

**Part 2A of Form ADV
Firm Brochure**

March 14, 2024

Midwest Professional Planners, Ltd
SEC File No. 801-72649

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This brochure provides information about the qualifications and business practices of Midwest Professional Planners, Ltd. If you have any questions about the contents of this brochure, please contact us at info@mpplplan.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission. Registration with the SEC or State Regulatory Authority does not imply a certain level of skill or expertise.

Additional information about Midwest Professional Planners, Ltd., is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Material Changes

This Firm Brochure is our disclosure document prepared according to regulatory requirements and rules. Consistent with the rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business's fiscal year. Furthermore, we will provide you with other interim disclosures about material changes as necessary.

The firm has made no material changes since the last annual update of this disclosure statement issued on February 14, 2024.

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A. Ownership/Advisory History

Midwest Professional Planners, Ltd ("MPPL" and/or "firm"), is a Wisconsin corporation principally owned and managed by Scott Wallschlaeger. MPPL has been offering financial planning and investment advisory services since May of 1990.

B. Advisory Services Offered

The primary business of MPPL as a financial planning and asset management firm is to work with clients to maximize current income and/or cash flow, both taxable and tax-free, and/or create long-term capital appreciation using prudent financial planning techniques and diversified asset management depending on the client's needs, investment objectives, and tolerance for risk. This would include diversification of assets, long-term income and investment management, and the use of insurance where appropriate.

In addition to providing MPPL with information regarding their personal financial circumstances, investment objectives and tolerance for risk, clients are required to provide the firm in writing with any reasonable investment restrictions that should be imposed on the management of their portfolio, and to promptly notify the firm of any changes in such restrictions or in the client's personal financial circumstances, investment objectives, goals and tolerance for risk. No less frequently than annually, MPPL's reports to clients will remind clients of their obligation to inform the firm of any such changes or any restrictions that should be imposed on the management of the client's account. MPPL will also contact clients at least annually to determine whether there have been any changes in a client's personal financial circumstances, investment objectives and tolerance for risk.

B.1. Coordinated Financial Planning Services – General Information

MPPL provides its coordinated financial planning services on a fee basis for one or more financial planning services selected by the client during the discovery phase or after the Financial Planning Assessment. The discovery phase is designed to explore the types of financial planning services and modules the client requires based upon the unique personal and financial circumstances of the client. MPPL develops a coordinated financial plan tailored to the needs of the individual client through a five-step process:

1. Discovery Meeting – This meeting is conducted to understand the client's current financial situation and goals and to determine any questions or concerns that need to be addressed. MPPL will gather detailed information on current and future assets, liabilities, employee benefits, insurance, cash-flow resources and requirements, and any other items that are important to the planning process.
2. Analysis – During this step, MPPL's financial planning department will analyze the data in the client's plan and may assemble a personalized advisory board based on the scope of the planning agreement.
3. Recommendation – The members of this advisory board will identify problems and develop various ideas and solutions into a strategic plan in order to meet the client's goals, objectives, and philosophy. The recommendations and analysis by MPPL's team may include the following planning areas:
 - Education
 - Asset allocation
 - Employee benefits
 - Retirement
 - Survivorship
 - Stock options
 - Tax planning
 - Estate/legal planning
 - Business benefits
 - Business succession

- Insurance
 - Disability
 - Long-term care
 - Distribution
 - Intergenerational planning
 - Charitable giving
 - Asset protection
4. Implementation – During this step, MPPL will coordinate with the client’s attorney, CPA, and other appropriate advisers to assist in implementing the desired elements of the plan. Charges the client may incur from these other advisers are at the client’s expense.
 5. Ongoing Service – This step provides ongoing financial planning advice by the advisor as well as periodic schedule updates to track the client’s planning progress. To accomplish this, MPPL will link the client’s investments, retirement accounts, bank loans, and other financial accounts that have online access so the plan will update daily with current values. MPPL will then provide a secure website where the client, the advisor, and any other trusted advisors can access the client’s personal financial plan, any generated reports, and documents stored in the encrypted vault. The client will also have the ability to generate various reports, track goals, view current investment allocations, as well as track reward points for credit cards and frequent flyer miles. (Not all financial institutions will support this service. If any accounts are not able to link with this service, MPPL will submit a request to have them added but cannot guarantee that all links will be successful.)

The financial planning process may vary in the level of service and cost based upon MPPL’s service offering. Depending on the clients’ circumstances, needs, and objectives, MPPL may engage unaffiliated specialists to assist in the analysis and recommendation steps.

MPPL has several service offerings that are designed for specific types of clients based upon what life stage they are in and other important personal and financial circumstances unique to the client. After the initial discovery phase, clients have the option of choosing one of the following financial planning services:

- Retirement Readiness (RR)
- Fundamental Analysis (FA)
- Critical Factor Analysis (CFA)
- Strategic Action Blueprint (SAB)
- Legacy Builder (LB)

B.1.a. Retirement Readiness (RR)

Retirement Readiness is a coordinated financial plan that is custom designed by a team of associated financial advisors representing various areas of expertise. This service includes the elements detailed in B.1. of the Discovery Meeting, Analysis and Implementation, with recommendations only in the areas of Retirement, Asset Allocation, and distributions.

B.1.b. Fundamental Analysis (FA)

Fundamental Analysis is a coordinated financial plan that is custom designed by a team of associated financial advisors representing various fields of expertise. This service includes the elements of the coordinated financial planning as detailed in item B.1. above. For clients contracting for Discretionary Asset Management Services, the GlidePath option may be selected for this service, which allows for the Recommendation and Implementation steps to be spread out over time, as applicable and relevant.

B.1.c. Critical Factor Analysis (CFA)

Critical Factor Analysis is a coordinated financial plan that is custom designed by an advisory board of independent professionals and associated advisors representing various fields of expertise. The

members of each advisory board can change but usually include risk managers, investment specialists, retirement planners, senior strategists, and outside tax and legal counsel. Depending on the scope of the plan, MPPL may also have other independent professionals on the advisory board to answer the client's most important questions. This service includes the elements of the Fundamental Analysis with the addition of recommendations on stock options, basic tax, and basic legal/estate.

B.1.d. Strategic Action Blueprint (SAB)

Strategic Action Blueprint is a coordinated financial plan that is custom designed by an advisory board of independent professionals and associated advisors representing various fields of expertise. The members of each advisory board can change but usually include risk managers, investment specialists, retirement planners, senior strategists, and outside tax and legal counsel. Depending on the scope of the plan, MPPL may also have business specialists, psychologists, business valuation experts, or other independent professionals on the advisory board to answer the client's most important questions. This service includes the elements of the Critical Factor Analysis with the addition of recommendations on business succession planning, business benefits consulting, and advance tax and legal/estate.

B.1.e. Legacy Builder (LB)

Legacy Builder is a coordinated financial plan that is custom designed by an advisory board of independent professionals and associated advisors representing various fields of expertise. The members of each advisory board can change but usually include risk managers, investment specialists, retirement planners, senior strategists, and outside tax and legal counsel. Depending on the scope of the plan, MPPL may also have business specialists, psychologists, business valuation experts, charitable giving specialists, or other independent professionals on the advisory board to answer the client's most important questions. This service includes the elements of Strategic Action Blueprint with the addition of recommendations on intergenerational planning, charitable giving, and asset protection.

B.2. Investment Strategies

Investment Strategies: Discretionary asset management services described in section B.3. utilize proprietary investment strategies managed by MPPL and may utilize third-party investment managers.

Available investment strategies typically include individual stock portfolios designed to meet different objectives, strategic and tactical allocations across assets classes, cash management strategies, bond ladders to build income funnels, and fixed income investments including individual bonds.

MPPL may also offer complex investment strategies that utilize options or other derivatives, various alternative investment products, dynamic trading based on technical and quantitative factors, custom direct indexing and tax loss harvesting, or other complex investment strategies. MPPL may also employ other customized strategies for a client as needed.

Investment strategies are typically managed to a target allocation across client accounts. The timing of entry and account cash flows may result in variations in allocations and performance between accounts employing the same strategy.

MPPL is continually researching, modifying, and developing new strategies. Please check with an MPPL Advisor to learn more about currently available strategies. Investment strategy fact sheets are available upon request.

Typical Investments: To reduce fees and expenses and control tax liability, MPPL prefers to use individual stocks, individual bonds, and low-cost Exchange Traded Funds (ETFs). MPPL may utilize mutual funds, business development companies, interval funds, or other investment products as appropriate while balancing investment goals with fees and expenses. MPPL may also utilize options, futures, or other derivatives in certain strategies, or when pre-approved by the client.

B.3. Discretionary Asset Management Services

MPPL provides discretionary asset management services using a team approach where the client and their advisor work with our internal portfolio management staff to align a client's investments to their financial plan and objectives.

In addition, MPPL has an investment committee that provides oversight of the investment department's management and execution of our investment strategies.

MPPL may utilize any of our investment strategies unless restricted by the client.

Ongoing Monitoring: Our investment department and investment committee monitors client accounts and investment strategies adjusting or rebalancing as needed to effectuate transactions and to maintain allocations as reasonably close to targeted portfolio allocations as possible. Trading frequency varies by strategy and can vary based on market conditions. Frequency of trading is increased or decreased if deemed to be in the clients' best interest.

Upon request, clients will be provided with a consolidated performance report for accounts with reliable data feeds. Advisors will review the accounts and investment strategies with the client on a mutually agreed schedule to determine if adjustments should be made based on changes in the client's financial plan and objectives, or changes in the economy and financial markets.

B.3.a. Third-Party Investment Management

MPPL may utilize third-party investment managers for the management and trading of portfolios or investment strategies. Please refer to the third-party manager's Form ADV for important details.

B.4. Retirement Plan Services

B.4.a. Non-Discretionary 3(21) Fiduciary Services Available

For Non-Discretionary 3(21) Fiduciary Services, the plan sponsor may choose among the following service options:

- Investment Policy Statement ("IPS"): MPPL will review with the plan sponsor the investment objectives, risk tolerance, and goals of the plan. If the plan does not have an IPS, MPPL will provide recommendations to the plan sponsor to assist the plan sponsor with establishing an IPS. If the plan has an existing IPS, MPPL will review it for consistency with the plan's objectives. If the IPS does not represent the objectives of the plan, MPPL will recommend to the plan sponsor revisions to align the IPS with the plan's objectives, which recommendations may be considered by the plan sponsor.
- Designated Investment Alternatives ("DIA"): Based on the plan's IPS, MPPL will review the investment options available to the plan and will make recommendations to assist the plan sponsor with selecting DIAs to be offered to participants. Once the plan sponsor selects the DIAs, MPPL will, on a periodic basis and/or upon reasonable request, provide reports and information to assist the plan sponsor with monitoring the DIAs. If the IPS criteria require a DIA to be removed, MPPL will provide recommendations to assist the plan sponsor with replacing the DIA.
- Model Asset Allocation Portfolios ("Models"): Based on the plan's IPS or other investment guidelines established by the plan, MPPL will review the DIAs available to the plan and will make recommendations to assist the plan sponsor with creating risk-based models comprised solely among the plan's DIAs. Once the plan sponsor approves the models, MPPL will provide reports, information and recommendations, on a periodic basis, designed to assist the plan sponsor with monitoring the models. If the IPS criteria require any DIA(s) to be removed, MPPL will provide recommendations to assist the plan sponsor with evaluating replacement DIA(s) to be included in the models. Upon reasonable request, and depending upon the capabilities of the recordkeeper,

MPPL will make recommendations to the plan sponsor to reallocate and/or rebalance the models to maintain their desired allocations.

- Qualified Default Investment Alternative ("QDIA"): Based on the plan's IPS or other guidelines established by the plan, MPPL will review the investment options available to the plan and will make recommendations to assist the plan sponsor with selecting the plan's QDIA(s). Once the plan sponsor selects the plan's QDIA(s), MPPL will provide reports and information, on a periodic basis and/or upon reasonable request, to assist the plan sponsor in monitoring the QDIA(s). If the IPS criteria require a QDIA to be replaced, MPPL will provide recommendations to assist the plan sponsor with evaluating replacement QDIA(s).

B.4.b. Plan Consulting Services Available

For Plan Consulting Services, the plan sponsor may choose among the following service options:

- Administrative Support:
 - Assist plan sponsor in reviewing objectives and options available through the plan
 - Recommend participant education and communication policies under ERISA §404(c)
 - Assist with coordination of participant disclosures under 404a-5
- Service Provider Relationship Oversight:
 - Assist fiduciaries with a process to select, monitor and replace service providers
 - Assist fiduciaries with review of Covered Service Providers ("CSP") disclosures under ERISA §408(b)(2) and fee benchmarking
 - Provide reports and/or information designed to assist fiduciaries with monitoring CSPs
 - Assist with preparation and review of Requests for Proposals and/or Information
 - Coordinate and assist with CSP replacement and conversion
- Investments:
 - Periodic review of investment policy in the context of plan objectives
 - Assist the plan committee with monitoring investment performance
 - Provide analysis of investment managers and model portfolios
 - Review and recommend Designated Investment Managers ("DIMs") and/or third-party advice providers as necessary
 - Educate plan committee members, as needed, regarding replacement of DIA(s) and/or QDIA(s)
- Participant Services:
 - Facilitate group enrollment meetings
 - Coordinate employee education regarding plan investments and fees
 - Assist participants in understanding plan benefits, retirement readiness and impact of increasing deferrals

B.4.c. Discretionary 3(38) Fiduciary Services Available

For Discretionary 3(38) Fiduciary Services, the plan sponsor may choose among the following service options:

- MPPL will implement the IPS by investing and reinvesting the plan's assets consistent with the IPS.

- MPPL will reallocate and/or rebalance the models to maintain their desired allocations.
- MPPL will select investment options that are available under the plan.

B.5. Dream.Plan.Retire.

Summary: Dream.Plan.Retire. is a proprietary program built and delivered in coordination with Metamorphosis Coaching, Consulting and Training (Metamorphosis CCT) designed for people who are looking to create a plan for retirement that is more than just financial and for couples to also help ensure there is alignment in the goals and dreams. This program integrates elements of financial planning and retirement coaching to create a unique experience and ideally better outcomes in retirement.

How: The process is broken up into three distinct phases:

- In the Dream phase, the client goes through a proprietary process to explore and define in detail each individual's dreams around seven essential areas of Retirement Readiness. These areas are the locations they want to live and spend their time; the housing options they plan to use, travel, fun and leisure, family, health and wellness, and financial. For couples, an additional step then combines both individuals' dreams and looks for alignment and potential differences that need to be addressed. This is done utilizing 1.5 hours of individual/couples coaching, with a coach from Metamorphosis, to work through challenges in alignment and to address areas that may need further detail or refinement, with the goal of creating a unified dream for retirement.
- The next phase of the process is to create the plan. At this step, the Retirement dream created in the first phase is then tested using MPPL's financial planning process to determine if it is financially feasible. During this phase, the client works with MPPL's Financial Planning team and a lead advisor to create a detailed financial analysis, which involves gathering detailed financial information on the client to determine where they are today and without major changes where their current plans will take them. We will then test their retirement dreams against this current plan to see if it is feasible or if changes are required. If changes are required, MPPL in coordination with the client will develop and present various alternatives to consider that are financially feasible, with the goal of creating a retirement plan that achieves the client's prioritized dreams and has a high probability of financial success.
- The final phase of the plan is to implement the recommended and necessary changes that will lead them to eventually retire.

Ongoing (optional): After the initial service is complete, the client has the option to continue with ongoing services, for a separate fee, from Metamorphosis and/or MPPL. This can include engaging in level 2 coaching through Metamorphosis, to further refine their goals, learn how to work better as a couple, and learn how to take actionable steps to start living their retirement dreams. The client can also choose to further engage MPPL to improve their financial strategies by utilizing an advisory board of financial professionals, and or having MPPL manage the client's investment assets to create alignment between their retirement plan and the management of their assets.

B.6. Divorce Planning Services

MPPL's divorce planning services provide clients financial analysis and planning in the matter of divorce and other generalized actions. MPPL and client's financial advisor, along with any other specialists the financial advisor retains, will make recommendations or provide information to the client. MPPL will not have authority to implement these recommendations or cause the client to act upon such recommendations or information.

Neither MPPL nor client's financial advisor will provide tax advice, tax preparation, legal advice or prepare legal documents related to your divorce matters. The client must retain an attorney to provide legal advice and services. Charges for these services will be in addition to MPPL's charges. The planning services

do not include MPPL providing investment management or supervision of any investment accounts or securities on client's behalf, and MPPL will have no authority to effect any securities transactions for the client unless engaged to do so under a separate investment management agreement.

B.7. Insurance Services

MPPL may refer clients to its affiliate MPPL Insurance to advise on and offer insurance products. Services will be separately agreed upon between the client and MPPL Insurance. Please see Item 10 of this Brochure for additional information and conflicts of interest.

C. Unmanaged Account Reporting Service

If an MPPL advisory client has an unmanaged account and wants periodic reporting and general advice for such account, the firm will provide reporting for an additional fee as described in Item 5 of this brochure.

D. Client-Tailored Services and Client-Imposed Restrictions

Each client's account will be managed on the basis of the client's financial situation and investment objectives and in accordance with any reasonable restrictions imposed by the client on the management of the account—for example, restricting the type or amount of security to be purchased in the portfolio.

E. Wrap Fee Programs

MPPL recommends clients to the Betterment wrap fee program. While MPPL does not sponsor a wrap fee program, it may recommend third-party wrap fee programs depending on the needs of a particular client. (Wrap fee programs offer services for one all-inclusive fee.)

F. Client Assets Under Management

As of December 31, 2023, MPPL had approximately \$431,813,937 of assets under management, all on a discretionary basis.

A. Methods of Compensation and Fee Schedule**A.1. Financial Planning Services Fees – General Information**

MPPL charges minimum fees* for each of its financial planning services, in which an initial non-refundable payment of \$500 is due upon signing the financial planning agreement. After any initial payment, there may be ongoing service fees starting at three months, after the Plan delivery, for ongoing financial planning advice, as well as periodic updates to track the client's planning progress. The fees are invoiced at the net rate due within 15 days. A finance charge of 1.5% per month (18% per year) will be added to all past due account balances. All checks should be made payable to Midwest Professional Planners, Ltd.

*Note: Minimum fees anticipate the normal process involved in the completion of the planning and implementation process. Additional requests or requirements may affect the cost of the plan. Those costs will be determined and agreed upon by both MPPL and the client before any additional charges will apply. Any additional costs will be invoiced separately at the hourly rates noted below:

Administrative Assistants	\$ 50 per hour
Technical Assistants	\$ 75 per hour
Paraplanners and Coordinators	\$100 per hour
Associate Advisors	\$150 per hour
Investment Analysts	\$200 per hour
Certified Divorce Financial Analyst (CDFA®)	\$250 per hour
Certified Financial Planners (CFP®)	\$250 per hour
Chartered Financial Consultants (ChFC®)	\$250 per hour
Chartered Financial Analysts (CFA®)	\$300 per hour
Senior Consultant	\$300 per hour
Legacy Consultant	\$400 per hour

A.1.a. Retirement Readiness Fees

The minimum fee for the preparation of the client's plan is \$1,260, with an initial nonrefundable installment of \$500 due at the time the client signs the agreement, unless the client is also contracting for Discretionary Asset Management Services at the same time and have elected to have the Planning Services fees deducted from an investment account. The remaining fee is \$760. Half of that remaining fee is \$380 and will be due at the First Consultation meeting. The balance of \$380 is due at the plan delivery meeting.

Three months from the plan delivery date the client will be billed for MPPL's Ongoing Service either the minimum fee of \$150 per quarter, or the amount listed on the client's agreement, whichever is greater. If discretionary asset management service is initially combined with this financial planning service, the client will receive a \$150 discount on the first asset management invoice after the Plan Delivery. If investment management fees are over \$12,000 per year, no ongoing planning fees will apply.

On an annual basis, the ongoing fee charged for the advisory services provided in the following calendar year shall be increased by the amount that the published US Consumer Price Index – All Urban Consumers compiled by the US Bureau of Labor Statistics ("CPI-U") increased on a percentage basis during the prior calendar year. Any increase in such fees resulting from an increase in the CPI-U will be reflected on the first invoice following the release of the CPI-U in the applicable calendar year.

A.1.b. Fundamental Analysis Fees

The minimum fee for the preparation of the client's coordinated plan is \$2,430, with an initial nonrefundable installment of \$500 due at the time the client signs the agreement, unless the client is also contracting for Discretionary Asset Management Services at the same time and has elected to have

the Planning Services fees deducted from an investment account. The remaining fee is \$1,930. Half of that remaining fee is \$965 and will be due at the first consultation meeting. The balance of \$965 is due at the plan delivery meeting.

Three months from the plan delivery date the client will be billed for MPPL's Ongoing Service either the minimum fee of \$225 per quarter, or the amount listed on the client's agreement, whichever is greater. If a discretionary asset management service is initially combined with this financial planning service, the client will receive a \$225 discount on the first asset management invoice after the Plan Delivery. If investment management fees are over \$12,000 per year, no ongoing planning fees will apply.

If the client is contracting for Discretionary Asset Management Services and has elected the GlidePath option, the initial nonrefundable installment of \$500 will be due at the time the client signs the agreement, with a monthly Ongoing Service fee of \$100 charged automatically to a bank account or credit card via a third-party vendor, starting one month after the date the agreement was signed.

On an annual basis, the ongoing fee charged for the advisory services provided in the following calendar year shall be increased by the amount that the published US Consumer Price Index – All Urban Consumers compiled by the US Bureau of Labor Statistics ("CPI-U") increased on a percentage basis during the prior calendar year. Any increase in such fees resulting from an increase in the CPI-U will be reflected on the first invoice following the release of the CPI-U in the applicable calendar year.

A.1.c. Critical Factor Analysis Fees

The minimum fee for the preparation of the client's coordinated plan is \$3,630, with an initial nonrefundable installment of \$500 due at the time the client signs the agreement, unless the client is also contracting for Discretionary Asset Management Services at the same time and have elected to have the Planning Services fees deducted from an investment account. The remaining fee is \$3,130. Half of that remaining fee is \$1,565 and will be due at the first consultation meeting. The balance of \$1,565 is due at the plan delivery meeting.

Three months from the plan delivery date, the client will be billed for MPPL's Ongoing Service either the minimum fee of \$300 per quarter, or the amount listed on the client's agreement, whichever is greater. If a discretionary asset management service is initially combined with this financial planning service, the client will receive a \$300 discount on the first asset management invoice after the Plan Delivery. If investment management fees are over \$12,000 per year, no ongoing planning fees will apply.

On an annual basis, the ongoing fee charged for the advisory services provided in the following calendar year shall be increased by the amount that the published US Consumer Price Index – All Urban Consumers compiled by the US Bureau of Labor Statistics ("CPI-U") increased on a percentage basis during the prior calendar year. Any increase in such fees resulting from an increase in the CPI-U will be reflected on the first invoice following the release of the CPI-U in the applicable calendar year.

A.1.d. Strategic Action Blueprint Fees

The minimum fee for the preparation of the client's coordinated plan is \$5,225, with an initial nonrefundable installment of \$500 due at the time the client signs the agreement, unless the client is also contracting for Discretionary Asset Management Services at the same time and have elected to have the Planning Services fees deducted from an investment account. The remaining fee is \$4,725. Half of that remaining fee is \$2,362.50 and will be due at the first consultation meeting. The balance of \$2,362.50 is due at the plan delivery meeting.

Three months from the plan delivery date the client will be billed for MPPL's Ongoing Service either the minimum fee of \$400 per quarter, or the amount listed on the client's agreement, whichever is greater. If a discretionary asset management service is initially combined with this financial planning service, the client will receive a \$400 discount on the first asset management invoice after the Plan Delivery. If investment management fees are over \$12,000 per year, no ongoing planning fees will apply.

On an annual basis, the ongoing fee charged for the advisory services provided in the following calendar year shall be increased by the amount that the published US Consumer Price Index – All Urban Consumers compiled by the US Bureau of Labor Statistics (“CPI-U”) increased on a percentage basis during the prior calendar year. Any increase in such fees resulting from an increase in the CPI-U will be reflected on the first invoice following the release of the CPI-U in the applicable calendar year.

A.1.e. Legacy Builder Fees

The minimum fee for the preparation of the client’s coordinated plan is \$6,500, with an initial nonrefundable installment of \$500 due at the time the client signs the agreement, unless the client is also contracting for Discretionary Asset Management Services at the same time and have elected to have the Planning Services fees deducted from an investment account. The total first-year fee will be estimated at a *maximum* of .002 (two-tenths of one percent) of the client’s current assets. The maximum first-year fee may be discounted to as low as .001 (one-tenth of one percent) if assets exceed \$20,000,000. Half of the remaining fee is due at the first consultation meeting. The balance of the fee is due at the plan delivery meeting.

Three months from the plan delivery date the client will be billed for MPPL’s Ongoing Service either the minimum fee of \$500 per quarter, or the amount listed on the client’s agreement, whichever is greater. If a discretionary asset management service is initially combined with this financial planning service, the client will receive a \$500 discount on the first asset management invoice after the Plan Delivery. If investment management fees are over \$12,000 per year, no ongoing planning fees will apply.

On an annual basis, the ongoing fee charged for the advisory services provided in the following calendar year shall be increased by the amount that the published US Consumer Price Index – All Urban Consumers compiled by the US Bureau of Labor Statistics (“CPI-U”) increased on a percentage basis during the prior calendar year. Any increase in such fees resulting from an increase in the CPI-U will be reflected on the first invoice following the release of the CPI-U in the applicable calendar year.

A.2. Discretionary Asset Management Fees

Discretionary Asset Management Services will be billed either a flat annual fee or an asset-based fee charged to the client’s account after the first day of each quarter which is based on the market value of the assets in the account on the last business day of the immediately preceding quarter. MPPL charges a maximum 2.35% advisory fee on the value of portfolio assets under management. Fees are negotiable.

If indicated on the agreement, client will also pre-pay a nonrefundable initial payment. If we agree to a one-time fee of less than \$1,200, it will be billed immediately after effectiveness of the agreement. One-time fees that are in excess of \$1,200 will require at least a \$500 down payment with half of the remaining fee due after data gathering and another half of the fee after the Discretionary Services have been completed.

MPPL may modify the fee at any time upon 30 days’ written notice to the client. In the event the client has an ERISA-governed plan, fee modifications must be approved in writing by the client. On an annual basis the flat annual advisory fee applicable to the advisory services provided in the following calendar year shall be increased by the amount the published US Consumer Price Index – All Urban Consumers compiled by the US Bureau of Labor Statistics (“CPI-U”) increased on a percentage basis during the prior calendar year. Any increase in the advisory fee resulting from an increase in the CPI-U will be reflected on the first invoice following the release of the CPI-U in the applicable calendar year.

The fees will be prorated if the investment advisory relationship commences otherwise than at the beginning of a quarter. Adjustments for significant contributions to a client’s portfolio are prorated for the quarter in which the change occurs; no adjustments will be made for withdrawals.

A.3. Automated Investment Strategy

Clients are charged based on a percentage of assets under management with MPPL. The maximum annual fee for this service is 1.50%, with a minimum annual fee of 0.4%. This fee is negotiable. The fee covers MPPL's fees for assessing and helping clients choose the portfolios and Betterment's fees for its custodial, brokerage, and other platform services.

A.4. Retirement Plan Services Fees

Fees for Retirement Plan Services will be determined in one of the following ways:

Assets Under Management: Fees are billed either in advance or in arrears as agreed upon by the plan client and MPPL. The fees will be determined by reference to the value of assets held in custody by the plan's custodian (the "account"), and will represent a pro-rata portion of an annual fee equal to an agreed upon percentage of the value of the account. The fees will be based on the value of the account as of the last business day of the calendar month of the applicable billing cycle preceding the date of the bill, unless an alternative method is used by the third-party payer, and will be payable in full within 30 days from the date of invoice. MPPL may modify or change the fees only upon notice to and acceptance by Plan Sponsor pursuant to the terms of the ERISA Plan Agreement.

Flat Fee: The parties may agree to a flat annual fee, payable quarterly, in advance of the period for which services are to be rendered. The stated annual fee will be increased each year with a cost of living adjustment as determined in the Retirement Plan Services Agreement.

Fees will either be paid by the investment provider or other third party, and/or out of plan assets, in accordance with the third party's policies accepted by the plan sponsor, or the plan sponsor will be directly invoiced.

A.5. Dream.Plan.Retire. Fees

The service can range from \$2000 to \$5000 and is customized based on each client's unique situation, complexity of financial circumstances, and whether the engagement is for a single individual or for a couple.

A.6. Divorce Plan Services Fees

Clients will pay an initial retainer of \$1,500 against fees and costs of the consultation. Clients will be charged hourly for services at the rates noted below:

Administrative Time	\$ 75 per hour
Consultation and Preparation	\$ 250 per hour
Travel Time (if required in court)	\$75 per hour
Court, Arbitration, and Hearing	\$250 per hour

All work accomplished will be charged against the retainer. If the retainer is insufficient to pay all the fees and costs necessary to complete the consultation, additional retainers may be required in an amount deemed appropriate. Any part of the retainer that is not used will be refunded.

After any initial payment, all fees will be invoiced at the net rate due within 15 days.

A.7. Additional Terms for All MPPL Client Accounts

A.7.a. Asset Management Services

An agreement may be canceled at any time for any reason by either party with written and/or electronic notification. If the client cancels the contract within the first five business days from the contract effective date, he or she will receive a full refund of all fees paid. After the fifth business day, the agreement may be canceled by providing the other party a 30-day written notice stating the intent to

cancel. The 30-day termination period will commence with the receipt of that notification by the recipient. Upon termination of the asset management agreement, we will determine any additional fees owed for work that had already been performed on your behalf. Upon receiving notice of termination of the Agreement, we will retain or deduct fees which would cover 30 days of services at the current contract rate. In the case of agreements regarding the provision of retirement plan services, either party may terminate with 60 day's prior written notice.

Upon our receipt of a termination notice, any transactions in progress will be completed in the normal course of business. Termination of the Agreement will not affect (a) the validity of any action previously taken by us under the Agreement; (b) liabilities or obligations of the parties from transactions initiated before termination of the Agreement; or (c) your obligation to pay our fees (either pro-rated through the date of termination or pro-rated amounts charged in advance refunded to you). Upon the termination of the Agreement, we will have no obligation to recommend or take any action with regard to the securities, cash or other investments in any Accounts.

From time to time, MPPL may recommend to a client either an initial investment strategy or a change in strategy in light of the client's investment objectives, the actual performance of such strategy, and other pertinent factors. In cases in which the strategy being recommended to the client entails a higher fee structure than another MPPL strategy, the firm recognizes that a potential conflict of interest exists in that MPPL has a monetary incentive to charge higher fees. In all such cases, MPPL professionals will ensure any such recommendation is in the best interests of the client.

A.7.b. Financial Planning Services

An agreement may be canceled at any time for any reason by either party with written and/or electronic notification. If the client cancels the contract within the first five business days from the contract effective date, he or she will receive a full refund of all fees paid. After the fifth business day, the agreement may be canceled by providing the other party a 30-day written notice stating the intent to cancel. The 30-day termination period will commence with the receipt of that notification by the recipient. Upon termination of a financial planning agreement, we will determine any additional fees owed for work that had already been performed on your behalf. Upon receiving notice of termination of the Agreement, we will retain or deduct fees which would cover 30 days of services at the current contract rate.

Upon our receipt of a termination notice, any transactions in progress will be completed in the normal course of business. Termination of the Agreement will not affect (a) the validity of any action previously taken by us under the Agreement; (b) liabilities or obligations of the parties from transactions initiated before termination of the Agreement; or (c) your obligation to pay our fees (either pro-rated through the date of termination or pro-rated amounts charged in advance refunded to you). Upon the termination of the Agreement, we will have no obligation to recommend or take any action with regard to the securities, cash or other investments in any Accounts.

A.7.c. Divorce Planning Services

The Agreement may be cancelled at any time, for any reason by either party by providing the other party a 30-day written and/or electronic notification stating their intent to cancel. The 30-day termination period will commence with the receipt of that notification by the recipient. Upon termination of this Agreement, we will determine any additional fees owed for work that had already been performed on your behalf. Upon receiving notice of termination of the Agreement, we will retain or deduct fees which would cover 30 days of services at the current contract rate. Upon our receipt of a termination notice, any transactions in progress will be completed in the normal course of business.

B. Client Payment of Fees

MPPL generally requires clients to authorize the direct debit of fees from their accounts. Exceptions may be granted subject to the firm's consent for clients to be billed directly for our fees. For directly debited fees, the custodian's periodic statements will show each fee deduction from the account. Clients may withdraw this authorization for direct billing of these fees at any time by notifying us or their custodian in writing.

MPPL's fees may be billed directly to and paid by the client or from the client's account by the custodian of the portfolio. MPPL will deduct its advisory fees directly from the client's account, provided that:

- the client provides the qualified custodian written authorization; and
- the qualified custodian sends the client a statement, at least quarterly, indicating all amounts disbursed from the account.

The client is responsible for verifying the accuracy of the fee calculation, as the client's custodian will not verify the calculation.

C. Additional Client Fees Charged

The fees charged by MPPL do not include fees charged by any exchange-traded fund, mutual fund, or custodian selected by the client. The fees for an exchange-traded fund or mutual fund are disclosed in the respective fund's prospectus. Clients are advised to read these materials carefully before investing. All fees paid for investment advisory services are separate and distinct from the fees and expenses charged by exchange-traded funds, mutual funds, broker-dealers, and custodians retained by clients. Such fees and expenses are described in each exchange-traded fund and mutual fund's prospectus, and by any broker-dealer or custodian retained by the client. If a mutual fund also imposes sales charges, the client may pay an initial or deferred sales charge as further described in the mutual fund's prospectus. A client using MPPL may be precluded from using certain mutual funds or separate account managers because they may not be offered by the client's custodian. Please refer to the Brokerage Practices section (Item 12) for additional information regarding the firm's brokerage practices.

For Divorce Planning Services, clients will pay directly the fees and costs charged by separate attorneys, accountants, consultants, and other service providers engaged by MPPL for client's benefit, which are not included in our Planning Services, provided the client approves any such engagement in advance.

Additional project-related work may be performed upon request from the client at the following current hourly rates:

Administrative Assistants	\$ 50 per hour
Technical Assistants	\$ 75 per hour
Paraplanners and Coordinators	\$100 per hour
Associate Advisors	\$150 per hour
Investment Analysts	\$200 per hour
Certified Divorce Financial Analyst (CDFA®)	\$250 per hour
Certified Financial Planners (CFP®)	\$250 per hour
Chartered Financial Consultants (ChFC®)	\$250 per hour
Chartered Financial Analysts (CFA®)	\$300 per hour
Senior Consultant	\$300 per hour
Legacy Consultant	\$400 per hour

It is MPPL's practice to inform the client in advance when a client's research requests and/or situational complexities are not ordinary and will be surcharged. MPPL will make every effort to provide the needed service at the lowest team member rate that is appropriate.

If an MPPL advisory client has an unmanaged account and wants periodic reporting for such account, the firm will provide account reporting for an additional fee of .25% of the value of the unmanaged account as reported by the custodian.

Please be advised that you may purchase an annuity through your MPPL advisory representative who is licensed as a registered representative with APW, a FINRA registered broker-dealer, and pay commission for such sale, which your registered representative will benefit. Please be advised that MPPL does not share in that commission. Pursuant to your authorization, MPPL may be engaged by you to provide ongoing advice with respect to the securities underlying the annuity and be paid an advisory fee for doing so. The overall fees (commission and advisory fees) may be high when combined and you should evaluate the investment opportunity and its expected returns and risk in light of the overall fees you may be paying. There may be alternative investment products available at less cost that fulfill your rate of return and risk requirements. Ultimately the decision to use a particular product rests with the client.

D. Prepayment of Client Fees

All financial and investment planning services require that either a portion or all of the fees be paid in advance. MPPL's fees will either be paid directly by the client or disbursed to the firm by the qualified custodian of the client's investment accounts, subject to prior written consent of the client. The custodian, if responsible for the debiting and disbursement of fees, will deliver directly to the client an account statement, at least quarterly, showing all investment and transaction activity for the period, including fee disbursements from the account.

The client has the right to terminate an agreement without penalty within five business days after entering into the agreement.

E. External Compensation for the Sale of Securities to Clients

MPPL advisory professionals are compensated primarily through receipt of a portion of the advisory fees generated from advisory clients. MPPL's advisory professionals may be paid sales, service, or administrative fees for the sale of mutual funds or other investment products in their capacity as registered representatives of APW Capital, Inc. ("APW"). Investment adviser representatives, in their capacity as an APW registered representative, are prohibited from earning an advisory fee on the securities value transferred from an advisory client's APW brokerage account unless commissions earned on such securities transactions occurred at least a 12–18 months prior to the transfer. Please see Item 10.C. for detailed information and conflicts of interest.

F. Important Disclosure – Custodian Investment Programs

Please be advised that certain of the firm's investment adviser representatives are registered with a broker-dealer and/or the firm is a broker-dealer or affiliated with a broker-dealer. Under these arrangements, we can access certain investment programs offered through the broker-dealer that offer certain compensation and fee structures that create conflicts of interest of which clients need to be aware. As such, the investment adviser representative and/or the firm may have an economic incentive to recommend the purchase of 12b-1 or revenue share class mutual funds offered through the broker-dealer platform rather than from the investment adviser platform.

Limitation on Mutual Fund Universe for Custodian Investment Programs: Please note that as a matter of policy we prohibit the receipt of revenue share fees from any mutual funds utilized for our advisory clients' portfolios. There are certain programs in which we participate where a client's investment options may be limited in certain of these programs to those mutual funds and/or mutual fund share classes that pay 12b-1 fees and other revenue sharing fee payments, and the client should be aware that the firm is not selecting from among all mutual funds available in the marketplace when recommending mutual funds to the client.

Conflict Between Revenue Share Class (12b-1) and Non-Revenue Share Class Mutual Funds: Revenue share class/12b-1 fees are deducted from the net asset value of the mutual fund and generally, all things being equal, cause the fund to earn lower rates of return than those mutual funds that do not pay revenue sharing fees. The client is under no obligation to utilize such programs or mutual funds. Although many factors will influence the type of fund to be used, the client should discuss with their investment adviser representative whether a share class from a comparable mutual fund with a more favorable return to investors is available that does not include the payment of any 12b-1 or revenue sharing fees given the client's individual needs and priorities and anticipated transaction costs. In addition, the receipt of such fees can create conflicts of interest in instances (i) where our adviser representative is also licensed as a registered representative of a broker-dealer and receives a portion of 12b-1 and or revenue sharing fees as compensation – such compensation creates an incentive for the investment adviser representative to use programs which utilize funds that pay such additional compensation; and (ii) where the custodian receives the entirety of the 12b-1 and/or revenue sharing fees and takes the receipt of such fees into consideration in terms of benefits it may elect to provide to the firm, even though such benefits may or may not benefit some or all of the firm clients.

Additional Disclosure Concerning Wrap Programs: To the extent that we either sponsor or recommend wrap fee programs, please be advised that certain wrap fee programs may (i) allow our investment adviser representatives to select mutual fund classes that either have no transaction fee costs associated with them but include embedded 12b-1 fees that lower the investor's return ("sometimes referred to as "A-Shares," depending on the mutual fund issuer), or (ii) allow the use of mutual fund classes that have transaction fees associated with them but do not carry embedded 12b-1 fees (sometimes referred to as "I-Shares," depending on the mutual fund sponsor). Wrap fee programs offer investment services and related transaction services for one all-inclusive fee (except as may be described in the applicable wrap fee program brochure). The trading costs are typically absorbed by the firm and/or the investment representative. If a client's account holds A-Shares within a wrap fee program, the firm and/or its investment adviser representative avoids paying the transaction fees charged by other mutual fund classes, which in effect decreases the firm's costs and increases its revenues from the account. Effectively, the cost is transferred to the client from the firm in the form of a lower rate of return on the specific mutual fund. This creates an incentive for the firm or investment adviser representative to utilize such funds as opposed to those funds that may be equally appropriate for a client but do not carry the additional cost of 12b-1 fees. As a policy matter, the firm does not allow funds that impose 12b-1 or revenue sharing fees on the client's investment within its wrap fee programs. Clients should understand and discuss with their investment adviser representative the types of mutual fund share classes available in the wrap fee program and the basis for using one share class over another in accordance with their individual circumstances and priorities.

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

MPPL does not charge performance-based fees and therefore has no economic incentive to manage clients' portfolios in any way other than what is in their best interests.

Item 7: Types of Clients

MPPL offers its investment advisory services to various types of clients, including family offices, family groups, high-net-worth individuals, trusts, corporate executive groups, retirement plans (including 401k plans), pension and profit sharing plans, charitable organizations, corporations, partnerships, and other legal entities. Although MPPL provides services to the various types of clients mentioned, the services are conditioned upon meeting certain minimum criteria established by the firm for each of the investment advisory programs it offers.

For all Equity Strategies: The minimum account size is \$100,000 in one account. For the Fixed Income Strategies, the minimum account size is \$200,000 in one account.

The minimums will be waived for a client that is contracted for another MPPL asset management service.

There are no minimum account sizes for financial planning clients. For the MPPL asset management service there is a minimum annual advisory fee of \$1,500 per client.

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

A. Methods of Analysis and Investment Strategies

MPPL uses a variety of sources of data to conduct its economic, investment and market analysis, such as financial newspapers and magazines, economic and market research materials prepared by others, conference calls hosted by mutual funds, corporate rating services, annual reports, prospectuses, and company press releases. It is important to keep in mind that there is no specific approach to investing that guarantees success or positive returns; investing in securities involves risk of loss that clients should be prepared to bear.

MPPL and its investment adviser representatives are responsible for identifying and implementing the methods of analysis used in formulating investment recommendations to clients. The methods of analysis may include quantitative methods for optimizing client portfolios, computer-based risk/return analysis, technical analysis, and statistical and/or computer models utilizing long-term economic criteria.

- Optimization involves the use of mathematical algorithms to determine the appropriate mix of assets given the firm's current capital market rate assessment and a particular client's risk tolerance.
- Quantitative methods include analysis of historical data such as price and volume statistics, performance data, standard deviation and related risk metrics, how the security performs relative to the overall stock market, earnings data, price to earnings ratios, and related data.
- Technical analysis involves charting price and volume data as reported by the exchange where the security is traded to look for price trends.
- Computer models may be used to attempt the future value of a security based on assumptions of various data categories such as earnings, cash flow, profit margins, sales, and a variety of other company specific metrics.

MPPL may also employ outside vendors or utilize third-party software to assist in formulating investment recommendations to clients.

From time to time, MPPL may recommend to a client either an initial investment strategy or a change in strategy in light of the client's investment objectives, the actual performance of such strategy, and other pertinent factors. In cases in which the strategy being recommended to the client entails a higher fee structure than another MPPL strategy, the firm recognizes that a potential conflict of interest exists in that MPPL has a monetary incentive to charge higher fees. In all such cases, MPPL professionals will ensure any such recommendation is in the best interests of the client.

A.1. Mutual Funds, Individual Equity and Fixed Income Securities, and Exchange-Traded Funds

MPPL may recommend mutual funds and individual securities (including fixed income instruments). Such investments may include, among others: large-, mid-, and small-cap value, growth, and core; international and emerging markets; and alternative investments. A description of the criteria to be used in formulating an investment recommendation for mutual funds, exchange-traded funds, individual securities (including fixed-income securities), and managers is set forth below.

MPPL has formed relationships with third-party vendors that prepare performance reports, perform due diligence monitoring of mutual funds and individual securities, and perform billing and certain other

administrative tasks. MPPL may utilize additional independent third parties to assist in recommending and monitoring individual securities to clients as appropriate under the circumstances.

MPPL reviews certain quantitative and qualitative criteria related to mutual funds and exchange-traded funds to formulate investment recommendations to its clients. Quantitative criteria may include:

- the performance history of a mutual fund or exchange-traded fund against that of its peers and other benchmarks
- an analysis of risk-adjusted returns
- an analysis of the manager's contribution to the investment return (e.g., manager's alpha), standard deviation of returns over specific time periods, sector and style analysis
- the fund manager's fee structure
- the relevant fund manager's tenure

Qualitative criteria used in recommending mutual funds or exchange-traded funds include the investment objectives and/or management style and philosophy of a mutual fund or manager, a fund manager's consistency of investment style, and employee turnover and efficiency and capacity. MPPL will discuss relevant quantitative and qualitative factors pertaining to its recommendations with clients prior to a client's determination to retain a mutual fund or exchange-traded fund.

Quantitative and qualitative criteria related to mutual funds and exchange-traded funds are reviewed by MPPL on a monthly basis or such other interval as mutually agreed upon by the client and the firm. In addition, mutual funds or exchange-traded funds are reviewed to determine the extent to which their investments reflect efforts to time the market, or evidence style drift such that their portfolios no longer accurately reflect the particular asset category attributed to the mutual fund or exchange-traded fund by MPPL (both of which are negative factors in implementing an asset allocation structure). Based on its review, MPPL will make recommendations to clients regarding the retention or discharge of a mutual fund or exchange-traded fund.

MPPL will regularly review the activities of mutual funds and exchange-traded funds selected by the client. Clients that invest in mutual funds or exchange-traded funds should first review and understand the disclosure documents of those exchange-traded funds or mutual funds, which contain information relevant to such retention or investment, including information on the methodology used to analyze securities, investment strategies, fees, and conflicts of interest.

A.2. Material Risks of Investment Instruments

MPPL typically invests in individual equity and fixed income securities, mutual funds, and exchange-traded funds; however, the firm may recommend or utilize corporate debt instruments, municipal fixed income instruments, and government securities including asset-backed securities, as detailed below:

- Equity securities
- Warrants and rights
- Mutual fund securities
- Exchange-traded funds
- Corporate debt securities, commercial paper, and certificates of deposit
- Municipal securities
- U.S. government securities
- Government and agency mortgage-backed securities
- Corporate debt obligations
- Mortgage-backed securities
- Collateralized obligations
- Variable Annuities

- Non-Traded Real Estate Investment Trusts (“REITs”)
- Structured Products
- Futures Contracts and Index Futures Contracts

A.2.a. Equity Securities

Investing in individual companies involves inherent risk. The major risks relate to the company’s capitalization, quality of the company’s management, quality and cost of the company’s services, the company’s ability to manage costs, efficiencies in the manufacturing or service delivery process, management of litigation risk, and the company’s ability to create shareholder value (i.e., increase the value of the company’s stock price). Foreign securities, in addition to the general risks of equity securities, have geopolitical risk, financial transparency risk, currency risk, regulatory risk, and liquidity risk.

A.2.b. Warrants and Rights

Warrants are securities, typically issued with preferred stock or bonds, that give the holder the right to purchase a given number of shares of common stock at a specified price and time. The price of the warrant usually represents a premium over the applicable market value of the common stock at the time of the warrant’s issuance. Warrants have no voting rights with respect to the common stock, receive no dividends, and have no rights with respect to the assets of the issuer.

Investments in warrants and rights involve certain risks, including the possible lack of a liquid market for the resale of the warrants and rights, potential price fluctuations due to adverse market conditions or other factors, and failure of the price of the common stock to rise. If the warrant is not exercised within the specified time period, it becomes worthless.

A.2.c. Mutual Fund Securities

Investing in mutual funds carries inherent risk. The major risks of investing in a mutual fund include the quality and experience of the portfolio management team and its ability to create fund value by investing in securities that have positive growth, the amount of individual company diversification, the type and amount of industry diversification, and the type and amount of sector diversification within specific industries. In addition, mutual funds tend to be tax inefficient and therefore investors may pay capital gains taxes on fund investments while not having yet sold the fund.

A.2.d. Exchange-Traded Funds (“ETFs”)

ETFs are investment companies whose shares are bought and sold on a securities exchange. An ETF holds a portfolio of securities designed to track a particular market segment or index. Some examples of ETFs are SPDRs[®], StreetTRACKS[®], DIAMONDSSM, NASDAQ 100 Index Tracking StockSM (“QQQsSM”), iShares[®], and VIPERs[®]. The funds could purchase an ETF to gain exposure to a portion of the U.S. or foreign market. The funds, as a shareholder of another investment company, will bear their pro rata portion of the other investment company’s advisory fee and other expenses, in addition to their own expenses.

Investing in ETFs involves risk. Specifically, ETFs, depending on the underlying portfolio and its size, can have wide price (bid and ask) spreads, thus diluting or negating any upward price movement of the ETF or enhancing any downward price movement. Also, ETFs require more frequent portfolio reporting by regulators and are thereby more susceptible to actions by hedge funds that could have a negative impact on the price of the ETF. Certain ETFs may employ leverage, which creates additional volatility and price risk depending on the amount of leverage utilized, the collateral, and the liquidity of the supporting collateral.

Further, the use of leverage (i.e., employing the use of margin) generally results in additional interest costs to the ETF. Certain ETFs are highly leveraged and therefore have additional volatility and liquidity

risk. Volatility and liquidity can severely and negatively impact the price of the ETF's underlying portfolio securities, thereby causing significant price fluctuations of the ETF.

A.2.e. Corporate Debt, Commercial Paper, and Certificates of Deposit

Fixed income securities carry additional risks than those of equity securities described above. These risks include the company's ability to retire its debt at maturity, the current interest rate environment, the coupon interest rate promised to bondholders, legal constraints, jurisdictional risk (U.S. or foreign), and currency risk. If bonds have maturities of 10 years or greater, they will likely have greater price swings when interest rates move up or down. The shorter the maturity the less volatile the price swings. Foreign bonds also have liquidity and currency risk.

Commercial paper and certificates of deposit are generally considered safe instruments, although they are subject to the level of general interest rates, the credit quality of the issuing bank, and the length of maturity. With respect to certificates of deposit, depending on the length of maturity there can be prepayment penalties if the client needs to convert the certificate of deposit to cash prior to maturity.

A.2.f. Municipal Securities

Municipal securities carry additional risks than those of corporate and bank-sponsored debt securities described above. These risks include the municipality's ability to raise additional tax revenue or other revenue (in the event the bonds are revenue bonds) to pay interest on its debt and to retire its debt at maturity. Municipal bonds are generally tax-free at the federal level, but may be taxable in individual states other than the state in which both the investor and municipal issuer is domiciled.

A.2.g. U.S. Government Securities

U.S. government securities include securities issued by the U.S. Treasury and by U.S. government agencies and instrumentalities. U.S. government securities may be supported by the full faith and credit of the United States.

A.2.h. Government and Agency Mortgage-Backed Securities

The principal issuers or guarantors of mortgage-backed securities are the Government National Mortgage Association ("GNMA"), Fannie Mae ("FNMA"), and the Federal Home Loan Mortgage Corporation ("FHLMC"). GNMA, a wholly owned U.S. government corporation within the Department of Housing and Urban Development ("HUD"), creates pass-through securities from pools of government-guaranteed (Farmers' Home Administration, Federal Housing Authority, or Veterans Administration) mortgages. The principal and interest on GNMA pass-through securities are backed by the full faith and credit of the U.S. government.

FNMA, which is a U.S. government-sponsored corporation owned entirely by private stockholders that is subject to regulation by the secretary of HUD, and FHLMC, a corporate instrumentality of the U.S. government, issue pass-through securities from pools of conventional and federally insured and/or guaranteed residential mortgages. FNMA guarantees full and timely payment of all interest and principal, and FHLMC guarantees timely payment of interest and ultimate collection of principal of its pass-through securities. Mortgage-backed securities from FNMA and FHLMC are *not* backed by the full faith and credit of the U.S. government.

A.2.i. Corporate Debt Obligations

Corporate debt obligations include corporate bonds, debentures, notes, commercial paper, and other similar corporate debt instruments. Companies use these instruments to borrow money from investors. The issuer pays the investor a fixed or variable rate of interest and must repay the amount borrowed at maturity. Commercial paper (short-term unsecured promissory notes) is issued by companies to finance their current obligations and normally has a maturity of less than nine months. In addition, MPPL may

invest in corporate debt securities registered and sold in the United States by foreign issuers (Yankee bonds) and those sold outside the U.S. by foreign or U.S. issuers (Eurobonds).

A.2.j. Mortgage-Backed Securities

Mortgage-backed securities represent interests in a pool of mortgage loans originated by lenders such as commercial banks, savings associations, and mortgage bankers and brokers. Mortgage-backed securities may be issued by governmental or government-related entities, or by non-governmental entities such as special-purpose trusts created by commercial lenders.

Pools of mortgages consist of whole mortgage loans or participations in mortgage loans. The majority of these loans are made to purchasers of between one and four family homes. The terms and characteristics of the mortgage instruments are generally uniform within a pool but may vary among pools. For example, in addition to fixed-rate, fixed-term mortgages, MPPL may purchase pools of adjustable-rate mortgages, growing equity mortgages, graduated payment mortgages, and other types. Mortgage poolers apply qualification standards to lending institutions, which originate mortgages for the pools as well as credit standards and underwriting criteria for individual mortgages included in the pools. In addition, many mortgages included in pools are insured through private mortgage insurance companies.

Mortgage-backed securities differ from other forms of fixed income securities, which normally provide for periodic payment of interest in fixed amounts with principal payments at maturity or on specified call dates. Most mortgage-backed securities, however, are pass-through securities, which means that investors receive payments consisting of a pro rata share of both principal and interest (less servicing and other fees), as well as unscheduled prepayments as loans in the underlying mortgage pool are paid off by the borrowers. Additional prepayments to holders of these securities are caused by prepayments resulting from the sale or foreclosure of the underlying property or refinancing of the underlying loans. As prepayment rates of individual pools of mortgage loans vary widely, it is not possible to accurately predict the average life of a particular mortgage-backed security. Although mortgage-backed securities are issued with stated maturities of up to 40 years, unscheduled or early payments of principal and interest on the mortgages may shorten considerably the securities' effective maturities.

A.2.k. Collateralized Obligations

Collateralized mortgage obligations ("CMOs") are collateralized by mortgage-backed securities issued by GNMA, FHLMC, or FNMA ("mortgage assets"). CMOs are multiple-class debt obligations. Payments of principal and interest on the mortgage assets are passed through to the holders of the CMOs as they are received, although certain classes (often referred to as "tranches") of CMOs have priority over other classes with respect to the receipt of mortgage prepayments. Each tranche is issued at a specific or floating coupon rate and has a stated maturity or final distribution date. Interest is paid or accrues in all tranches on a monthly, quarterly, or semi-annual basis. Payments of principal and interest on mortgage assets are commonly applied to the tranches in the order of their respective maturities or final distribution dates, so that generally no payment of principal will be made on any tranche until all other tranches with earlier stated maturity or distribution dates have been paid in full.

Collateralized debt obligations ("CDOs") include collateralized bond obligations ("CBOs"), collateralized loan obligations ("CLOs"), and other similarly structured securities. CBOs and CLOs are types of asset-backed securities. A CBO is a trust that is backed by a diversified pool of high-risk, below-investment-grade fixed income securities. A CLO is a trust typically collateralized by a pool of loans, which may include, among others, domestic and foreign senior secured loans, senior unsecured loans, and subordinate corporate loans, including loans that may be rated below investment grade or equivalent unrated loans.

A.2.l. Variable Annuities

Variable Annuities are long-term financial products designed for retirement purposes. In essence, annuities are contractual agreements in which payment(s) are made to an insurance company, which agrees to pay out an income or a lump sum amount at a later date. There are contract limitations and fees and charges associated with annuities, administrative fees, and charges for optional benefits. They also may carry early withdrawal penalties and surrender charges, and carry additional risks such as the insurance carrier's ability to pay claims. Moreover, variable annuities carry investment risk similar to mutual funds. Investors should carefully review the terms of the variable annuity contract before investing.

A.2.m. Non-Traded Real Estate Investment Trusts ("REITs")

A REIT is a tax designation for a corporate entity which pools capital of many investors to purchase and manage real estate. Many REITs invest in income-producing properties in the office, industrial, retail, and residential real estate sectors. REITs are granted special tax considerations which can significantly reduce or eliminate corporate income taxes. In order to qualify as a REIT and for these special tax considerations, REITs are required by law to distribute 90% of their taxable income to investors. REITs can be traded on a public exchange like a stock, or be offered as a non-traded REIT. REITs, both public exchange-traded and non-traded, are subject to risks including volatile fluctuations in real estate prices, as well as fluctuations in the costs of operating or managing investment properties, which can be substantial. Many REITs obtain management and operational services from companies and service providers which are directly or indirectly related to the sponsor of the REIT, which presents a potential conflict of interest that can impact returns on investments.

Non-traded REITs include: (1) A REIT that is registered with the Securities and Exchange Commission (SEC) but is not listed on an exchange or over-the-counter market (non-exchange traded REIT); or, (2) a REIT that is sold pursuant to an exemption to registration (Private REIT). Non-traded REITs are generally blind pool investment vehicles. Blind pools are limited partnerships which do not explicitly state their future investments prior to beginning their capital-raising phase. During this period of capital-raising, non-traded REITs often pay distributions to their investors.

The risks of non-traded REITs are varied and significant. Because they are not exchange-traded investments, they are often lack a developed secondary market, thus making them illiquid investments. As blind pool investment vehicles, non-traded REITs' initial share prices are not related to the underlying value of the properties. This is because non-traded REITs begin and continue to purchase new properties as new capital is raised. Thus, one risk for non-traded REITs is the possibility that the blind pool will be unable to raise enough capital to carry out its investment plan. After the capital raising phase is complete, non-traded REIT shares are infrequently re-valued and thus may not reflect the true net asset value of the underlying real estate investments. Non-traded REITs often offer investors a redemption program where the shares can be sold back to the sponsor, however, those redemption programs are often subject to restrictions and may be suspended at the sponsor's discretion. While non-traded REITs may pay distributions to investors at a stated target rate during the capital-raising phases, the funds used to pay such distributions may be obtained from sources other than cash flow from operations, and such financing can increase operating costs.

A.2.n. Structured Products

Structured products are designed to facilitate highly customized risk-return objectives. While structured products come in many different forms, they typically consist of a debt security that is structured to make interest and principal payments based upon various assets, rates or formulas. Many structured products include an embedded derivative component. Structured products may be structured in the form of a security, in which case these products may receive benefits provided under federal securities law, or they may be cast as derivatives, in which case they are offered in the over-the-counter market and are subject to no regulation.

Investment in structured products includes significant risks, including valuation, liquidity, price, credit and market risks. One common risk associated with structured products is a relative lack of liquidity due to the highly customized nature of the investment. Moreover, the full extent of returns from the complex performance features is often not realized until maturity. As such, structured products tend to be more of a buy-and-hold investment decision rather than a means of getting in and out of a position with speed and efficiency.

A.2.o. Futures Contracts and Index Futures Contracts

A futures contract is a bilateral agreement where one party agrees to accept and the other party agrees to make delivery of cash for an underlying debt security, as called for in the contract, at a specified date and at an agreed-upon price. An index futures contract involves the delivery of an amount of cash equal to a specified dollar amount times the difference between the index value at the close of trading of the contract and the price at which the futures contract is originally struck. No physical delivery of the securities comprising the index is made. Generally, these futures contracts are closed out prior to the expiration date of the contracts.

B. Investment Strategy and Method of Analysis Material Risks

B.1. Leverage

Although MPPL, as a general business practice, does not utilize leverage, there may be instances in which exchange-traded funds, other separate account managers and, in very limited circumstances, MPPL will utilize leverage. In this regard please review the following:

The use of leverage enhances the overall risk of investment gain and loss to the client's investment portfolio. For example, investors are able to control \$2 of a security for \$1. So if the price of a security rises by \$1, the investor earns a 100% return on their investment. Conversely, if the security declines by \$.50, then the investor loses 50% of their investment. The use of leverage entails borrowing, which results in additional interest costs to the investor. In addition, the use of leverage enhances the price volatility of the collateral securities which can result in significant loss.

Broker-dealers that carry customer accounts have a minimum equity requirement when clients utilize leverage. The minimum equity requirement is stated as a percentage of the value of the underlying collateral security with an absolute minimum dollar requirement. For example, if the price of a security declines in value to the point where the excess equity used to satisfy the minimum requirement dissipates, the broker-dealer will require the client to deposit additional collateral to the account in the form of cash or marketable securities. A deposit of securities to the account will require a larger deposit, as the security being deposited is included in the computation of the minimum equity requirement. In addition, when leverage is utilized and the client needs to satisfy a required margin deposit or withdraw cash, the client must sell a disproportionate amount of collateral securities to release enough cash to satisfy the withdrawal amount based upon similar reasoning as cited above.

Regulations concerning the use of leverage are established by the Federal Reserve Board and vary if the client's account is held at a broker-dealer versus a bank custodian. Broker-dealers and bank custodians may apply more stringent rules as they deem necessary.

B.2. Short-Term Trading

Although MPPL, as a general business practice, does not utilize short-term trading, there may be instances in which short-term trading may be necessary or an appropriate strategy. In this regard please read the following:

There is an inherent risk for clients who trade frequently in that high-frequency trading creates substantial transaction costs that in the aggregate could negatively impact account performance.

B.3. Short Selling

MPPL generally does not engage in short selling but reserves the right to do so in the exercise of its sole judgment. Short selling involves the sale of a security that is borrowed rather than owned. When a short sale is effected, the investor is expecting the price of the security to decline in value so that a purchase or closeout of the short sale can be effected at a significantly lower price. The primary risks of effecting short sales is the availability to borrow the stock, the unlimited potential for loss, and the requirement to fund any difference between the short credit balance and the market value of the borrowed security.

B.4. Technical Trading Models

Technical trading models are mathematically driven based upon historical data and trends of domestic and foreign market trading activity, including various industry and sector trading statistics within such markets. Technical trading models, through mathematical algorithms attempt to identify when markets are likely to increase or decrease and identify appropriate entry and exit points. The primary risk of technical trading models is that historical trends and past performance cannot predict future trends and there is no assurance that the mathematical algorithms employed are designed properly, updated with new data, and can accurately predict future market, industry, and sector performance.

C. Concentration Risks

MPPL utilizes a long-term investment strategy for clients, either through recommending a diversified portfolio of securities or by recommending a diversified suite of independent money managers to manage a variety of asset classes within the overall client portfolio. Although equity securities carry risk as described in Item 8.A.2. above, MPPL tries to mitigate such risk through recommending to clients diversified portfolios of securities.

Although MPPL recommends portfolio diversification, there is an inherent risk for clients whose investment portfolios lack diversification—that is, they have their investment portfolios heavily weighted in one security, one industry or industry sector, one geographic location, one investment manager, one type of investment instrument (equities versus fixed income). Clients who have diversified portfolios, as a general rule, incur less volatility and therefore less fluctuation in portfolio value than those who have concentrated holdings. Concentrated holdings may offer the potential for higher gain, but also offer the potential for significant loss.

Item 9: Disciplinary Information

A. Criminal or Civil Actions

MPPL has nothing to disclose for this item.

B. Administrative Enforcement Proceedings

MPPL has nothing to disclose for this item.

C. Self-Regulatory Organization Enforcement Proceedings

MPPL has nothing to disclose for this item.

Item 10: Other Financial Industry Activities and Affiliations

A. Broker-Dealer or Representative Registration

Certain shareholders, officers, employees, and registered personnel of MPPL are associated persons of APW Capital, Inc. ("APW"), a FINRA and SEC-registered broker-dealer and member of SIPC. APW is a financial services company engaged in the sale of investment products.

B. Futures or Commodity Registration

Neither MPPL nor its affiliates are registered as a commodity firm, futures commission merchant, commodity pool operator, or commodity trading adviser and do not have an application to register pending.

C. Material Relationships Maintained by this Advisory Business and Conflicts of Interest

C.1. APW Capital, Inc.

Certain officers, directors, employees, and registered employees of MPPL are associated persons of APW Capital, Inc. ("APW"), a FINRA and SEC-registered broker-dealer and member of SIPC. As a result, such professionals, in their capacity as registered representatives of APW, are subject to the oversight of APW and FINRA. As such, clients of MPPL should understand that their personal and account information is available to FINRA and APW personnel in the fulfillment of their oversight obligations and duties.

Further, a potential conflict of interest may be deemed to exist as a result of MPPL personnel being licensed with APW; in that regard please note the following:

- The recommendation of securities transactions for commission creates a conflict of interest in that MPPL and/or its advisors may be economically incented to effect securities transactions for clients;
- The client is under no obligation to act upon MPPL and/or its advisors' recommendations; and
- If the client elects to act on any of the recommendations, the client is under no obligation to effect the transaction through APW.

C.2. MPPL Insurance

Certain officers, directors, employees, and registered employees of MPPL are licensed insurance agents and may offer clients advice or products through MPPL Insurance, a wholly owned subsidiary of MPPL. Insurance products are provided by various wholesalers, including Crump Life Insurance Services ("Crump"), and direct to insurance companies not through Crump.

The provision of insurance services to clients represents a conflict of interest in that MPPL Insurance is under common control with MPPL, thus creating an economic incentive for MPPL to recommend insurance products through its affiliate, and conversely for MPPL Insurance professionals to recommend the investment management services of MPPL. Clients should also be aware that these services pay a commission or other compensation and incentivize our firm to recommend such insurance products to you. MPPL professionals strive to put their clients' interests first and foremost. Other than for insurance products that require a securities license, such as variable insurance products, clients may utilize any insurance carrier or insurance agency they desire. For products requiring a securities and insurance license, clients may be limited to those insurance carriers that have a selling agreement with MPPL's professionals' employing broker-dealer.

C.3. MPPL Financial

MPPL Financial is an MPPL affiliate marketing firm. Members of MPPL Financial, who are appropriately licensed with MPPL, APW, and/or Crump Life Insurance Services ("Crump"), a wholesale distributor of life

insurance, as either or both investment advisor representatives and registered representatives, share expenses for the purpose of marketing and promoting financial services of either MPPL, APW, and/or Crump. No services are provided through MPPL Financial, but override compensation will be paid to MPPL Financial for fixed insurance and variable business, which may exceed the marketing cost reimbursement to MPPL Financial. All investment services are provided by appropriately licensed professionals from their designated office location under the supervision of either or both MPPL and APW and processed and paid to such firm for further payment to the licensed representative.

C.4. DAF Gives Charitable

MPPL has entered into an agreement with DAF Gives Charitable and DAF Financial Inc., whereby MPPL has been granted certain ownership interests in DAF Financial Inc. DAF Financial Inc. is the sole member of DAF Gives Charitable, a donor advised fund. MPPL will offer DAF Gives Charitable as a donor advised fund option to clients and manage the cash and marketable securities held by DAF Gives Charitable on behalf of the donors. As a result, please be advised that MPPL and certain of its related persons have an economic incentive to recommend the services of DAF Gives Charitable for MPPL advisory clients. MPPL advisory clients are not required to utilize DAF Gives Charitable and may use the donor advised fund of their choice.

C.5. Tax Preparation

MPPL shareholder Gene Stankowski provides tax preparation services. While such services may include individuals who are employed, associated with, or clients of MPPL Financial, the tax form preparation is not intended as tax advice from MPPL but from Mr. Stankowski personally.

D. Recommendation or Selection of Other Investment Advisors and Conflicts of Interest

MPPL may recommend investment products in which its professionals, in their capacity as registered representatives of APW, receive compensation from a separate account manager or investment product sponsor. Should a client decide to implement any or all of the recommendations in the MPPL written financial plan, the client is under no obligation to effect any transaction(s) through a MPPL financial professional or through APW in its capacity as a broker-dealer. However, if the client elects to use a MPPL financial professional or APW, such products and services as variable annuities, variable life, mutual funds, unit investment trusts, or limited partnerships are available through APW.

APW will effect securities transactions for a non-advisory client on a commission basis if requested by the client. Commissions and fees normally associated with the purchase or sale of products and services may be earned by and paid to financial professionals of APW. Financial professionals may also be licensed with other life and/or health insurance and annuity companies for non-equity-based products. It is MPPL's policy to disclose the relationships and participation of all related parties to clients in connection with any recommendation(s) prior to effecting any transaction(s). MPPL professionals may receive commissions for products purchased. In no event, however, will MPPL professionals earn both a commission and an ongoing advisory fee for the same asset of a particular advisory client.

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

A. Code of Ethics Description

In accordance with the Advisers Act, MPPL has adopted policies and procedures designed to detect and prevent insider trading. In addition, MPPL has adopted a Code of Ethics (the "Code"). Among other things, the Code includes written procedures governing the conduct of the firm's advisory and access persons. The Code also imposes certain reporting obligations on persons subject to the Code. The Code and applicable securities transactions are monitored by the Chief Compliance Officer of the firm. MPPL will send clients a copy of its Code of Ethics upon written request.

MPPL has policies and procedures in place to ensure that the interests of its clients are given preference over those of the firm, its affiliates, and its employees. For example, there are policies in place to prevent the misappropriation of material non-public information, and such other policies and procedures reasonably designed to comply with federal and state securities laws.

B. Investment Recommendations Involving a Material Financial Interest and Conflicts of Interest

MPPL does not engage in principal trading (i.e., the practice of selling stock to advisory clients from a firm's inventory or buying stocks from advisory clients into a firm's inventory). In addition, MPPL does not recommend any securities to advisory clients in which it has some proprietary or ownership interest.

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

MPPL, its affiliates, employees and their families, trusts, estates, charitable organizations, and retirement plans established by it may purchase the same securities as are purchased for clients in accordance with its Code of Ethics policies and procedures. The personal securities transactions by advisory representatives and employees may raise potential conflicts of interest when they trade in a security that is:

- owned by the client, or
- considered for purchase or sale for the client.

Such conflict generally refers to the practice of front-running (trading ahead of the client), which MPPL specifically prohibits. MPPL has adopted policies and procedures that are intended to address these conflicts of interest. These policies and procedures:

- require our advisory representatives and employees to act in the client's best interest
- prohibit fraudulent conduct in connection with the trading of securities in a client account
- prohibit employees from personally benefitting by causing a client to act, or fail to act in making investment decisions
- prohibit the firm or its employees from profiting or causing others to profit on knowledge of completed or contemplated client transactions
- allocate investment opportunities in a fair and equitable manner
- provide for the review of transactions to discover and correct any trades that result in an advisory representative or employee benefitting at the expense of a client.

Advisory representatives and employees must follow MPPL's procedures when purchasing or selling the same securities purchased or sold for the client.

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

MPPL, its affiliates, employees and their families, trusts, estates, charitable organizations, and retirement plans established by it may effect securities transactions for their own accounts that differ from those recommended or effected for other of the firm's clients. MPPL will make a reasonable attempt to trade securities in client accounts at or prior to trading the securities in its affiliate, corporate, employee, or employee-related accounts. Trades executed the same day will likely be subject to an average pricing calculation. It is the policy of MPPL to place the clients' interests above those of the firm and its employees.

A. Factors Used to Select Broker-Dealers for Client Transactions**A.1. Custodian Recommendations**

MPPL advisors may recommend that clients establish brokerage accounts with Fidelity Investments ("Fidelity"), a FINRA-registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Although MPPL may recommend that clients establish brokerage accounts with Fidelity, MPPL is independently owned and operated and not affiliated with Fidelity. Fidelity does not charge separately for custody services, but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through or that settle into Fidelity accounts.

MPPL considers the financial strength, reputation, operational efficiency, cost, execution capability, level of customer service, and related factors in recommending broker-dealers or custodians to advisory clients.

In certain instances and subject to approval by the firm, MPPL will recommend to clients certain broker-dealers and/or custodians based on the needs of the individual client, taking into consideration the nature of the services required, the experience of the broker-dealer or custodian, the cost and quality of the services, and the reputation of the broker-dealer or custodian. The final determination to engage a broker-dealer or custodian recommended by MPPL will be made by and in the sole discretion of the client. The client recognizes that broker-dealers and/or custodians have different cost and fee structures and trade execution capabilities. As a result, there may be disparities with respect to the cost of services and/or the transaction prices for securities transactions executed on behalf of the client. Clients are responsible for assessing the commissions and other costs charged by broker-dealers and/or custodians.

A.1.a. Soft Dollar Arrangements

MPPL does not utilize soft dollar arrangements. MPPL does not direct brokerage transactions to executing brokers for research and brokerage services.

A.1.b. Institutional Trading and Custody Services

Fidelity provides MPPL with access to its institutional trading and custody services, which are typically not available to Fidelity's retail investors. These services are not contingent upon MPPL committing to Fidelity any specific amount of business (assets in custody or trading commissions). Fidelity's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or that would require a significantly higher minimum initial investment.

A.1.c. Other Products and Services

Fidelity also makes available to MPPL other products and services that benefit MPPL but may not directly benefit its clients' accounts. Many of these products and services may be used to service all or some substantial number of MPPL's accounts, including accounts not maintained at Fidelity. Fidelity also makes available to MPPL its managing and administering software and other technology that

- provide access to client account data (such as trade confirmations and account statements)
- facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- provide research, pricing, and other market data
- facilitate payment of MPPL's fees from its clients' accounts
- assist with back-office functions, recordkeeping, and client reporting

Fidelity also offers other services intended to help MPPL Advisors manage and further develop its business enterprise. These services may include

- compliance, legal, and business consulting
- publications and conferences on practice management and business succession
- access to employee benefits providers, human capital consultants, and insurance providers

Fidelity may also provide other benefits, such as educational events or occasional business entertainment of MPPL personnel. In evaluating whether to recommend that clients custody their assets at Fidelity, MPPL may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers, and not solely the nature, cost, or quality of custody and brokerage services provided by Fidelity, which may create a potential conflict of interest.

A.1.d. Independent Third Parties

Fidelity may make available, arrange, and/or pay third-party vendors for the types of services rendered to MPPL. Fidelity may discount or waive fees it would otherwise charge for some of these services or all or a part of the fees of a third party providing these services to MPPL.

A.1.e. Additional Compensation Received from Custodians

MPPL may participate in institutional customer programs sponsored by broker-dealers or custodians. MPPL may recommend these broker-dealers or custodians to clients for custody and brokerage services. There is no direct link between MPPL's participation in such programs and the investment advice it gives to its clients, although MPPL receives economic benefits through its participation in the programs that are typically not available to retail investors. These benefits may include the following products and services (provided without cost or at a discount):

- Receipt of duplicate client statements and confirmations
- Research-related products and tools
- Consulting services
- Access to a trading desk serving MPPL participants
- Access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts)
- The ability to have advisory fees deducted directly from client accounts
- Access to an electronic communications network for client order entry and account information
- Access to mutual funds with no transaction fees and to certain institutional money managers
- Discounts on compliance, marketing, research, technology, and practice management products or services provided to MPPL by third-party vendors

The custodian may also pay for business consulting and professional services received by MPPL's related persons, and may pay or reimburse expenses (including travel, lodging, meals and entertainment expenses for MPPL's personnel to attend conferences). Some of the products and services made available by such custodian through its institutional customer programs may benefit MPPL but may not benefit its client accounts. These products or services may assist MPPL in managing and administering client accounts, including accounts not maintained at the custodian as applicable. Other services made available through the programs are intended to help MPPL manage and further develop its business enterprise. The benefits received by MPPL or its personnel through participation in these programs do not depend on the amount of brokerage transactions directed to the broker-dealer.

MPPL also participates in similar institutional advisor programs offered by other independent broker-dealers or trust companies, and its continued participation may require MPPL to maintain a predetermined level of assets at such firms. In connection with its participation in such programs, MPPL will typically receive benefits similar to those listed above, including research, payments for business

consulting and professional services received by MPPL's related persons, and reimbursement of expenses (including travel, lodging, meals and entertainment expenses for MPPL's personnel to attend conferences sponsored by the broker-dealer or trust company).

As part of its fiduciary duties to clients, MPPL endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by MPPL or its related persons in and of itself creates a potential conflict of interest and may indirectly influence MPPL's recommendation of broker-dealers for custody and brokerage services.

A.2. Brokerage for Client Referrals

MPPL does not engage in the practice of directing brokerage commissions in exchange for the referral of advisory clients.

A.3. Directed Brokerage

A.3.a. MPPL Advisors Recommendations

MPPL Advisors typically recommends Fidelity as custodian for clients' funds and securities and to execute securities transactions on its clients' behalf.

A.3.b. Client-Directed Brokerage

Occasionally, clients may direct MPPL to use a particular broker-dealer to execute portfolio transactions for their accounts or request that certain types of securities not be purchased for their accounts. Clients who designate the use of a particular broker-dealer should be aware that they will lose any possible advantage MPPL derives from aggregating transactions. Such client trades are typically effected after the trades of clients who have not directed the use of a particular broker-dealer. MPPL loses the ability to aggregate trades with other MPPL advisory clients, potentially subjecting the client to inferior trade execution prices as well as higher commissions.

B. Aggregating Securities Transactions for Client Accounts

B.1. Best Execution

MPPL may recommend that clients establish brokerage accounts with Fidelity, a FINRA-registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Such accounts will be prime broker eligible so that if and when the need arises to effect securities transactions at broker-dealers ("executing brokers") other than with the client's current custodian, such custodian will accept delivery or deliver the applicable security from/to the executing broker. Fidelity charges a "trade away" fee which is charged against the client account for each trade away occurrence. Other custodians have their own policies concerning prime broker accounts and trade away fees. Clients are directed to consult their current custodian for their policies and fees.

MPPL, pursuant to the terms of its investment advisory agreement with clients, may have discretionary authority to determine which securities are to be bought and sold, the price of such securities, the executing broker, and the commission rates to be paid to effect such transactions. MPPL effects securities transactions directly with the clients' custodian unless as otherwise directed by the client.

MPPL recognizes that the analysis of execution quality involves a number of factors, both qualitative and quantitative. MPPL will follow a process in an attempt to ensure that it is seeking to obtain the most favorable execution under the prevailing circumstances when placing client orders. These factors include but are not limited to the following:

- The financial strength, reputation and stability of the broker
- The efficiency with which the transaction is effected

- The ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any)
- The availability of the broker to stand ready to effect transactions of varying degrees of difficulty in the future
- The efficiency of error resolution, clearance and settlement
- Block trading and positioning capabilities
- Performance measurement
- Online access to computerized data regarding customer accounts
- Availability, comprehensiveness, and frequency of brokerage and research services
- Commission rates
- The economic benefit to the client
- Related matters involved in the receipt of brokerage services

Consistent with its fiduciary responsibilities, MPPL seeks to ensure that clients receive best execution with respect to clients' transactions by blocking client trades to reduce commissions and transaction costs. To the best of MPPL's knowledge, these custodians provide high-quality execution, and MPPL's clients do not pay higher transaction costs in return for such execution.

Commission rates and securities transaction fees charged to effect such transactions are established by the client's independent custodian and/or broker-dealer. Based upon its own knowledge of the securities industry, MPPL believes that such commission rates are competitive within the securities industry. Lower commissions or better execution may be able to be achieved elsewhere.

B.2. Security Allocation

Since MPPL may be managing accounts with similar investment objectives, MPPL may aggregate orders for securities for such accounts. In such event, allocation of the securities so purchased or sold, as well as expenses incurred in the transaction, is made by MPPL in the manner it considers to be the most equitable and consistent with its fiduciary obligations to such accounts.

MPPL's allocation procedures seek to allocate investment opportunities among clients in the fairest possible way, taking into account the clients' best interests. MPPL will follow procedures to ensure that allocations do not involve a practice of favoring or discriminating against any client or group of clients. Account performance is never a factor in trade allocations.

MPPL's advice to certain clients and entities and the action of MPPL for those and other clients are frequently premised not only on the merits of a particular investment, but also on the suitability of that investment for the particular client in light of his or her applicable investment objective, guidelines, and circumstances. Thus, any action of MPPL with respect to a particular investment may, for a particular client, differ or be opposed to the recommendation, advice, or actions of MPPL to or on behalf of other clients.

B.3. Order Aggregation

Orders for the same security entered on behalf of more than one client will generally be aggregated (i.e., blocked or bunched) subject to the aggregation being in the best interests of all participating clients. Subsequent orders for the same security entered during the same trading day may be aggregated with any previously unfilled orders. Subsequent orders may also be aggregated with filled orders if the market price for the security has not materially changed and the aggregation does not cause any unintended duration exposure. All clients participating in each aggregated order will receive the average price and, subject to minimum ticket charges and possible step outs, pay a pro rata portion of commissions.

To minimize performance dispersion, "strategy" trades should be aggregated and average priced. However, when a trade is to be executed for an individual account and the trade is not in the best

interests of other accounts, then the trade will only be performed for that account. This is true even if MPPL believes that a larger size block trade would lead to best overall price for the security being transacted.

B.4. Allocation of Trades

All allocations will be made prior to the close of business on the trade date. In the event an order is "partially filled," the allocation will be made in the best interests of all the clients in the order, taking into account all relevant factors including, but not limited to, the size of each client's allocation, clients' liquidity needs, and previous allocations. In most cases, accounts will get a pro forma allocation based on the initial allocation. This policy also applies if an order is "over-filled."

MPPL acts in accordance with its duty to seek best price and execution and will not continue any arrangements if it determines that such arrangements are no longer in the best interest of its clients.

Item 13: Review of Accounts

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

When a written financial plan is presented, clients are urged to participate in a review on a periodic basis. After a financial plan is furnished to a client, no further reports are prepared unless a client is on an ongoing service or the client requests a review. If a review is warranted more frequently, such a review will be conducted. An additional fee may be charged for each review. This review may be warranted by changes in tax laws, market conditions, or personal circumstances. While an advisor may suggest a review, it will be initiated only in response to a client's request and following disclosure of applicable fees, if any. The review by the advisor who participated in and/or presented the initial written financial plan, when possible, will usually follow the same general format as the original or may focus only on specific issues of concern to the client. Advisors must follow all guidelines and generally accepted procedures established by MPPL in developing the original plan or undertaking subsequent reviews.

Clients will be offered updates of their investment portfolios as outlined in their investment advisory contract, charged at the firm's standard hourly rates, flat fee, or as part of an ongoing investment advisory service for which a percentage of assets fee is charged. Clients' portfolios will be reviewed by the MPPL advisor quarterly or semi-annually depending on the terms of their investment advisory contract.

B. Review of Client Accounts on Non-Periodic Basis

MPPL may perform ad hoc reviews on an as-needed basis if there have been material changes in the client's investment objectives or risk tolerance, or a material change in how the firm formulates investment advice.

C. Content of Client-Provided Reports and Frequency

On a periodic basis, MPPL provides a financial markets update, and upon request provides a performance report for those accounts that download transaction data to the performance reporting service MPPL utilizes. The client's independent custodian also provides account statements directly to the client no less frequently than quarterly. The custodian's statement is the official record of the client's securities account and supersedes any statements or reports created on behalf of the client by MPPL.

MPPL will provide financial planning clients that are contracted for ongoing service a periodic schedule update that will review the planning areas that were defined in the original planning contract.

Item 14: Client Referrals and Other Compensation

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

A.1. Custodian Benefits

MPPL receives an economic benefit from Fidelity in the form of support products and services it makes available to us and other independent investment advisors whose clients maintain their accounts at Fidelity. In addition, Fidelity has also agreed to pay for certain products and services for which MPPL would otherwise have to pay once the value of our clients' assets in accounts at Fidelity reaches a certain amount. These products and services, how they benefit us, and the related conflicts of interest are described above in Item 12: Brokerage Practices.

Please be advised that MPPL has a contractual arrangement with Fidelity whereby Fidelity provides MPPL assistance for account transition-related expenses in an amount that does not exceed \$225,000 over a 24-month period. This economic arrangement creates a conflict of interest in that the receipt of such payments benefits MPPL and is paid to the firm partially in consideration of MPPL's clients utilizing Fidelity's services. Although MPPL strives to put its clients' interests ahead of its own, the recommendation of Fidelity may be viewed as being in MPPL's best interests as opposed to clients' best interests. Your decision to engage Fidelity and MPPL should consider this conflict of interest along with Fidelity's services and fees.

A.2. Expense Reimbursements

Certain marketing and entertainment events hosted by Investment Advisor Representatives of MPPL, in their capacity as Registered Representatives of APW, may be reimbursed to APW by product vendors. APW reimburses the individual APW registered representative all or a portion of such reimbursement. As our professionals may be dually licensed with MPPL as an IAR and APW as a RR, such reimbursements pose a conflict of interest in that our professionals are incented to recommend such products of product sponsors offering marketing reimbursement. Please note that clients may use the product of their choice and there is no obligation to use products offered by such vendors. Although MPPL strives to place its clients' interests first, you should be aware of this conflict of interest. A complete list of vendors offering marketing reimbursements is available upon request.

B. Advisory Firm Payments for Client Referrals

MPPL compensates its employees who attract additional managed assets to the firm. While this may create a conflict of interest, the firm has a fiduciary duty to act in the best interest of clients as defined in the Code of Ethics, which is further discussed in Item 11.

Item 15: Custody

MPPL is considered to have custody of client assets for purposes of the Advisers Act for the following reasons:

- The client authorizes us to instruct their custodian to deduct our advisory fees directly from the client's account. The custodian maintains actual custody of clients' assets.
- Our authority to direct client requests, utilizing standing instructions, for wire transfer of funds for first-party money movement and third-party money movement (checks and/or journals, ACH, Fed-wires). The firm has elected to meet the SEC's seven conditions to avoid the surprise custody exam, as outlined below:

1. The client provides an instruction to the qualified custodian, in writing, that includes the client's signature, the third party's name, and either the third party's address or the third party's account number at a custodian to which the transfer should be directed.
2. The client authorizes the investment adviser, in writing, either on the qualified custodian's form or separately, to direct transfers to the third party either on a specified schedule or from time to time.
3. The client's qualified custodian performs appropriate verification of the instruction, such as a signature review or other method to verify the client's authorization, and provides a transfer of funds notice to the client promptly after each transfer.
4. The client has the ability to terminate or change the instruction to the client's qualified custodian.
5. The investment adviser has no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party contained in the client's instruction.
6. The investment adviser maintains records showing that the third party is not a related party of the investment adviser or located at the same address as the investment adviser.
7. The client's qualified custodian sends the client, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.

Clients will receive at least quarterly account statements directly from their custodian containing a description of all activity, cash balances, and portfolio holdings in their accounts. MPPL urges its clients to compare the account balance(s) shown on their MPPL account statements to the quarter-end balance(s) on their custodian's monthly statement. The custodian's statement is the official record of the account.

Item 16: Investment Discretion

Clients may grant a limited power of attorney to MPPL with respect to trading activity in their accounts by signing the appropriate custodian limited power of attorney form. In those cases, MPPL will exercise full discretion as to which securities are to be bought and sold, the price of such securities, the executing broker, and the commission rates to be paid to effect such transactions. Investment limitations may be designated by the client as outlined in the investment advisory agreement. In addition, subject to the terms of its investment advisory agreement, MPPL may be granted discretionary authority for the retention of independent third-party investment management firms. Investment limitations may be designated by the client as outlined in the investment advisory agreement. Please see the applicable third-party manager's disclosure brochure for detailed information relating to discretionary authority.

Item 17: Voting Client Securities

Other than for accounts managed by third-party managers or accounts where the client directs the trading, MPPL will vote proxies for clients utilizing the Broadridge proxy voting platform. MPPL owes certain fiduciary duties with respect to the voting of proxies. These fiduciary duties include (i) the duty of care which is required to monitor corporate events and to vote the proxies, and (ii) the duty of loyalty which is required to vote proxies in a manner consistent with the best interests of the client and to put the client's interests before its own interests. In keeping with its fiduciary duties, MPPL has adopted a Proxy Voting Policy, which sets forth policies and procedures designed to ensure that MPPL votes each client's securities in the best interests of the client.

MPPL will be authorized to take action and render any advice with respect to the voting of proxies for securities held in the client's account. The firm utilizes a third-party service provider (Broadridge) for recommendations with respect to proxy voting. Clients may contact MPPL's Managing Member for information about how MPPL voted with respect to any of the securities held in their account.

From time to time, securities held in the accounts of clients will be the subject of class action or consumer antitrust class action litigation. MPPL, in coordination with Broadridge asset recovery services, will

- determine if securities held by the client are subject to a pending or resolved class action or consumer antitrust class action lawsuit;
- evaluate a client's eligibility to submit a claim to participate in the proceeds of a securities class action settlement or verdict; and/or
- initiate litigation to recover damages on behalf of clients who may have been injured as a result of actions, misconduct, or negligence by corporate management of issuers whose securities are held by clients.

Successful asset recovery by Broadridge for class action litigation results in Broadridge keeping 15% of the assets recovered. For successful asset recovery in consumer antitrust class action litigation will result in Broadridge keeping 33 1/3% of the assets recovered.

Where MPPL through Broadridge receives written or electronic notice of a class action lawsuit, settlement, or verdict affecting securities owned by a client, Broadridge will forward all notices, proof of claim forms, and other materials to the client. Electronic mail is acceptable where appropriate and where the client has authorized contact in this manner.

As a general rule, MPPL will vote all proxies relating to a particular proposal the same way for all client accounts holding the security in accordance with MPPL's Proxy Voting Policy, unless a client specifically instructs in writing to vote such client's securities otherwise. When making proxy voting decisions, MPPL may seek advice or assistance from third-party consultants, such as proxy voting services or legal counsel. A copy of MPPL's Proxy Voting Policy will be provided upon receipt of a written request.

Item 18: Financial Information

A. Balance Sheet

MPPL does not require the prepayment of fees of \$1200 or more, six months or more in advance, and as such is not required to file a balance sheet.

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

MPPL does not have any financial issues that would impair its ability to provide services to clients.

C. Bankruptcy Petitions During the Past Ten Years

There are no bankruptcy petitions to report.