



REAL PLANNING FOR REAL LIFE™

Form ADV – Part 2A

Dated: 3/19/2024

Intrinsic Wealth Counsel, Inc.

(also known as "Intrinsic Wealth" or "IWC, Inc.")

1255 W. Rio Salado Parkway #115

Tempe, AZ 85281

Phone: (480) 924-5613

Fax: (480) 924-8062

Email: info@IntrinsicWC.com

Website: www.IntrinsicWealthCounsel.com

This brochure provides information about the qualifications and business practices of Intrinsic Wealth. If you have any questions about the contents of this brochure, please contact us at (480) 924-5613 or email us at: info@IntrinsicWC.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 Intrinsic Wealth is also available on the SEC's website at www.adviserinfo.sec.gov.

Summary of Material Changes

The last update to this brochure was filed by Intrinsic Wealth on 3-30-2023. Since the 3-30-2023 update, the firm has the following material changes:

- There were no material changes from last year.

You may request our entire updated brochure. Please call us at (480) 924-5613, or view it on our website at www.IntrinsicWealthCounsel.com.

Table of Contents

Summary of Material Changes.....	2
Advisory Business & History.....	4
Fees & Compensation.....	7
Conflicts of Interest.....	10
Performance-Based Fees and Side-by-Side Management.....	12
Types of Clients	12
Methods of Analysis, Investment Strategies, and Risk of Loss	13
Disciplinary History	16
Other Financial Industry Activities and Affiliations.....	16
Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading	16
Brokerage Practices	17
Block Trading.....	21
How we Select Qualified Custodians/Brokers.....	23
Review of Accounts.....	23
Client Referrals and Other Compensation	24
Custody	24
Investment Discretion.....	25
Voting Client Securities	25
Financial Information	26
Privacy Policy	27

Advisory Business & History

Intrinsic Wealth Counsel, Inc. (IWC) and its predecessors have been providing personal financial planning and investment advisory wealth management services since 1984. The partners of the firm are: Cornelius (a.k.a., Neal) Van Zutphen, Jr., Cornelius (a.k.a, Casey) Van Zutphen, III and Daniela U. Jones.

Aspirations

Intrinsic Wealth Counsel, Inc. speaks to what we aspire. We co-create financial life plans around your **Intrinsic** motivations and manage your life savings based on the **Intrinsic** value of investments. When it comes to financial life planning, **Wealth** is far more than money. We believe that intrinsic motivations are far more powerful a force for life goal achievement than extrinsic motivations. We also believe there are few, if any, who enjoy being “managed”— however, most of us recognize the need and benefits of seeking **Counsel** from a trusted advisor or friend. We aspire to be both.

We firmly believe that personal financial life planning is a gift you give yourself. It is often one of the few times in the business of life where the purpose and focus is to honor your own dreams, and by intent, create life plans to live the life you’ve imagined. This gift enables you to enjoy the journey as well as the destination.

The world isn’t getting any simpler, and what you need and want is simplicity on the other side of complexity. You want to live your life with ease in a world of dis-ease; to build or secure your future on your terms, and find and/or create the space and place that you and your loved ones call: happiness, peace of mind, love, and your heart’s home.

At Intrinsic Wealth Counsel, we uphold and honor a fiduciary standard of care, which means we strive to provide advice that is in your best interests and will help you clarify and achieve your goals. We can neither predict nor guarantee human behavior or the future. We cannot guarantee rates of return or how long you will live. However, we do aspire to collaborate with you to get a return on life, and to find workable solutions when problems arise.

We offer to provide comprehensive, integrated Financial Planning and Portfolio Management.

Real Planning for Real Life™ means dealing with money and the human experience. Serving clients over the last 30 plus years, we have found this means integrating your money life with your real life, finding practical solutions when challenges and opportunities arise, and giving your money meaning and purpose that honors your life goals and values.

Comprehensive, Integrated Financial Planning Process

Each client situation is unique and thus each plan requires attention specific to your needs, concerns, and goals. Likewise, as fiduciaries, it is our obligation to tell you what you need to know in addition to what you want to know. The Certified Financial Planner Board of Standards illustration below outlines the seven steps of the financial planning process.



The initial financial planning process can take anywhere from two to four months involving three to eight meetings. Meetings range from three hours (first meeting) to one hour (plan presentation meeting). Meetings can be in-office, via video conference or by phone.

The planning process can include, but is not limited to:

- Exploration of your perceived needs and concerns from a holistic point of view
- Life goals discovery and incorporation into financial planning models
- Net Worth Statement and Statement of Liabilities
- Income and Expense Projections
- Income tax planning in coordination with your tax counsel
- Strategies for managing your current cashflow and spending habits
- Retirement and other Capital Needs analyses to meet projected expenses
 - Integration of specific spending goals throughout all years
 - Capital needs scenario planning, worst case scenario planning
- Risk Management, Insurances Review
- Estate Planning documents review (no legal counsel provided)
- Estimated Estate Tax analysis in coordination with legal counsel (if applicable)
- Estimated Emergency Funds needs analysis
- Estimated Education Funding analysis (if applicable)
- Important document back-up copies stored electronically
- Other specifically requested planning topics

The plan will consider the effects of inflation, income tax, cash reserves for contingencies, and other relevant issues, and could be limited in scope based upon your specific needs. We generally present reports in meetings with you, and with your other advisors if requested. Also, we can present reports by mail and coordinated conference calls if so desired. Furthermore, you may require an oral report in lieu of, or in addition to, any written reports. Clients who choose to access their plans through the planning portal have immediate access to plan updates based on market conditions and confirmed pre and or post-retirement plans.

We can help you implement the financial planning recommendations. However, we recognize we can't actually force you to make the recommended changes. To give a few examples, we can't force you to contact an attorney to update your estate plans, or make changes to your insurances, or refinance your mortgage, or save and invest more capital.

Perfection and procrastination are the enemy of the good. What we do is help you get stuff done!

Portfolio Management

For over 30 years, clients have relied on us to achieve their growth, income, and liquidity needs and goals for themselves and future generations. We do so by creating customized and diversified equity and income portfolios with access to institutional class securities. Keeping costs low while tax-efficiently investing in undervalued areas of the markets are paramount to better risk/reward outcomes for your wealth. When it comes to investing, we at IWC eat our own cooking. In other words, we hold the same securities in our own portfolios as we use in yours. In that spirit, we end each of our quarterly letters to our clients with the following:

Our success is aligned with yours, and you have our absolute best efforts in fulfilling your long-term planning and portfolio goals. On behalf of your financial life planning team at IWC, thank you for allowing us to serve and be a part of your lives.

Assets Under Management (AUM)

As of December 31, 2023, our assets under management were approximately \$252,828,161. Approximately 100% of the assets under management are considered discretionary. In addition, we also provide investment analysis and recommendations for some clients with assets held in their retirement plans, 529 plans, and variable annuities.

Fees & Compensation

Our definition of a fair fee is one that is willingly paid and accepted with neither party losing gratitude.

Portfolio Management

We offer to provide stand-alone Portfolio Management services for clients who have \$500,000 or more to manage. The minimum quarterly fee for portfolio only services is \$1,250 (annual \$5,000). This fee may be satisfied by our tiered fee structure detailed below.

Comprehensive, Integrated Financial Planning & Portfolio Management

The majority of Intrinsic Wealth Counsel clients work with us under a comprehensive, integrated Financial Planning and Portfolio Management Agreement. These services are designed to help each client align their investment management and general wealth management strategies to their financial life goals.

We offer to provide comprehensive, integrated Financial Planning and Portfolio Management services for a minimum quarterly fee of \$2,500 (annual \$10,000). This fee may be satisfied by our tiered fee structure detailed below and/or a quarterly retainer paid directly by the client. For clients who pay the quarterly retainer fee, this will be paid in addition to the fee paid based on the Tiered AUM Fee Schedule, as described below, in order to meet the minimum quarterly fee requirement of \$2,500.

Kairos Planning Retreat

For clients seeking a unique, accelerated and retreat-like comprehensive life planning experience, we offer a flat fee, distraction free, **Intensive 3-day Financial Life Planning Retreat**. We call this our “Kairos Planning Retreat”. This focused experience has proven to be powerful and life changing for those who dedicate these precious moments in time for the preparation of the unfolding human experience.

Over a full three consecutive days we provide the services of our entire team of advisors and staff dedicated and focused to developing your comprehensive financial plan and investment strategy.

The one-time fee for this service is \$10,000-\$15,000 based on complexity and number of staff required. This fee is in addition to the fee schedule detailed below.

Tiered Fee Schedule

We bill for these ongoing services a fee based on a percentage of the Assets Under Management (AUM). Our fee schedule is tiered, with reductions at the following breakpoints:

- Assets below \$1 million = 1.00%
- Assets between \$1 million and below \$3 million = 0.70%
- Assets between \$3 million and below \$5 million = 0.50%
- Assets over \$5 million = Negotiable

All clients sign our Financial Planning and Investment Advisory Services Agreement, which details the services to be provided by IWC and the associated fees prior to the beginning of any service(s). Generally, our fees are non-negotiable. However, on rare occasion we reserve the right to negotiate fees. Lower fees for comparable services may be available from other sources. The client will never be invoiced for services six months or more in advance and ongoing annual fees will not exceed 2% of assets under management.

We apply the fee schedule to assets under management at the end of each calendar quarter. One-fourth (1/4) of the annual rate is payable at the end of that quarter. We bill fees in arrears. Fees are generally deducted directly from the account(s) managed after we send the billing statement to the client. Rarely, clients choose to pay quarterly fees by separate check. Fees paid by check are due no later than 15 days following receipt of billing. We assess pro-rated fees for accounts starting before quarter end.

Grandfathering of Minimum Fee Requirements

Generally, pre-existing advisory clients are subject to our minimum advisory fees, zero minimum fees, or hourly rates in effect at the time the client entered into the advisory relationship. Therefore, our minimum fee requirements will differ among clients.

Financial Planning Fee Schedule

There is no separate fee for financial planning services, however we reserve the right to engage in hourly planning services for existing clients when the scope of the planning services are outside the original agreement. In those cases, we will bill under separate contract an hourly rate of \$250 to \$500 depending on complexity. An initial retainer of \$1,200 may be required when services are expected to be rendered within 120 days of contract date. The client is responsible for those hours billed prior to our receipt of any termination notice. Any fees paid in advance are refundable in full within five (5) business days' notice.

Broker dealers customarily charge commissions. Broker dealers may also charge custodial fees. Mutual funds and exchange traded funds may also charge investment management fees. Any such additional fees are charged to the client. *We do not receive any portion of or participate in these fees.* Selected mutual funds will be no-load funds or fee-waived funds. We emphasize the unrestricted rights of the client to choose any broker dealer rather than one suggested by us. We do not

participate in directed brokerage relationships. Currently, Charles Schwab is the only qualified custodian we work with.

It has been our experience over the last 30 plus years that our most successful relationships are those where our skills and abilities match the client's needs, and where relationship bonds are created.

However, we are humans, and we recognize that sometimes fits aren't all that great. Our advisory agreement may be terminated by either party at any time.

Conflicts of Interests

We strive to provide advice that is in your best interest and minimize the potential for conflicts of interest.

None of IWC's registered investment advisors hold any licensure that would enable us to "sell" any investment products or insurances for a commission. We have no affiliates and do not share revenue. We do not receive 12b-1 fees, we do not receive shareholder services fees or record keeping fees.

Our investment advisory representatives are paid a salary and their compensation is not tied or incentivized based on assets under management or "bringing in new business."

We do not pay nor accept referral fees. Clients who may also have vendor or business relationships with the firm do not receive favorable treatment because of those relationships.

None of our executives or investment adviser representatives have outside business activities representing a conflict of interest to IWC or its clients.

We do not participate in Wrap Fee programs.

We do, however, have conflicts of interest.

When conflicts arise, we will inform you of such conflicts so you can make an informed decision. As an example, a client may ask us if it is better to take money from the account we manage (conflict for us is this reduces our fees) and pay off their home mortgage, auto loan, student loan, etc. Another example might be: a

client wishes to borrow monies from a home equity credit line and add these funds to an account to be managed by IWC, thereby increasing the fees we receive. In any of these situations, it is our fiduciary responsibility to inform you of these conflicts so you can make the best-informed decision.

When it comes to IRAs, Retirement Plans, Qualified Funds, etc.

A client or prospective client leaving an employer typically has five options regarding an existing retirement plan and may engage in a combination of these options.

1. Leave the money in the former employer's plan, if permitted
2. Roll over the assets to a new employer's plan, if one is available and rollovers are permitted,
3. Roll over the assets to an Individual Retirement Account ("IRA"), and self-manage the account,
4. Retain a separate broker or adviser to manage the account, incurring advisory fees which may or may not be more than fees incurred in the existing employer sponsored plan (generally, employer sponsored participant plan expense are lower), or
5. Cash out the account value (which could, depending on the client's age, result in adverse tax consequences)

If IWC recommends that a client roll over their retirement plan or consolidate multiple IRAs into an account to be managed by IWC, such a recommendation creates a conflict of interest if IWC will earn new (or increase its current) compensation as a result of the rollover. If IWC provides a recommendation as to whether a client should engage in a rollover or not (whether is from an employer's plan or an existing IRA), IWC is acting as a fiduciary within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts.

No client or prospective client is under any obligation to rollover retirement plan assets to an account managed by Intrinsic Wealth Counsel.

Investment Advice for Retirement Plan Accounts or Individual Retirement Accounts (IRA)

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 and/or the Internal Revenue Code, as

applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under special rules that requires us to act in your best interest and not put our interests ahead of yours.

Under these special rule's provisions, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

It is always possible that the services we offer to provide may be available from other providers for less. We believe Intrinsic Wealth Counsel, Inc. planning and advisory fees are reasonable by industry standards. We are neither the least nor the most expensive.

Variable Annuity Rescue

IWC is not in the business of promoting or selling Variable Annuities; however, as a courtesy to clients who find themselves "stranded" with a Variable Annuity product and seeking professional management and guidance IWC has expanded our services to include a FEE ONLY variable annuity institutional services offered through Nationwide Securities, LLC., member FINRA, SIPC and a Registered Investment Advisor.

As noted earlier, IWC is not in the business of selling or recommending variable annuities. As such, IWC does not perform an exhaustive study of all FEE ONLY variable annuity purveyors and IWC does not guarantee that the Nationwide Annuity services or product are superior or inferior to other variable annuities available in the marketplace.

Our limited due diligence suggests the Nationwide Variable annuity products are generally competitive. Clients are under no obligation to accept this offer to assist

by effecting a 1035 exchange into a Nationwide Annuity product that allows IWC to manage and bill the annuity product as part of the assets under management.

This Rescue Variable Annuity represents a conflict of interest and Nationwide conducts a client due diligence to ensure full and fair disclosure. It is IWC's desire to ensure full and fair disclosure for conflicts of interests and that the use of this solution is in the overall best interest of the client.

Performance-Based Fees and Side-by-Side Management

We do not charge any performance-based fees for our asset management or financial planning services. Therefore, we do not have any side-by-side management issues to disclose.

Types of Clients

We provide comprehensive, integrated financial planning and portfolio management services to individuals, couples, pension and profit-sharing plans, trusts, estates, and corporations or business entities other than listed above.

Methods of Analysis, Investment Strategies and Risk of Loss

Our wealth management objective is to achieve your growth, income and liquidity needs by managing customized equity and income portfolios. Where and when appropriate, we use securities such as individual stocks, equity and income mutual funds, exchange-traded funds (ETFs), Treasuries, CDs, corporate notes and bonds, and preferred stock. We primarily invest in mutual funds and ETFs.

Investment Philosophy: Value Investors, Diversified, Customized

With over 30 years of investing on behalf of our clients, and backed by scientific research, we've earned the wisdom to apply three core tenets to our investment strategy that combine to accomplish your goals:

1. We are “*Value Investors*” at heart. This means consciously investing in undervalued or lower-priced securities (and selling when they are not so undervalued), whether they be stocks, bonds, preferred stocks, etc., to enhance returns over time.
2. We are *Diversified*. Applying what is known as Modern Portfolio Theory. Utilizing a wide opportunity set, from U.S. small stocks to emerging market bonds, achieving returns over the long-term from multiple sources can lower volatility without sacrificing returns.
3. We are *Customized*. Your life and goals are unique, and your portfolio should be tax-aware, reflect your financial plans, your cash needs, and your targeted growth rate.

We use a combination of equity and fixed income funds, as well as individual securities such as stocks, bonds, preferred stocks, and options, on occasion. We are cost conscious and keep expenses lower by using funds with lower internal expenses. We also use the lowest cost institutional share class of funds whenever available and appropriate. Institutional shares are typically not available to retail investors.

Another critical criterion for inclusion in our investment selection process is whether the fund manager(s) has their own money in the fund. As you know, we at Intrinsic Wealth own the same holdings as our clients. Research has shown that fund managers who eat their own investment cooking perform better than those who have no personal money at risk.

Sources of Information

We access the information necessary for our research through a multitude of sources, including but not limited to: company websites, SEC filings, various investment research subscriptions, resources made available to us through Schwab Advisor Services, and LSE’s Intrinsic Research System.

Clients’ Portfolios

We title and structure a client’s portfolio in light of the client’s current tax situation, estate plan and financial objectives.

We use this information along with any other verbal or written information provided by the client to manage their portfolio. It is also possible that we will design the portfolio under management in light of the client's portfolio not under our direct supervision. In all instances, it does remain the client's responsibility to advise us if there is any change in the client circumstances.

We tailor each client's portfolio to the objectives of that particular client. Examples of investment objectives include:

- Growth, Growth & Income
- Income & Growth
- Capital Preservation

These are described further below.

Growth, Growth and Income: Seeks growth through capital gains, dividends and interest with no recurring cash withdrawal needs for at least the next two to three years. A growth and income objective assumes there are no withdrawal requirements. In other words, you are not taking monies out to satisfy your current lifestyle expenses. These strategies typically have higher allocations to equities.

Income and Growth: Seeks income and growth through dividends, interest, and capital gains to satisfy current and future planned withdrawal needs in conjunction with portfolio growth. This strategy typically uses equities and income generating securities, and sets aside enough cash and/or short-term bond fund monies to satisfy your income distribution needs for the next 1 to 5 years. We use a "sleep well at night" test to determine how much we set aside. In other words, how much of your expected income needs, in years, should we keep extra liquid to make sure you sleep well at night?

Capital Preservation: Seeks preservation of capital through the use of cash, money market funds, certificates of deposit, and/or U.S. government securities. In certain cases, short and intermediate-term bond funds may be used. This strategy generally protects your money on the downside and is most likely to garner very low rates of return or upside. In other words, the portfolio is not likely to decline in value, and if it does, the decline should be very modest. Moreover, the portfolio will likely show only modest increases in value. Typically, this strategy can underperform during times of higher inflation resulting in a loss of purchasing power.

Note that with any investment approach, there is always risk involved when

investing. Clients must be prepared to bear the loss of investment dollars. We make no promises or guarantees that any of our services will result in a profit to the client or will not result in a loss to the client.

Material Risks Associated with Our Method of Analysis and Investment Strategies

Investing in any security involves risk of one sort or another. Whether the investment style is based on value investing, growth or momentum, etc., there is risk of loss should our analysis of the issuers of the securities be flawed. The price of the issuers' securities could fall for fundamental reasons, general financial market trends, or any of the factors discussed below. Our securities analysis methods rely on the assumption that the companies whose securities we buy and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data.

Material risks are involved when investing in securities. Risks include company, economic, political, market, interest rate, inflation, liquidity, tax, fraud, and geopolitical risk. For example, company risk could include bad news about a company's product or service. Economic risk could include that consumers can no longer afford the company's product or service, or the multitude of risks exposed during the "Great Recession" that began in 2007 and ended in June of 2009. We also now know that commercial and residential real estate prices can decline dramatically.

More recently, the Covid-19 global pandemic provides ample evidence of market volatility and risk to stocks, bonds, employment, and businesses big and small. Regulatory risk could include new laws banning the company's product or service. Market risk could include any particular day that a large shareholder may sell their stock and depress the price of the company's stock. In 2022, we have experienced interest rate risk due to rising rates needed to combat rising inflation.

Disciplinary History

We have no legal or disciplinary history to disclose under this item.

Other Financial Industry Activities and Affiliations

We have no other financial industry activities or affiliations to disclose under this item.

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

As a fiduciary, we have a duty of utmost good faith to act solely in the best interests of each of our clients. Our clients entrust us with their life's savings , which in turn places a high standard on our conduct and integrity. Our fiduciary duty compels all employees to act with the utmost integrity in all of our dealings. This fiduciary duty is the core principle underlying our Code of Ethics and Personal Trading Policy and represents the expected basis of all of our dealings with our clients. A full and complete copy of our Code of Ethics and Personal Trading Policy is available upon request.

Our employees may purchase or sell the same types of securities as we recommend to our clients. As these situations can represent a conflict of interest, we have instituted the following restrictions in accordance with the Code of Ethics Section of our Compliance Policies and Procedures Manual:

- None of our employees shall buy or sell a security for their personal portfolio when the decision to do so is derived in whole or in part by reason of his or her employment unless the information is also available to the investing public via reasonable research and/or inquiry;
- None of our employees shall put his/her interest before the interest of any client.

We and our related persons may hold a position in the same security as our clients, and we and our related persons may participate in block trades with clients, therefore receiving the same transactional price as our clients. We believe in ***"eating our own cooking"*** and so our teammates (employees) own many of the same securities as our clients.

In addition, we maintain a list of all securities holdings and transactions for anyone directly associated with our firm. These holdings and transactions are reviewed regularly by Neal Van Zutphen, President , and Casey Van Zutphen, CIO.

Brokerage Practices

Intrinsic Wealth Counsel, Inc. does not maintain custody of your assets that we manage or advise on, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (see "Custody" below). Your assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. We require that our clients use Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, as the qualified custodian.

We are independently owned and operated and are not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when we instruct them to. If you do not wish to custody your assets with Schwab, then we cannot manage your account.

We do not open the account for you, although we may assist you in doing so.

Please note, not all advisors require their clients to use a particular broker-dealer or other custodian selected by the advisor. However, as noted above, if you do not wish to use Schwab, then we cannot manage your account.

Even though your account is maintained at Schwab, and we anticipate that most trades will be executed through Schwab, we can still use other brokers to execute trades for your account as described below (see "Your Brokerage and Custody Costs").

Conflicts of interest associated with this arrangement are described below. You should consider these conflicts of interest when selecting your custodian.

Your Brokerage and Custody Costs

For our clients' accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. Certain trades (for example, many mutual funds and ETFs) may not incur Schwab commissions or transaction fees. Schwab is also compensated by earning interest on the uninvested cash in your account in Schwab's Cash Features Program.

We are not required to select the broker or dealer that charges the lowest transaction cost, even if that broker provides execution quality comparable to other brokers or dealers.

Although we are not required to execute all trades through Schwab, we have determined that having Schwab execute most trades is consistent with our duty to seek "best execution" of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed below (see "How we Select Qualified Custodians/Brokers" below). By using another broker or dealer you may pay lower transaction costs.

Products and services available to us from Schwab

Schwab Advisor Services™ is Schwab's business serving independent investment advisory firms like us. They provide us and our clients with access to their institutional brokerage services (trading, custody, reporting, and related services), many of which are not typically available to Schwab retail customers. However, certain retail investors may be able to get institutional brokerage services from Schwab without going through us.

Schwab also makes available various support services. Some of those services help us manage or administer our clients' accounts, while others help us manage and grow our business. Schwab's support services are generally available on an unsolicited basis (we don't have to request them) and at no charge to us. Following is a more detailed description of Schwab's support services:

Services that benefit you. Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets.

The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients.

Schwab's services described in this paragraph generally benefit you and your account.

Services that do not directly benefit you. Schwab also makes available to us other products and services that benefit us but do not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts and operating our firm. They include investment research, both

Schwab's own and that of third parties. We use this research to service all or a substantial number of our clients' accounts. In addition to investment research, Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of our fees from our clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting

Services that generally benefit only us. Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology and business needs
- Consulting on legal and related compliance needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers
- Marketing consulting and support

Schwab provides some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab also discounts or waives its fees for some of these services or pays all or a part of a third party's fees. Schwab also provides us with other benefits, such as occasional business entertainment of our personnel. If you did not maintain your account with Schwab, we would be required to pay for these services from our own resources.

Our primary benefit from these value-added services enhance our ability to meet client needs. Schwab's resources help us stay abreast of the dynamic challenges consumers face and best practices, we as advisors, can utilize to serve our clients.

Our interest in Schwab's services

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services. These services are not contingent upon us committing any specific amount of business to

Schwab in trading commissions or assets in custody. The fact that we receive these benefits from Schwab is an incentive for us to require the use of Schwab rather than making such a decision based exclusively on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a conflict of interest.

We believe, however, that taken in the aggregate, our selection of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services (see "How we Select Qualified Custodians/Brokers" below) and not Schwab's services that benefit only us.

No direct economic benefits from Schwab

We receive an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors whose clients maintain their accounts at Schwab. You do not pay more for assets maintained at Schwab as a result of these arrangements. However, we benefit from the referral arrangement because the cost of these services would otherwise be borne directly by us. You should consider these conflicts of interest when selecting a custodian. The products and services provided by Schwab, how they benefit us, and the related conflicts of interest are described above.

Again, our primary benefit from these value-added services enhance our ability to meet client needs. Schwab's resources help us stay abreast of the dynamic challenges consumers face and best practices, we as advisors, can utilize to serve our clients.

Block Trading

Where and when appropriate, we use securities such as individual stocks, equity and income mutual funds, exchange-traded funds (ETFs), Treasuries, CDs, corporate notes, bonds, preferred stock, and options, on occasion. We primarily invest in mutual funds and ETFs.

Intrinsic Wealth Counsel, Inc. will block trades where possible and when advantageous to clients. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, so long as

transaction costs are shared equally and on a pro-rated basis between all accounts included in any such block.

Block trading may allow us to execute equity trades in a timelier, more equitable manner, at an average share price. Intrinsic Wealth Counsel, Inc. will typically aggregate trades among clients whose accounts can be traded at a given broker. Intrinsic Wealth Counsel, Inc. block trading policy and procedures are as follows:

- 1) The portfolio manager must reasonably believe that the order aggregation will benefit, and will enable Intrinsic Wealth Counsel, Inc. to seek best execution for each client participating in the aggregated order. This requires a good faith judgment at the time the order is placed for the execution. It does not mean that the determination made in advance of the transaction must always prove to have been correct in the light of a "20-20 hindsight" perspective. Best execution includes the duty to seek the best quality of execution, as well as the best net price.
- 2) Prior to entry of an aggregated order, a written order ticket must be completed which identifies each client account participating in the order and the proposed allocation of the order, upon completion, to those clients.
- 3) If the order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated pro rata among the participating client accounts in accordance with the initial order ticket or other written statement of allocation. However, adjustments to this pro rata allocation may be made to participating client accounts in accordance with the initial order ticket or other written statement of allocation. Furthermore, adjustments to this pro rata allocation may be made to avoid having odd amounts of shares held in any client account, or to avoid excessive ticket charges in smaller accounts.
- 4) Generally, each client that participates in the aggregated order must do so at the average price for all separate transactions made to fill the order and must share in the commissions on a pro rata basis in proportion to the client's participation. Under the client's agreement with the custodian/broker, transaction costs may be based on the number of shares traded for each client.

5) If the order will be allocated in a manner other than that stated in the initial statement of allocation, a written explanation of the change must be provided to and approved by the Chief Compliance Officer no later than the morning following the execution of the aggregate trade.

6) No client or account will be favored over another.

We and our related persons may hold a position in the same security as our clients, and we and our related persons may participate in block trades with clients, therefore receiving the same transactional price as our clients. We believe in ***"eating our own cooking"*** and so our teammates (employees) own many of the same securities as our clients. In this manner our personal investment portfolio interests are generally aligned with clients.

We have negotiated commissions for our clients with Schwab Advisor Services. However, note that lower fees for comparable services may be available from other sources.

How we select Qualified Custodians/Brokers

The Securities and Exchange Commission takes the position that all advisers owe a fiduciary duty to their clients to achieve best execution. The SEC has stated that best execution means that the client's total cost or proceeds (otherwise defined as net price) in each transaction is the most favorable under the circumstances. Charging the lowest commissions alone does not mean that you are achieving best execution, rather, an analysis must be performed addressing a number of qualitative factors stated below and should take into consideration the full range of a broker-dealer's services.

The following are important qualitative factors in the selection of the Qualified Custodian (broker-dealer):

- Reputation and Financial Strength
- Is the Broker-Dealer/Clearing Firm responsive to any special needs of the Advisor?
- Does the Broker-Dealer/Clearing Firm provide research or allow soft dollar arrangements?
- Trading Platforms
- Are the Record Keeping Services provided by the Broker-Dealer/Clearing Firm adequate for our needs and those of our clients?
- Best Execution Policy: Does the Broker-Dealer/Clearing Firm have a comprehensive and adequate policy on best execution?

Referrals of clients from Broker-Dealers

We do not accept referrals of clients from broker-dealers.

Directed Brokerage

As a matter of policy, the firm does not participate in directed brokerage.

Review of Accounts

We have four Investment Adviser Representatives (IARs) as reviewers: Cornelius (Neal) H. Van Zutphen, Jr., Cornelius (Casey) H. Van Zutphen, III, Daniela U. Jones, and Charles (Chuck) T. Autrey. Asset management accounts are reviewed quarterly to ensure each account is consistent with client objectives.

- The firm reviews with the client the investment objectives and portfolio allocation ranges at least annually.
- The firm's CIO or designated persons reviews account allocations/positioning and makes trades to rebalance, if needed.
- Reviews by the CIO or designated person are documented in the firm's books and records.
- Portfolio reviews and subsequent adjustment/rebalance can also occur on an ad-hoc or as-needed basis.
- The firm monitors the previous day's transactions daily.

We distribute performance reports quarterly. We may report on a monthly basis, depending on client circumstances. We encourage client meetings, calls and interaction.

At the end of each quarter, the client will receive (digital or physical):

- 1) An inventory of assets under our management showing cost basis, current market value, approx. unrealized gains losses and current dividend yield, and
- 2) A performance summary from account inception-to-date and year-to-date performance. The summary shows performance net of fees. Gross performance is shown only for those clients who pay our management fees by separate check.

Client Referrals and Other Compensation

We do not participate in arrangements whereby non-clients provide economic benefits to us for providing investment advice or other advisory services to our clients. We do not accept nor pay referral fees. However, we welcome referrals from clients and allied professionals.

Custody

Client assets are held in custody by unaffiliated qualified custodians. The ability to deduct our advisory fees from your accounts causes our firm to exercise limited custody over your funds or securities. We do not have physical custody of any of your funds and/or securities. You will receive account statements from the qualified custodian(s) holding your funds and securities at least quarterly. The account

statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing period. You should carefully review account statements for accuracy. We are not affiliated with the custodian and the custodian does not supervise our firm, its agents or activities.

Certain clients have signed asset transfer authorizations that permit the qualified custodian to rely upon instructions from the Firm to transfer client funds to “third parties.” In accordance with the guidance provided in the SEC Staff’s February 21, 2017 Investment Adviser Association No-Action Letter, the affected accounts are not subjected to an annual surprise CPA examination.

Investment Discretion

We accept discretionary authority to manage securities accounts of our clients. Prior to assuming discretion in managing a client’s assets, we enter into an agreement that sets forth the scope of our discretion. This includes a limited power of attorney which enables us to effect securities transactions without having to obtain client consent. However, we are not permitted to withdraw, disburse, or wire funds without client consent, and then only for the client’s benefit, with the exception of collecting payment of our management fee.

Voting Client Securities

In accordance with our fiduciary duty to clients and Rule 206(4)-6 of the Investment Advisers Act, we have adopted and implemented written policies and procedures governing the voting of client securities. All proxies that we receive will be treated in accordance with these policies and procedures.

IWC has engaged the services of Broadridge’s ProxyEdge platform to assist in voting and maintaining records of all proxies. We strive to vote all proxies in the best economic interests of our clients, and use ProxyEdge’s research when applicable.

With the exception of proxies for clients who have informed us that they wish to vote their own proxies, we will vote all proxies. Clients cannot direct us to vote proxies in a specified manner. However, clients may vote their own proxies. Clients wishing to vote for themselves should inform us in a timely manner, and we will arrange to have proxies sent to the client.

Our complete proxy voting policy, procedures, and those of its proxy voting service providers, are available for client review. In addition, our complete proxy voting record is available to our clients, and only to our clients.

In addition, we have also contracted with Broadridge as provider to file Class Actions "Proof of Claim" forms. Rarely, securities held in the accounts of clients will be the subject of class action lawsuits. We have retained the services of Broadridge to provide a comprehensive review of our clients' possible claims to a settlement throughout the class action lawsuit process. Broadridge actively seeks out any open and eligible class action lawsuits. Additionally, Broadridge files, monitors and expedites the distribution of settlement proceeds in compliance with SEC guidelines on behalf of our clients. Broadridge's fee is paid by the client via a percentage of actual claims collected.

Financial Information

We do not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. Therefore, we are not required to include a balance sheet in this item. Also, there is no financial condition that is reasonably likely to impair our ability to meet our contractual commitments to our clients. Lastly, we have never been the subject of a bankruptcy petition.

Privacy Policy

OUR COMMITMENT TO PRIVACY

This information is being provided on behalf of Intrinsic Wealth Counsel, Inc. (IWC, Inc.)

IWC, Inc. is committed to safeguarding the confidential information of its clients. We hold all personal information provided to us in the strictest confidence. These records include all personal information that we collect from you in connection with any of the services provided by IWC, Inc. We only disclose information to nonaffiliated third parties as permitted by law. As you know, we use health and/or financial information that you provide to us to help you meet your personal financial goals while guarding against any real or perceived infringements of your rights of privacy. Our policy with respect to personal information about you is listed below.

- **How We Protect Personal Information.** We limit employee and contractor (for example, technical support) access to information only to those who have a business or professional reason for knowing, and only to nonaffiliated parties as permitted by law. (For example, federal regulations permit us to share a limited amount of information about you with our clearing agents in order to execute securities transactions on your behalf, or so that we can discuss your financial situation with your accountant, attorney and other designated professionals.) IWC, Inc. maintains physical, electronic and procedural safeguards to protect the security and confidentiality of your information.
- **Types of Information We Collect.** The categories of nonpublic personal information that we collect from your account applications or other forms, in interviews, or by other means depends upon the scope of the client engagement. It will include information about your personal finances and profile (social security number, annual income and net worth, investment experience), information about your health to the extent that it is needed for the planning process, and information about transactions between you and third parties (trading history and account balances).