

WE Alliance Wealth Advisors Inc. Firm Brochure - Form ADV Part 2A

This brochure provides information about the qualifications and business practices of WE Alliance Wealth Advisors Inc. If you have any questions about the contents of this brochure, please contact us at (916) 325-0130 or by email at: terry@weriaadvisors.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about WE Alliance Wealth Advisors Inc. is also available on the SEC's website at www.adviserinfo.sec.gov. WE Alliance Wealth Advisors Inc.'s CRD number is: 175405.

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

Version Date: March 12, 2024

Item 2: Material Changes

The material changes in this brochure from the last annual updating amendment of WE Alliance Wealth Advisors Inc. on 02/4/2023 are described below. Material changes relate to WE Alliance Wealth Advisors Inc.'s policies, practices, or conflicts of interests.

- There has been a material change regarding the type of management fee that clients are charged.
- WE Alliance Wealth Management no longer charges a wrap fee.
- WE Alliance updated Item 10 to disclose that an employee is a licensed insurance agent.
- Item 12 has been updated to disclose Charles Schwab & Co., Inc., as an additional custodian.
- Item 4 has been updated to disclose the firm's relationship with Pontera.

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Item 4: Advisory Business

A. Description of the Advisory Firm

WE Alliance Wealth Advisors Inc. (hereinafter "WE Alliance") is a Corporation organized in the State of Nevada. The firm was formed in January 2015, and the principal owner is Terry Dean Wheeler. This firm's history and roots trace back over 30 years to 1992 when its principal began in the Investment Advisory Industry.

B. Types of Advisory Services

Portfolio Management Services

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

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

WE Alliance evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

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

Financial Planning

Financial plans and financial planning may include, but are not limited to: investment planning; life insurance; tax concerns; retirement planning; college planning; and debt/credit planning.

In offering financial planning, a conflict exists between the interests of the investment adviser and the interests of the client. The client is under no obligation to act upon the investment adviser's recommendation, and, if the client elects to act on any of the recommendations, the client is under no obligation to effect the transaction through the investment adviser.

Held Away Assets – Pontera

We use a third party platform to facilitate management of held away assets such as defined contribution plan participant accounts, with discretion. The platform allows us to avoid being considered to have custody of Client funds since we do not have direct access to Client log-in credentials to affect trades. We are not affiliated with the platform in any way and receive no compensation from them for using their platform. For clients who choose to participate in this program, a link will be provided allowing them to connect an account(s) to the platform. Once Client account(s) is connected to the platform, Adviser will review the current account allocations. When deemed necessary, Adviser will rebalance the account considering client investment goals and risk tolerance, and any change in allocations will consider current economic and market trends. The goal is to improve account performance over time, minimize loss during difficult markets, and manage internal fees that harm account performance. For any accounts opened through this channel, the portfolio management fees apply (see Exhibit 1. Fee Schedule for more details). The portfolio management fees incurred by the outside account will be billed separately to an account in which we have a written agreement in place giving us the ability to withdraw management fees from directly. If no such separate account exists, an invoice will be sent to the account owner to pay the fee directly.

Services Limited to Specific Types of Investments

WE Alliance generally limits its investment advice to mutual funds, fixed income securities, real estate funds (including REITs), insurance products including annuities, equities, ETFs (including ETFs in the gold and precious metal sectors), treasury inflation protected/inflation linked bonds, commodities, non-U.S. securities, venture capital funds and private placements. WE Alliance may use other securities as well to help diversify a portfolio when applicable.

C. Client Tailored Services and Client Imposed Restrictions

WE Alliance will tailor a program for each individual client. This will include an interview session to get to know the client's specific needs and requirements as well as a plan that will be executed by WE Alliance on behalf of the client. WE Alliance may use "model portfolios" together with a specific set of recommendations for each client based on their personal restrictions, needs, and targets. WE Alliance will employ tax efficient strategies; thus current and future anticipated income tax brackets are incorporated. Clients may not impose

restrictions in investing in certain securities or types of securities in accordance with their values or beliefs.

D. Assets Under Management

WE Alliance has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$195,716,589	\$1,071,492	December 2023

Item 5: Fees and Compensation

Lower fees for comparable services may be available from other sources.

A. Fee Schedule

Portfolio Management Fees

WE Alliance participates in asset-based portfolio management fees. The fee schedule is set forth below:

Total Assets Under Management	Annual Fee (Progressive)
First \$0 - \$250,000	1.25%
Next \$250,001-\$1,000,000	1.00%
Above \$1,000,000	0.75%
Above \$2,500,000	0.50%

These fees are generally negotiable, and the final fee schedule is attached as Exhibit I of the Investment Advisory Contract. Clients may terminate the agreement without penalty for a full refund of WE Alliance's fees within five business days of signing the Investment Advisory Contract. Thereafter, clients may terminate the Investment Advisory Contract generally with 30 days' written notice.

WE Alliance uses an average of the daily balance in the client's account throughout the billing period, after taking into account deposits and withdrawals, for purposes of determining the market value of the assets upon which the advisory fee is based.

Financial Planning Fees

Clients may terminate the agreement without penalty for a full refund of WE Alliance's fees within five business days of signing the Financial Planning Agreement. Thereafter, clients may terminate the Financial Planning Agreement generally upon written notice.

Fixed Fees

The negotiated fixed rate for creating client financial plans is between \$495 and \$10,000. Fees are charged 100% in advance, but never more than six months in advance.

Hourly Fees

The negotiated hourly fee for these services is between \$50 and \$300. Fees are charged in arrears upon completion.

B. Payment of Fees

Payment of Portfolio Management Fees

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

Payment of Financial Planning Fees

Financial planning fees are paid via check and wire.

Fixed financial planning fees are paid 100% in advance, but never more than six months in advance.

Hourly financial planning fees are paid in arrears upon completion.

C. Client Responsibility For Third Party Fees

In addition to the portfolio management fees paid to WE Alliance, clients may also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions (collectively "Financial Institutions"). These additional charges may include securities brokerage commissions, transaction fees, custodial fees, fees charged by the Independent Managers, charges imposed directly by a mutual fund or ETF in a client's account, as disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

D. Prepayment of Fees

WE Alliance collects certain fees in advance and certain fees in arrears, as indicated above. Refunds for fees paid in advance will be returned within fourteen days to the client via check, or return deposit back into the client's account.

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

E. Outside Compensation For the Sale of Securities to Clients

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

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

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

Item 7: Types of Clients

WE Alliance generally provides advisory services to the following types of clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals

Minimum Account Size

There is a \$500,000 minimum for WE Alliance's services, but this minimum can be waived at WE Alliance's discretion.

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

A. Methods of Analysis and Investment Strategies

Methods of Analysis

WE Alliance's methods of analysis include fundamental analysis and modern portfolio theory with a bias toward a more institutional style of investing.

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

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

Investment Strategies

WE Alliance uses long term trading and options trading (including covered options, uncovered options, or spreading strategies).

WE Alliance may recommend unusually risky investments to clients. For example: Options but they are used to structure portfolios and bring down overall risk. Additionally, we take on illiquidity risk to increase returns.

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

B. Material Risks Involved

Methods of Analysis

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

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

Investment Strategies

WE Alliance 's use of options trading generally holds greater risk, and clients should be aware that there is a material risk of loss using any of those strategies.

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

Options transactions involve a contract to purchase a security at a given price, not necessarily at market value, depending on the market. This strategy includes the risk that an option may expire out of the money resulting in minimal or no value, as well as the possibility of leveraged loss of trading capital due to the leveraged nature of stock options.

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

Epidemics, Pandemics, Outbreaks of Disease and Public Health Issues. Our business activities could be materially adversely affected by pandemics, epidemics and outbreaks of disease in Asia, Europe, North America and/or globally or regionally, such as COVID-19, Ebola, H1N1 flu, H7N9 flu, H5N1 flu, Severe Acute Respiratory Syndrome (SARS), and/or other epidemics, pandemics, outbreaks of disease, viruses and/or public health issues. Specifically, COVID-19 has spread (and is currently spreading) rapidly around the world since its initial emergence in China in December 2019 and has severely negatively affected (and may continue to materially adversely affect) the global economy and equity markets (including, in particular, equity markets in Asia, Europe and the United States). Although the long-term effects or consequences of COVID-19 and/or other epidemics, pandemics and outbreaks of disease cannot currently be predicted, previous occurrences of other pandemics, epidemics and other outbreaks of disease, such as H5N1 flu, H1N1 flu, SARS and the Spanish flu, had a material adverse effect on the economies and markets of those countries and regions in which they were most prevalent. Any occurrence or recurrence (or continued spread) of an outbreak of any kind of epidemic, communicable disease or virus or major public health issue could cause a slowdown in the levels of economic activity generally (or cause the global economy to enter into a recession or depression), which would adversely affect the business, financial condition and operations of the Adviser. Should these or other major public health issues, including pandemics, arise or spread farther (or continue to spread or materially impact the day to day lives of persons around the globe), the Adviser could be adversely affected by more stringent travel restrictions, additional limitations on the Adviser's operations or business and/or governmental actions limiting the movement of people between regions and other activities or operations (or to otherwise stop the spread or continued spread of any disease or outbreak).

C. Risks of Specific Securities Utilized

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

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

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

Fixed income investments generally pay a return on a fixed schedule, though the amount of the payments can vary. This type of investment can include corporate and government debt securities, leveraged loans, high yield, and investment grade debt and structured products, such as mortgage and other asset-backed securities, although individual bonds may be the best known type of fixed income security. In general, the fixed income market is volatile and fixed income securities carry interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities.) Fixed income securities also carry inflation risk, liquidity risk, call risk, and credit and default risks for both issuers and counterparties. The risk of default on treasury inflation protected/inflation linked bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal. Risks of investing in foreign fixed income securities also include the general risk of non-U.S. investing described below.

Exchange Traded Funds (ETFs): An ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance. Precious Metal ETFs (e.g., Gold, Silver, or Palladium Bullion backed “electronic shares” not physical metal) specifically may be negatively impacted by several unique factors, among them (1) large sales by the official

sector which own a significant portion of aggregate world holdings in gold and other precious metals, (2) a significant increase in hedging activities by producers of gold or other precious metals, (3) a significant change in the attitude of speculators and investors.

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

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

Private placements carry a substantial risk as they are subject to less regulation than are publicly offered securities, the market to resell these assets under applicable securities laws may be illiquid, due to restrictions, and the liquidation may be taken at a substantial discount to the underlying value or result in the entire loss of the value of such assets.

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

Commodities are tangible assets used to manufacture and produce goods or services. Commodity prices are affected by different risk factors, such as disease, storage capacity, supply, demand, delivery constraints and weather. Because of those risk factors, even a well-diversified investment in commodities can be uncertain.

Options are contracts to purchase a security at a given price, risking that an option may expire out of the money resulting in minimal or no value. An uncovered option is a type of options contract that is not backed by an offsetting position that would help mitigate risk. The risk for a "naked" or uncovered put is not unlimited, whereas the potential loss for an uncovered call option is limitless. Spread option positions entail buying and selling multiple options on the same underlying security, but with different strike prices or expiration dates, which helps limit the risk of other option trading strategies. Option transactions also involve risks including but not limited to economic risk, market risk,

sector risk, idiosyncratic risk, political/regulatory risk, inflation (purchasing power) risk and interest rate risk.

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

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

Item 9: Disciplinary Information

A. Criminal or Civil Actions

There are no criminal or civil actions to report.

B. Administrative Proceedings

There are no administrative proceedings to report.

C. Self-regulatory Organization (SRO) Proceedings

There are no self-regulatory organization proceedings to report.

Item 10: Other Financial Industry Activities and Affiliations

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

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

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

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

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

Terry Dean Wheeler is a lawyer and from time to time, may offer clients advice or products from those activities via Strategic Wealth Legal Advisors, Inc. Clients should be aware that these services may involve a conflict of interest. WE Alliance always acts in the best interest of the client and clients are in no way required to utilize the services of any representative of WE Alliance in connection with such individual's activities outside of WE Alliance.

Certain supervised persons are licensed insurance agents. From time to time, they may offer clients advice or products from those activities through WE Alliance Insurance Solutions, Inc. an insurance agency under common control with WE Alliance. Clients should be aware that these services pay a commission or other compensation and involve a conflict of interest, as commissionable products conflict with the fiduciary duties of a registered investment adviser. WE Alliance always acts in the best interest of the client; including the sale of commissionable products to advisory clients. Clients always have the right to decide whether or not to utilize the services of any WE Alliance representative in such individual's outside capacities.

Terry Dean Wheeler is licensed and may act as a real estate broker or mortgage loan originator and from time to time, may offer clients advice or products from those activities and clients should be aware that these services may involve a conflict of interest. WE Alliance always acts in the best interest of the client and clients are in no way required to utilize the services of any representative of WE Alliance in connection with such individual's activities outside of WE Alliance.

Terry Dean Wheeler is a licensed insurance agent. This activity creates a conflict of interest since there is an incentive to recommend insurance products based on commissions or other benefits received from the insurance company, rather than on the client's needs. Additionally, the offer and sale of insurance products by supervised persons of WE RIA Advisors are not made in their capacity as a fiduciary, and products are limited to only those offered by certain insurance providers. WE RIA Advisors addresses this conflict of interest by requiring its supervised persons to act in the best interest of the client at all times, including when acting as an insurance agent. WE RIA Advisors periodically reviews recommendations by its supervised persons to assess whether they are based on an objective evaluation of each client's risk profile and investment objectives rather than on the receipt of any commissions or other benefits. WE RIA Advisors will disclose in advance how it or its supervised persons are compensated and will disclose conflicts of interest involving any advice or service provided. At no time will there be tying between business practices and/or services (a condition where a client or prospective client would be required to accept one product or service conditioned upon the selection of a second, distinctive tied product or service). No client is ever under any obligation to purchase any insurance product. Insurance products recommended by WE RIA Advisors' supervised persons may also be available from other providers on more favorable terms, and clients can purchase insurance products recommended through other unaffiliated insurance agencies.

Terry Dean Wheeler is the manager of WE Alliance Tactical Managers, LLC, the general partner of WE Alliance Tactical Holdings, LLC, a private equity fund. WE Alliance will recommend investments in this private fund to those clients for which investment in the fund

is suitable. This presents a conflict of interest in that WE Alliance or its related persons may receive more compensation from investment in the fund than from other investments. Nevertheless, WE Alliance acts in the best interest of the client consistent with its fiduciary duties and clients are not required invest in the private fund if they do not wish to do so.

Terry Dean Wheeler is the manager of WE Alliance Strategic Management Services, LLC, the general partner of four different private funds; WE Alliance Secured Income Fund, LLC, WE Alliance Structured Active Allocation Growth Fund, LLC, WE Alliance Structured Strategies Stock Allocations Fund, LLC, and WE Alliance Real Estate and Distressed Debt Opportunity Fund, LLC. WE Alliance will recommend investments in these private funds to those clients for which investment in the funds is suitable. This presents a conflict of interest in that WE Alliance or its related persons may receive more compensation from investment in the funds than from other investments. Nevertheless, WE Alliance acts in the best interest of the client consistent with its fiduciary duties and clients are not required invest in these private funds if they do not wish to do so.

WE Alliance Institutional, LLC is the holding company over WE Alliance Strategic Management Services, LLC and WE Alliance Tactical Managers, LLC.

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

WE Alliance may direct clients to third-party investment advisers. Clients will pay WE Alliance its standard fee in addition to the standard fee for the advisers to which it directs those clients. The fees will not exceed any limit imposed by any regulatory agency. WE Alliance will always act in the best interests of the client, including when determining which third-party investment adviser to recommend to clients. WE Alliance will ensure that all recommended advisers are exempt, licensed or notice filed in the states in which WE Alliance is recommending them to clients.

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

A. Code of Ethics

WE Alliance has a written Code of Ethics that covers the following areas: Prohibited Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. WE Alliance's Code of Ethics is available free upon request to any client or prospective client.

B. Recommendations Involving Material Financial Interests

Terry Dean Wheeler is the manager of WE Alliance Tactical Managers, LLC, the general partner of WE Alliance Tactical Holdings, LLC, a private equity fund. Terry Dean Wheeler is

also the manager of WE Alliance Strategic Management Services, LLC, the general partner of WE Alliance Secured Income Fund, LLC, WE Alliance Structured Active Allocation Growth Fund, LLC, WE Alliance Real Estate and Distressed Debt Opportunity Fund, LLC, and WE Alliance Structured Strategies Stock Allocations Fund, LLC. WE Alliance will recommend investments in these private funds to those clients for which investment in the funds is suitable.

C. Investing Personal Money in the Same Securities as Clients

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

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

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

Item 12: Brokerage Practices

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

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

WE Alliance will require clients to use Equity Trust Company and Charles Schwab & Co., Inc.

1. Research and Other Soft-Dollar Benefits

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

2. Brokerage for Client Referrals

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

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

WE Alliance may permit clients to direct it to execute transactions through a specified broker-dealer. If a client directs brokerage, then the client will be required to acknowledge in writing that the client's direction with respect to the use of brokers supersedes any authority granted to WE Alliance to select brokers; this direction may result in higher commissions, which may result in a disparity between free and directed accounts; and trades for the client and other directed accounts may be executed after trades for free accounts, which may result in less favorable prices, particularly for illiquid securities or during volatile market conditions. Not all investment advisers allow their clients to direct brokerage.

B. Aggregating (Block) Trading for Multiple Client Accounts

WE Alliance does aggregate or bunch the securities to be purchased or sold for multiple clients. This may result in less favorable prices, particularly for illiquid securities or during volatile market conditions. If WE Alliance buys or sells the same securities on behalf of more than one client, it might, but would be under no obligation to, aggregate or bunch, to the extent permitted by applicable law and regulations, the securities to be purchased or sold for multiple clients in order to seem more favorable prices, lower brokerage commissions or more efficient execution. In such case, WE Alliance would place an aggregate order with the broker on behalf of all such clients in order to ensure fairness for all clients; provided, however, that trades would be reviewed periodically to ensure that accounts are not systematically disadvantaged by this policy. WE Alliance would determine the appropriate number of shares to place with brokers and will select the appropriate brokers consistent with WE Alliance's duty to seek best execution, except for those accounts with specific brokerage direction (if any).

Item 13: Reviews of Accounts

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

All client accounts for WE Alliance's advisory services provided on an ongoing basis are reviewed at least annually by Terry D Wheeler, CEO with regard to clients' respective investment policies and risk tolerance levels. All accounts at WE Alliance are assigned to this reviewer.

All financial planning accounts are reviewed upon financial plan creation and plan delivery by Terry D Wheeler, CEO. There is only one level of review for financial planning, and that is the total review conducted to create the financial plan.

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

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

With respect to financial plans, WE Alliance's services will generally conclude upon delivery of the financial plan.

C. Content and Frequency of Regular Reports Provided to Clients

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

Each financial planning client will receive the financial plan upon completion.

Item 14: Client Referrals and Other Compensation

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

WE Alliance does not receive any economic benefit, directly or indirectly from any third party for advice rendered to WE Alliance's clients.

B. Compensation to Non – Advisory Personnel for Client Referrals

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

Item 15: Custody

When advisory fees are deducted directly from client accounts at client's custodian, WE Alliance will be deemed to have limited custody of client's assets. Clients will receive all account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy.

WE Alliance may also be deemed to have custody over the funds and securities invested in pooled investment vehicles that a related person to WE Alliance manages. Please see item 10C for a complete description.

Item 16: Investment Discretion

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

Item 17: Voting Client Securities (Proxy Voting)

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

Item 18: Financial Information

A. Balance Sheet

WE Alliance neither requires nor solicits prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore is not required to include a balance sheet with this brochure.

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

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

C. Bankruptcy Petitions in Previous Ten Years

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