

ITEM 1: COVER SHEET



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March 25, 2024

This brochure provides information about the qualifications and business practices of Atlas Wealth Partners LLC. If you have any questions about the contents of this brochure, please contact us at (610) 678-6807. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Our registration does not imply a certain level of skill or training.

Additional information about Atlas Wealth Partners LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 2: STATEMENT OF MATERIAL CHANGES

Registered investment advisers are required to provide a summary of material changes to the most recent Form ADV Part 2 filings in this space.

There are no material changes.

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INFORMATIONAL BROCHURE
ATLAS WEALTH PARTNERS LLC

ITEM 4: ADVISORY BUSINESS

A. Atlas Wealth Partners LLC (“AWP”) has been in business as an investment adviser since 2015. Its only principals are Michael Janvrin and Sean McCullough, who have been in the investment industry for approximately 30 years combined.

B. Through guided discussions in the context of financial planning and asset management, AWP offers clients assistance in navigating the world of finances and investments as they work toward identifying and achieving whatever life goals the client desires. AWP’s approach involves a great deal of client interaction for the purpose of educating clients through their specific investment process.

Financial Planning

What is financial planning? It is the process by which both the client and advisor are educated as to the client’s circumstances, needs, goals, and resources in order to plan for the future. Ultimately, a person’s true wealth resides in how they are able to spend their time and the freedom they have to make whatever choices they desire within the limits of their resources. The path towards that kind of wealth is eased through financial planning. Its benefits are immediate but continue to get better over time. The clarity of purpose the financial planning process can provide eliminates much of the confusion that money, retirement and taking care of loved ones frequently present. As the plan unfolds, the confidence gained from the results of previous decisions can reduce the anxiety of future decisions. In addition, the benefit of a written plan developed with a trusted advisor ensures that your wishes are possible even in your incapacity or absence.

Most AWP clients are provided with both financial planning and asset management services, so that the investment decisions made in the asset management process can closely track the goals of the client’s financial plan. However, some clients may also do financial planning as a separate service, without asset management services.

The financial planning process begins with both AWP and the client providing information that will ultimately be used to guide the planning process. AWP’s professionals will use this information in an attempt to characterize the client’s current financial circumstances. Frequently this step is the most important, as it allows both the client and the advisor to see the starting point from which to identify realistic and financial goals. The investment of this discovery time is crucial to the success of the plan. Once goals are determined, AWP will analyze the client’s needs and current environment to determine what pathways are available to meet these goals. These options are then presented to the client, and together, the merits of the various options are discussed. Implementation of the chosen direction is not automatic, as the client may choose not to implement the plan outlined by AWP. However, if the client wishes to implement the plan through AWP, an implementation plan will be determined, and AWP will assist the client in accomplishing the tasks required for implementation.

If you request, AWP may recommend the services of other professionals for implementation purposes. You are under no obligation to engage the services of any such recommended professional. You retain absolute discretion over all such implementation decisions and are free to accept or reject any recommendation from AWP. If you engage any professional recommended by AWP, and a dispute arises thereafter relative to such engagement, you agree to seek recourse exclusively from and against the engaged professional.

Asset Management

AWP's value-based approach to investment advisory services continues into the asset management services we provide. Our clients' investment plans developed during the planning or other investigative process (for clients coming to AWP with pre-existing financial plans, or who do not wish to participate in a financial planning process) are implemented according to that client's investment objectives. The specific fees and services provided are outlined in an advisory agreement between AWP and the client. We almost always manage assets on a discretionary basis, which means that once the client's assets are in an account with a qualified custodian, AWP will continuously re-evaluate the investments in the account, and make changes to those investments as AWP believes is needed to keep the account managed in accordance with its objectives. These changes would include buying securities or selling securities in the account and are done without prior consultation with the client.

Because AWP's professionals are neither attorneys nor accountants, no part of their services includes tax or legal advice. However, an attorney may be required for the purpose of executing an estate plan, or an accountant needed for additional tax consultation. If requested, AWP will provide a recommendation for such a professional, but the client is under no obligation to accept that recommendation. AWP does not receive any sort of referral fees from professionals it recommends.

C. All engagements are tailored to the specific needs of an individual client. AWP does not use "model" portfolios where all clients in the model contain the exact same investments. Clients may place reasonable restrictions on the management of assets, including regarding specific securities or types of securities. However, clients should understand that significant restrictions can not only decrease the ability of AWP to meet the client's goals, but also increase the costs associated with managing the client's portfolio.

D. AWP neither participates in, nor sponsors a wrap fee program.

E. As of March 15, 2024, AWP manages \$191,247,270 in 780 accounts, of which \$191,068,436 are on a discretionary basis.

ITEM 5: FEES AND COMPENSATION

A. Fees Charged

Asset Management

AWP's asset management fees range from 0.50% to 1.50% per annum of the gross market value of a client's assets managed by AWP, as shown in the schedule below. Fees are negotiable, and may be higher or lower than this range, based on the nature of the account, and

the origin of the client (many clients that have worked with AWP's professionals in the past may continue with the fee percentages imposed by the principal's prior firms). Factors affecting fee percentages include the size of the account, complexity of asset structures, the extent of the anticipated financial planning work to be included with the engagement, and other factors. All clients, but especially those with smaller accounts, should be advised they may receive similar services from other professionals for higher or lower overall costs.

Ongoing financial planning services are included in the above fees for asset management clients whose financial plans were created by AWP. In the event that the client needs significant planning services beyond maintaining their existing plan, or if a client's plan originated with another advisor, AWP may determine to charge for these additional planning services. This would be determined by both AWP and the client prior to beginning the services, and a separate agreement detailing the services and fee would be required so that all parties are aware of the terms of the engagement.

There may be special circumstance AWP arranges a fixed fee for asset management with a client. This fixed fee is determined by AWP and the client, factoring the nature and size of the account and complexity of asset structures.

B. Fee Payment

Asset management fees will be debited directly from client accounts. All asset management fees will be calculated on a quarterly basis, in advance, and the value used for the fee calculation is the average daily balance of the portfolio for the previous quarter. In calculating the market value of a client's assets, assets allocated to cash or a cash proxy, such as a money market account, will be included in the calculation of assets under management. The average daily balance is the sum of each day's balance divided by the number of days during that quarter. This means that if your annual fee is 1.00%, we will take the previous quarter's average daily balance, multiply the value by 1.00%, and then divide by 4 to calculate our fee. The "gross" asset value relates to the limited number of clients who, at their own election, choose to have margin accounts, which may increase the amount of assets through borrowing. By utilizing the average daily balance, both contributions and withdrawals are considered in assessing the value of the account for billing purposes.

All clients will receive an invoice that describes how the fees were calculated, including the value used, the percentage fee, the time period covered by the fee, and the amount. The invoice will also state that the fee was not independently calculated by the custodian. The client will also receive a statement from their account custodian showing all transactions in their account, including the fee. For clients electing to have fees directly debited from an account, those fees will be debited from the account(s) designated by the client. Clients may elect to have fees for each account paid by that account or paid by another account. Once the fee calculation is made, AWP will instruct the account custodian to deduct the fee from the applicable account(s) and remit that fee to AWP.

C. Other Fees

There are a number of other fees that can be associated with holding and investing in securities. You will be responsible for fees including transaction fees for the purchase or sale of a mutual

fund or Exchange Traded Fund, or commissions for the purchase or sale of a stock. Expenses of a fund will not be included in management fees, as they are deducted from the value of the shares by the mutual fund manager. For complete discussion of expenses related to each mutual fund, you should read a copy of the prospectus issued by that fund. AWP can provide or direct you to a copy of the prospectus for any fund that we recommend to you.

For clients with a portion of their assets managed by a third-party manager, such manager will charge a separate and additional fee for their services. AWP will debit the entire fee and forward a portion of that fee to the manager.

Please make sure to read Item 12 of this informational brochure, where we discuss broker-dealer and custodial issues.

D. *Pro-rata Fees*

If a client engages AWP to provide asset management services during a billing quarter, the fees for that quarter will be pro-rated according to the number of days left until the next quarter. Likewise, if a client terminates services during a quarter, the client will receive a refund for fees collected in advance but related to services that would have been provided from the date of termination through the end of the billing quarter. In either case, AWP will calculate the total fee that would be due for the quarter, divide the fee by the number of days in the quarter to arrive at a daily rate, count the number of days the client was or will be a client during that quarter (as applicable) and multiply that number by the daily rate. AWP will cease to perform services, including processing trades and distributions, upon termination. Assets not transferred from terminated accounts within 30 (thirty) days of termination may be “de-linked”, meaning they will no longer be visible to AWP and will become a retail account with the custodian.

E. Compensation for the Sale of Securities.

This item is not applicable.

ITEM 6: PERFORMANCE-BASED FEES & SIDE BY SIDE MANAGEMENT

In limited circumstances, and in any case only for clients that are deemed “qualified clients” as such term is defined by the Investment Advisers Act of 1940, as amended, AWP may charge a performance-based fee (a fee calculated in part, on the basis of appreciation in the account). Performance-based fees will be negotiated on a case-by-case basis.

Clients paying performance-based fees should be aware that such fees present a material conflict of interest for AWP, in that the firm has an incentive to make recommendations based on the potential for compensation as opposed to what is in the best interests of the client. AWP attempts to mitigate this conflict by performing regular account reviews to confirm all accounts, including those paying performance-based fees, are being managed in conformance with the investment objectives and client instructions for the account in question.

ITEM 7: TYPES OF CLIENTS

Clients advised include individuals, trusts, and participant directed pension plans AWP does not have an account minimum for clients.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

It is important for clients to know and remember that all investments carry risks. **Investing in securities involves risk of loss that clients should be prepared to bear.**

A. Methods of Analysis and Strategies

Many advisors believe that the most important aspect to successful asset management is allocating assets in the right mix of various asset classes to limit downside exposure. For example, a wide diversification of various asset classes, with considerably less emphasis on the value of specific securities. While we believe asset allocation has an important role, AWP believes that all successful asset management begins with a thorough understanding: of the specific client's needs, of various asset types, and of each specific security. We believe that valuation should be the main driver. If we purchase investments at what we believe are discounts to their inherent value, and then wait for the market to recognize what we believe is the true value of the investment, we can strategically allocate client assets with investments that are likely to increase in value.

Frequently, emotional urges can permanently wipe out performance more than temporary downward market trends. Therefore, the hallmark of any investment approach, but especially one as value driven as ours, is discipline. That discipline, for AWP, comes from our investment selection process, which follows a structure we repeat on a daily basis, involving analysis of specific securities with an eye towards where they may, or may not, fit into client portfolios.

Investments are constantly screened, as we believe that each portfolio should have the best investments for its objectives, even if that means swapping out an existing one for a newly discovered one. When we screen investments, we do so by looking toward characterizing them as either growth, income, or capital preservation. Each characteristic has a different risk and reward expectation. These categories help us match the investments with client goals. Growth securities are those which we believe the ultimate value of the investment may be significantly greater than its current value, but there is also a considerable risk that obstacles may prevent that value from being realized. Income securities are those which we believe will provide consistent income for its investors. Capital preservation securities are those we believe will perform in a consistent fashion, thus limiting volatility for its investors. Our analysis is both quantitative and qualitative. On the quantitative side, we review financial statistics such as earnings and market share. On the qualitative side, we attempt to identify unrecognized or misunderstood assets. We believe the inherent discipline in following this method allows for us to limit some variables to investing so that we may address variables in the marketplace and client time horizons. Investment styles will go in and out of favor, but the process must remain consistent.

Each client portfolio is designed taking into consideration clients' objectives, which include their time horizons for various life goals and liquidity needs. This means that while two client accounts

may be similar, they are indeed managed individually. Our first step is determining the portions of your assets that are allocated to each characteristic stated above: growth, income, and capital preservation. Once we have decided upon the appropriate percentage of an account that is allocated to “growth” we will select from our pool of investments we have screened and considered “growth” investments in order to fulfill that allocation. This process is repeated for each goal.

One part of the process that can be very important is the transition process. Clients may come to AWP with a variety of investments, with a variety of custodians. Where possible and advisable, AWP will advise the transfer of assets in-kind, meaning the asset will not be sold before the account it moved to AWP’s advisement. Some securities may be kept in the portfolio because of tax issues or other costs associated with a transition. To the extent these securities are not sold, AWP will attempt to build a portfolio taking these securities into consideration and advise the client if there are additional risks associated with keeping a specific security.

AWP may also utilize the services of other managers when AWP deems appropriate for a client. These managers are chosen based on investment performance, operations, and offerings to determine if the manager would be a fit for AWP clients. This process continues on an ongoing basis, throughout the time the client works with the third-party manager. It is important to note that these managers will charge a separate, and additional fee, for their services. AWP will consider these fees in its decision to recommend the use of a third-party manager. The use of a third-party manager does not change the relationship between AWP and the client, in that AWP will still manage the overall client portfolio, adding, subtracting, and modifying the allocations to different strategies and managers.

In limited circumstances, AWP may recommend that clients invest a portion of assets in cryptocurrency linked securities. Cryptocurrency is a currency of exchange where there are no physical assets, but rather, holdings are maintained in ledger form in a computerized database. These assets might be recommended as an alternative to traditional currency or as a different way of adding potential upside to a portfolio.

Additionally, part of the AWP process includes, where appropriate, involving multiple generations in order to facilitate family financial planning. This can increase the financial education of the later generations and manage expectations. However, potential for conflicts of interest exists with the exchange of intergenerational information. AWP attempts to minimize these conflicts by treating each household as its own fiduciary relationship. Information can only be shared across generations with each household’s consent.

B. Material Risks

AWP’s primary strategies do not include frequent trading of securities. It is impossible to name all possible types of risks. Among the risks are the following:

- **Irrational Markets.** There are times when the markets as a whole experience upward or downward trends without a logical rationale and can raise or lower the current price of a security temporarily. It can also occur to a specific security or sector. These circumstances can last for days or even months. Since our investment process relies heavily on the *value* of a security as opposed to catching rising *prices*, there may be times when a client’s portfolio will experience an increase or decrease without a logical explanation. Client must take care not to place too much emphasis on temporary price changes. Client should also keep AWP informed of

anticipated withdrawals so that AWP can attempt to work around these withdrawals in the portfolio management process.

- **Political Risks.** Most investments have a global component, even domestic stocks. Political events anywhere in the world may have unforeseen consequences to markets around the world.
- **General Market Risks.** Markets can, as a whole, go up or down on various news releases or for no understandable reason at all. This sometimes means that the price of specific securities could go up or down without real reason and may take some time to recover any lost value. Adding additional securities does not help to minimize this risk since all securities may be affected by market fluctuations.
- **Currency Risk.** When investing in another country using another currency, the changes in the value of the currency can change the value of your security value in your portfolio.
- **Regulatory Risk.** Changes in laws and regulations from any government can change the value of a given company and its accompanying securities. Certain industries are more susceptible to government regulation. Changes in zoning, tax structure or laws impact the return on these investments.
- **Tax Risks Related to Short Term Trading:** Clients should note that while AWP does not consider short-term trading a strategy for its clients, trades may be made with frequency if conditions and client goals merit it. These transactions may result in short term gains or losses for federal and state tax purposes, which may be taxed at a higher rate than long term strategies. AWP endeavors to invest client assets in a tax efficient manner, but all clients are advised to consult with their tax professionals regarding the transactions in client accounts.
- **Purchasing Power Risk.** Purchasing power risk is the risk that your investment's value will decline as the price of goods rises (inflation). The investment's value itself does not decline, but its relative value does, which is the same thing. Inflation can happen for a variety of complex reasons, including a growing economy and a rising money supply.
- **Business Risk.** This can be thought of as certainty or uncertainty of income. Management comes under business risk. Cyclical companies (like automobile companies) have more business risk because of the less steady income stream. On the other hand, fast food chains tend to have steadier income streams and therefore, less business risk.
- **Financial Risk.** The amount of debt or leverage determines the financial risk of a company.
- **Default Risk.** This risk pertains to the ability of a company to service their debt. Ratings provided by several rating services help to identify those companies with more risk. Obligations of the U.S. government are said to be free of default risk.
- **Margin Risk.** "Margin" is typically used to maximize returns on a given investment by using securities in a client account as collateral for a loan from the custodian to the client. The proceeds of that loan are then used to buy more securities. In a positive result, the additional securities provide additional return on the same initial investment. In a negative result, the additional securities provide additional losses. Margin therefore carries a higher degree of risk than investing without margin. Any client account that will use margin will do so in accordance with Regulation T. AWP does not recommend the use of margin as part of its portfolio construction process. However, clients may on occasion wish to utilize margin to facilitate some other need or goal. In these cases, the margin will increase the value of the assets in the account, which means the management fees calculated which are based on account value will also increase.
- **Information Risk.** All investment professionals rely on research in order to make conclusions about investment options. This research is always a mix of both internal (proprietary) and external (provided by third parties) data and analyses. Even an adviser who says they rely solely on proprietary research must still collect data from third parties. This data,

or outside research is chosen for its perceived reliability, but there is no guarantee that the data or research will be completely accurate. Failure in data accuracy or research will translate to a compromised ability by the adviser to reach satisfactory investment conclusions.

- **Small Companies.** Some investment opportunities in the marketplace involves smaller issuers. These companies may be starting up or are historically small. While these companies sometimes have potential for outsized returns, they also have the potential for losses because the reasons the company is small are also risks to the company's future. For example, a company's management may lack experience, or the company's capital for growth may be restricted. These small companies also tend to trade less frequently than larger companies, which can add to the risks associated with their securities because the ability to sell them at an appropriate price may be limited as compared to the markets as a whole. Not only do these companies have investment risk, if a client is invested in such small companies and requests immediate or short-term liquidity, these securities may require a significant discount to value in order to be sold in a shorter time frame.

- **Concentration Risk.** While AWP selects individual securities, including mutual funds, for client portfolios based on an individualized assessment of each security, this evaluation comes without an overlay of sector specific issue analysis. This means that a client's equity portfolio may be concentrated in a specific sector, geography, or sub-sector (among other types of potential concentrations), so that if an unexpected event occurs that affects that specific sector or geography, for example, the client's equity portfolio may be affected negatively, including significant losses.

- **Transition Risk.** As assets are transitioned from a client's prior advisers to AWP there may be securities and other investments that do not fit within the asset allocation strategy selected for the client. Where possible, AWP will maintain securities that come from the client's existing accounts and will not sell a security merely to push the portfolio into line with other accounts AWP manages. The transition process to AWP may take some time as cost considerations are compared with client needs. Some investments may not be unwound for a lengthy period of time for a variety of reasons that may include unwarranted low share prices, restrictions on trading, contractual restrictions on liquidity, or market-related liquidity concerns. In some cases, there may be securities or investments that are never able to be sold. The inability to transition a client's holdings into recommendations of AWP may adversely affect the client's account values, as AWP's recommendations may not be able to be fully implemented.

- **Restriction Risk.** Clients may at all times place reasonable restrictions on the management of their accounts. However, placing these restrictions may make managing the accounts more difficult, thus lowering the potential for returns. In addition, significant restrictions may lead to AWP needing to increase the management fee rate.

- **Risks Related to Investment Term & Liquidity.** Securities do not follow a straight line up in value. All securities will have periods of time when the current price of the security is not an accurate measure of its value. If you require us to liquidate your portfolio during one of these periods, you will not realize as much value as you would have had the investment had the opportunity to regain its value. Further, some investments are made with the intention of the investment appreciating over an extended period of time. Liquidating these investments prior to their intended time horizon may result in losses.

- **Cryptocurrency.** Cryptocurrency (example: Bitcoin, Ethereum) is a currency of exchange where there are no physical assets, but rather, holdings are maintained in ledger form in a computerized database. Risks associated with cryptocurrency are significant, in that cryptocurrency is not regulated by any authority, and in fact, is not a tangible asset and has no physical properties. Accordingly, investments in cryptocurrency carry a high degree of risk.

- **REITS.** AWP may recommend that portions of client portfolios be allocated to real estate investment trusts, otherwise known as “REITs”. A REIT is an entity, typically a trust or corporation, that accepts investments from a number of investors, pools the money, and then uses that money to invest in real estate through either actual property purchases or mortgage loans. While there are some benefits to owning REITs, which include potential tax benefits, income and the relatively low barrier to invest in real estate as compared to directly investing in real estate, REITs also have some increased risks as compared to more traditional investments such as stocks, bonds, and mutual funds. First, real estate investing can be highly volatile. Second, the specific REIT chosen may have a focus such as commercial real estate or real estate in a given location. Such investment focus can be beneficial if the properties are successful but lose significant principal if the properties are not successful. REITs may also employ significant leverage for the purpose of purchasing more investments with fewer investment dollars, which can enhance returns but also enhances the risk of loss. The success of a REIT is highly dependent upon the manager of the REIT. Clients should ensure they understand the role of the REIT in their portfolio.

- **Non-Public REIT.** Non-public REIT investments can be very difficult to sell, it is therefore advisable for investors to avoid buying non-public REITs with money they may need in the near future. Non-public REITs do not trade on a public exchange; therefore, it can be difficult for investors to determine the true value of their REIT shares. Non-public REITs can also have higher up-front fees than publicly traded REITs.

- **Private Placements.** Clients should know there are additional risks related to private placements. These include risks that the other manager is not as qualified as AWP or the client believes them to be, that the investments they use are not as liquid as AWP would normally use in your portfolio, or that their risk management guidelines are more liberal than AWP would normally employ. AWP will discuss client directed private placements with clients but will not recommend private placements to clients.

C. Security Types

Subject to AWP’s investment screening process, AWP recommends stocks, bonds, mutual funds and ETFs. Most mutual funds recommended will tend to be “niche” funds where AWP believes the benefits of active management by the mutual fund manager should be most realized.

ITEM 9: DISCIPLINARY INFORMATION

There are no disciplinary items to report.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. Broker-dealer

Neither the principal of AWP, nor any related persons are registered, or have an application pending to register, as a broker dealer or as an associated person of the foregoing entities.

B. Futures Commission Merchant/Commodity Trading Advisor

Neither AWP nor the principals of AWP, nor any related persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

C. Relationship with Related Persons

This item is not applicable, as AWP has no relationships with related persons in the financial services industry that would pose a conflict of interest.

D. Recommendations of Other Advisers

For clients with a portion of their assets managed by a third-party manager, such manager will charge a separate and additional fee for their services. AWP will debit the entire fee and forward a portion of that fee to the manager. Under the Advisers Act, this latter arrangement is seen as creating a “solicitor” relationship. However, clients should understand that AWP is not a sales agent on behalf of any third-party manager, and can, under the discretionary agreement signed by the client, hire and fire these managers.

The use of a third-party manager may present a conflict of interest, in that it is possible that different managers may have different fee arrangements that may make allocating to one manager more advantageous from a financial perspective than another for AWP. We attempt to mitigate this conflict by disclosing it in this Brochure and reminding all employees of their fiduciary duty to clients.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

A. A copy of our Code of Ethics is available upon request. Our Code of Ethics includes discussions of our fiduciary duty to clients, political contributions, gifts, entertainment, and trading guidelines.

B. This item is not applicable. AWP does not recommend to clients that they invest in any security in which AWP, or any principal thereof has any financial interest.

C. On occasion, an employee of AWP may purchase for his or her own account securities which are also recommended for clients. Our Code of Ethics details rules for employees regarding personal trading and avoiding conflicts of interest related to trading in one's own account. To avoid placing a trade before a client (in the case of a purchase) or after a client (in the case of a sale), all employee trades must be reviewed by the Compliance Officer. All employee trades must either take place in the same block as a client trade or sufficiently apart in time from the client trade, so the employee receives no added benefit. Employee statements are reviewed to confirm compliance with the trading procedures.

D. On occasion, an employee of AWP may purchase for his or her own account securities which are also recommended for clients at the same time the clients purchase the securities. Our Code of Ethics details rules for employees regarding personal trading and avoiding conflicts

of interest related to trading in one's own account. To avoid placing a trade before a client (in the case of a purchase) or after a client (in the case of a sale), all employee trades must be reviewed by the Compliance Officer. All employee trades must either take place in the same block as a client trade or sufficiently apart in time from the client trade, so the employee receives no added benefit. Employee statements are reviewed to confirm compliance with the trading procedures.

ITEM 12: BROKERAGE PRACTICES

A. Recommendation of Broker-Dealer

AWP does not maintain custody of client assets, though AWP may be deemed to have custody if a client grants AWP authority to debit fees directly from their account (see Item 15 below). Assets will be held with a qualified custodian, which is typically a bank or broker-dealer. AWP recommends that investment accounts be held in custody by Schwab Advisor Services ("Schwab"), which is a qualified custodian. AWP is independently owned and operated and is not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when AWP instructs them to, which AWP does in accordance with its agreement with you. While AWP recommends that you use Schwab as custodian/broker, you will decide whether to do so and will open your account with Schwab by entering into an account agreement directly with them. AWP does not open the account for you, although AWP may assist you in doing so. Even though your account is maintained at Schwab, we can still use other brokers to execute trades for your account as described below (see "Your brokerage and custody costs").

How we select brokers/custodians

We seek to [select/recommend/use] a custodian/broker that will hold your assets and execute transactions on terms that are, overall, most advantageous when compared with other available providers and their services. We consider a wide range of factors, including both quantitative (Ex: costs) and qualitative (execution, reputation, service) factors. We do not consider whether Schwab or any other broker-dealer/custodian, refers clients to AWP as part of our evaluation of these broker-dealers.

Your brokerage and custody costs

For our clients' accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. In addition to commissions, Schwab charges you a flat dollar amount as a "prime broker" or "trade away" fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Schwab execute most trades for your account. We have determined that having Schwab execute most trades is consistent with our duty to seek "best execution" of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see "How we select brokers/custodians").

Products and services available to us from Schwab

Schwab Advisor Services™ (formerly called Schwab Institutional®) is Schwab's business serving independent investment advisory firms like AWP. They provide AWP and our clients with access to its institutional brokerage services (trading, custody, reporting, and related services), many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help AWP manage or administer our clients' accounts, while others help AWP manage and grow our business. Schwab's support services are generally available on an unsolicited basis (we don't have to request them) and at no charge to AWP. Following is a more detailed description of Schwab's support services:

Services that benefit you

Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit you and your account.

Services that may not directly benefit you.

Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that Provide access to client account data (such as duplicate trade confirmations and account statements)

- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of our fees from our clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting

Services that generally benefit only us.

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

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

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits, such as occasional business entertainment for our personnel.

Our interest in Schwab's services

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services. These services are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody. We may have an incentive to recommend that you maintain your account with Schwab, based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services (see "How we select brokers/ custodians") and not Schwab's services that benefit only us.

We do not consider whether Schwab or any other broker-dealer/custodian, refers clients to AWP as part of our evaluation of these broker-dealers.

B. Aggregating Trades

Commission costs per client may be lower on a particular trade if all clients in whose accounts the trade is to be made are executed at the same time. This is called aggregating trades. Instead of placing a number of trades for the same security for each account, we will, when appropriate, execute one trade for all accounts and then allocate the trades to each account after execution. If an aggregate trade is not fully executed, the securities will be allocated to client accounts on a *pro rata* basis, except where doing so would create an unintended adverse consequence (For example, if a *pro rata* division would result in a client receiving a fraction of a share, or a position in the account of less than 1%.) Schwab does not provide AWP clients with a decreased commission rate for aggregated trades.

ITEM 13: REVIEW OF ACCOUNTS

A. All accounts will be reviewed by a senior professional on at least an annual basis.

B. It is expected that market conditions, changes in a particular client's account, or changes to a client's circumstances will trigger an additional review.

C. Clients will receive written reports (which may be delivered, with client consent, electronically via AWP's web portal) on at least a quarterly basis which will include information related to portfolio performance, the market conditions during the quarter and future market outlook.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

A. Economic Benefit Provided by Third Parties for Advice Rendered to Client.

AWP receives an economic benefit from Schwab in the form of the support products and services it makes available to AWP and other independent investment advisors whose clients

maintain their accounts at Schwab. These products and services, how they benefit the firm, and the related conflicts of interest are described above (see Item 12—Brokerage Practices). The availability of Schwab's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

B. Compensation to Non-Advisory Personnel for Client Referrals.

AWP does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

ITEM 15: CUSTODY

AWP deducts fees from client accounts, and thus has limited custody. Clients whose fees are directly debited will provide written authorization to debit advisory fees from their accounts held by a qualified custodian chosen by the client. You will receive account statements directly from Schwab at least quarterly. They will be sent to the email or postal mailing address you provided to Schwab. You should carefully review those statements promptly when you receive them.

We encourage clients to carefully review the statements and confirmations sent to them by their custodian, and to compare the information on your quarterly report prepared by AWP against the information in the statements provided directly from Schwab. Please alert us of any discrepancies.

ITEM 16: INVESTMENT DISCRETION

Please see Item 8, which describes AWP's approach to asset management.

AWP manages accounts on a discretionary basis. This means that AWP will make decisions and implement those decisions to buy, sell or hold securities, cash, or other investments without consulting with the client before implementation. This discretion is limited, in that we will only implement recommendations that meet a client's investment objectives. Clients will be required to execute an agreement with AWP and account opening documents with the custodian granting a limited power of attorney to AWP for the purpose of trading in the account. As discussed in Item 8, clients may place reasonable restrictions on the management of their accounts.

ITEM 17: VOTING CLIENT SECURITIES

A. Copies of our Proxy Voting Policies are available upon request.

From time to time, shareholders of stocks, mutual funds, exchange traded funds or other securities may be permitted to vote on various types of corporate actions. Examples of these actions include mergers, tender offers, or board elections. Clients are required to vote proxies related to their investments, or to choose not to vote their proxies. AWP will not accept authority

to vote client securities, even if the client checks a box on the custodian's account forms indicating proxies should be sent to AWP.

B. Clients will receive their proxies directly from the custodian for the client account. AWP will not give clients advice on how to vote proxies.

ITEM 18: FINANCIAL INFORMATION

AWP does not require the prepayment of fees more than six (6) months or more in advance and therefore has not provided a balance sheet with this brochure.

There are no material financial circumstances or conditions that would reasonably be expected to impair our ability to meet our contractual obligations to our clients.