless we have a signed and executed solicitor agreement. You must receive a disclosure form that contains the details of the referral agreement. Our fiduciary duties still apply to referral relationships, and we must put the interest of our clients first and see the best execution of securities transactions on behalf of our clients.

Item 15: Custody

Account Statements

All assets are held at qualified custodians, which means the custodians provide account statements directly to client at their address of record at least quarterly. Clients are urged to compare the account statements received directly from their custodians to any documentation or reports prepared by WealthPlan.

WealthPlan is deemed to have limited custody solely because advisory fees are directly deducted from client's accounts by the custodian on behalf of WealthPlan.

WealthPlan has authority to transfer money from client account(s), which constitutes a standing letter of authorization (SLOA). Accordingly, WealthPlan will follow the safeguards specified by the SEC rather than undergo an annual audit.

Item 16: Investment Discretion

Discretionary Authority For Trading

WealthPlan requires discretionary authority to manage securities accounts on behalf of clients. Upon receiving your written authorization via our executed Client agreement, we will maintain trading authorization over your designated account and may also implement trades on a discretionary basis.

Discretionary authority allows WealthPlan to determine, without obtaining specific client's consent, the securities to be bought or sold, and the amount of the securities to be bought or sold. WealthPlan allows the client to place certain restrictions. These restrictions must be provided to WealthPlan in writing. The client approves the custodian to be used and the commission rates paid to the custodian. WealthPlan does

not receive any portion of the transaction fees or commissions paid by the client to the custodian.

On a case-by-case basis, we may offer non-discretionary authority for trading. If you do not grant this limited investment discretion, your IAR will be required to contact you and get affirmation regarding our investment recommendations, such as the security being recommended, the number of shares, whether the security should be bought or sold before implementing changes in your account.

Once the above factors are agreed upon, we will be responsible for making decisions regarding the timing of buying or selling an investment and the price at which the investment is bought or sold. If your accounts are managed on a non-discretionary basis, it is critical that you respond promptly. If we do not receive a response to our request immediately, the timing of trade implementation may lead to an adverse impact where we may not achieve the optimal trading price.

Item 17: Voting Client Securities

Proxy Votes

WealthPlan does not vote proxies on securities. Clients are expected to vote their own proxies. The client will receive their proxies directly from the custodian of their account or from a transfer agent. When assistance on voting proxies is requested, WealthPlan will not provide recommendations to the client. If a conflict of interest exists, it will be disclosed to the client.

Item 18: Financial Information

Balance Sheet

We do charge a fee of more than \$500 or more to be paid six months or more in advance to some select clients. We will provide a balance sheet of our most recent fiscal year to the clients that are affected by this fee structure. We are not subject to a financial condition that is reasonably likely to impair our ability to meet contractual commitments to our clients. We will not require a fee of \$500 or more to be paid six months or more in advance. We are not required to include a balance sheet for our most recent fiscal year.

Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients

WealthPlan has no condition that is reasonably likely to impair our ability to meet contractual commitments to our clients.

Bankruptcy Petitions during the Past Ten Years

WealthPlan has not had any bankruptcy petitions in the last ten years.