



E V E R S P I R E

Client Brochure

(Form ADV Part 2A)

March 15, 2024

This brochure provides information about Everspire's qualifications and business practices. If you have questions about the brochure, please contact us at hello@everspire.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. Registration does not imply a certain level of skill or training. Provision of this brochure does not relieve Everspire of any other disclosure obligations the firm may have under federal or state law. Additional information about Everspire is available by searching the SEC website at <http://www.adviserinfo.sec.gov/> by firm name or CRD number (#222515).

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ITEM 2 – MATERIAL CHANGES

This section summarizes material changes to Everspire's ADV Part 2A (Firm Brochure) since the previous update (October 2023). Clients receive a summary of changes within 120 days of year-end and whenever the firm's practices change materially. A full copy of Everspire's most recent brochure may be requested at any time by contacting Roy Jones at 801-545-8706 or hello@everspire.com or by searching the SEC's website at www.adviserinfo.sec.gov by firm name or CRD number (#222515).

Wrap Fee Programs (Items 4, Item 5, and Item 12): Everspire updated the name of their Wrap Fee Program from e6 Portfolios to Everspire Wrap Fee Program.

Wrap Fee Programs (Items 4 and Item 10):

Everspire enhanced disclosures related to the Firm's wrap fee programs and added language about the wrap fee programs available by its affiliated adviser, E6 Portfolios. The Firm also updated disclosures of relevant conflicts due to its affiliation with E6 Portfolios. **Selection of Other Investment Advisers (Item 4):** Everspire periodically recommends the services of third party investment advisers to its clients to assist with investment management of their accounts. The Firm added a description of this practice and its due diligence review process.

Rollover Recommendations (Item 4): Everspire has clarified its policies and responsibilities regarding 401(k) and other retirement plan rollover recommendations.

Fees and Compensation (Item 5): Everspire updated the brochure to reflect that the firm now bills on cash.

Methods of Analysis (Item 8): Everspire added a description of its portfolio management process including the role of its Investment Committee. Disclosures were also added about securities lending feature that Everspire makes available in certain client accounts.

Everspire describes two cash management solutions offered through unaffiliated third-party financial institutions in which clients access cash management solutions through a network of banks.

The firm added cyber security disclosures.

Client Referrals (Item 14): Everspire added information about a referral arrangement in place with one of its supervised persons and their accounting business, Carefree Professional Practice Resources.

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ITEM 4 – ADVISORY BUSINESS

About Everspire

Aegis Wealth Group, LLC /dba “Everspire” was founded on October 25, 2005 by owners Roy Jones and Joshua Jones and registered as an independent RIA in 2015. Aegis has used the /dba “Everspire” since 2016. The firm is organized as a Limited Liability Company in the state of Utah and wholly owned by E6 Holdings, LLC.

As of February 28, 2024, Everspire managed \$156,248,000 in discretionary assets and \$89,800 in non-discretionary assets.

Everspire provides the following services to meet individual client retirement needs:

- 1. Wealth Management / Dedicated Advisor**
- 2. Financial Planning**

Wealth Management / Dedicated Advisor

A dedicated advisor will work with the client to analyze current investments, determine investment objectives and risk tolerance, and gather other relevant information about the client. The advisor will use this suitability information to research investment options, develop an investment strategy and risk score for the client, and then recommend a wrap program or other investment manager to implement the strategy. The advisor then monitors the wrap fee program or investment manager and provides periodic reporting. The advisor will be available to the client for consultation and advice and will offer to conduct a comprehensive wealth management review annually to evaluate the client’s current approach and recommend any advisable changes.

As part of this advisory service, advisors may help clients complete paperwork, research solutions, add discipline, increase entrepreneurship, improve processes, think creatively, add skill, and help the client implement a financial plan if one is in place. Advisors often coordinate and monitor progress with legal, accounting, tax, and other outside professionals; refer clients to needed services; remind clients of tasks and goals; provide debt management guidance; work to make the most of qualified plans; keep clients informed of opportunities and areas of concern; and act in other areas to promote positive outcomes.

Financial Planning

In the past, Everspire has provided Financial Planning to some of its clients. The firm continues to provide this service to some clients on a legacy basis. For new clients wishing to receive Financial Planning, Everspire refers clients to TomiPlan, an affiliated financial planning company that offers Financial Planning on a subscription basis. Because TomiPlan is affiliated due to shared ownership, the subscriptions that clients pay to TomiPlan benefit Everspire. Everspire advisors also receive compensation for referring clients to TomiPlan.

For legacy Financial Planning clients, Everspire’s approach is modelled on the process published by the Financial Planning Standards Board. It is a goals-based, liability-driven strategy, which means that



recommendations are based on estimating the cash flows needed to fund future liabilities (needs in retirement, liquidity requirements, etc) and preparing clients to meet future needs with the highest possible degree of probability.

Everspire advisors gather financial data; evaluate the client's individual needs, objectives, and risk tolerance; establish metrics for assessing progress; apply reasonable assumptions about inflation and expected return; and maintain a financial plan on an ongoing basis. Everspire's planning software continuously updates these assumptions and the advisor communicates with the client to adjust the plan in response to changing needs and economic conditions. The accuracy of the plan depends on information supplied by the client. Clients have ongoing access to their financial plan and to Everspire's planning technology for continuing guidance and evaluation of progress towards their financial goals.

Everspire Wrap Fee Program

Everspire sponsors the Everspire Wrap Fee Program. Advisors recommend the Wrap Fee Program to some of its clients when the Firm deems it to be in the best interest of the client. Because the Everspire Wrap Fee Program is affiliated with Everspire, Everspire benefits from compensation received by the program. Details of the Wrap program are disclosed in Everspire's Wrap Fee Program Brochure. Clients enrolled in Wrap Fee programs do not pay transaction expenses for accounts enrolled in the program, resulting in a lower overall cost for the client. Clients not enrolled in the Wrap Fee program are generally invested in the same portfolio models offered by the Wrap Fee program but must pay trading commissions incurred in their account. Advisors at Everspire do not receive additional compensation for recommending clients to Everspire's Wrap Fee Program.

E6 Portfolios' Wrap Fee Programs

Everspire's advisors can also recommend separate affiliated wrap fee programs managed and sponsored by the Firm's affiliated adviser, E6 Portfolios. These wrap fee programs are separate and distinct from the program managed directly by Everspire. The Firm would only recommend the wrap fee programs managed by E6 Portfolios (affiliated adviser) when it is in the best interest of the client.

Due to the different fee structures between the Everspire sponsored wrap fee program and those sponsored by E6 Portfolios, Everspire's advisors face a conflict of interest when deciding which wrap fee program(s) to recommend to their wealth management clients. Everspire recognizes that at times the Firm or its affiliated entities would earn more revenue by recommending one wrap fee program over another. This creates an incentive for Everspire to recommend a wrap fee program based on the compensation received, rather than on a client's needs and their best interests. The Firm mitigates this conflict by supervising the wrap fee programs recommended by its advisors and discloses this to clients in this Form ADV Brochure.

Investment Discretion

Everspire clients may or may not grant the firm discretionary trading authority and they should consult their advisory agreement to determine whether discretion is granted. Clients who do grant Everspire discretion give the firm authority to buy and sell publicly traded investments on behalf of the client in order to implement the investment model and risk score agreed upon with their advisor (see Item 16). In their

agreements executed with the qualified custodian, the client authorizes the custodian to follow Everspire's instructions concerning trading and other investment activity in the account on behalf of the client. Clients who participate in the Everspire Wrap Fee Program are required to grant Everspire discretionary trading authority. Please see the Everspire Wrap Fee Brochure and Client Fee Agreement for more information.

Clients may impose reasonable restrictions on the management of their Account and must communicate these restrictions to Everspire in writing. Everspire primarily allocates assets in mutual funds and ETFs and cannot guarantee that a security a client wishes to exclude is not held in a mutual fund that is owned by a Client.

Rollover Recommendations

As part of our wealth management services, Everspire may recommend that Clients withdraw the assets from their employer's retirement plan and roll the assets over to an individual retirement account ("IRA") that the Firm will manage on the Client's behalf. If Clients elect to roll the assets to an IRA that is managed by Everspire, we will charge an asset-based fee as set forth in the agreement the Client executed with our Firm. This is a conflict of interest because Everspire has an incentive to recommend a rollover for the purpose of generating fee-based compensation rather than solely based on the Client's needs. Clients are under no obligation to complete the rollover and/or have the assets in an IRA managed by Everspire.

Many employers permit former employees to keep their retirement assets in their company plan. Also, current employees can sometimes transfer assets out of their company plan before they retire or change jobs. In determining whether to complete the rollover to an IRA, Clients should consider the costs and benefits of: (1) Leaving the assets in their employer's (or former employer's) plan; (2) moving the funds to a new employer's retirement plan; 3) cashing out and taking a taxable distribution from the plan; and/or (4) rolling the funds into an IRA rollover account. Each of these options has advantages and disadvantages. Clients should speak with their CPA and/or tax attorney before making a change. Everspire's recommendations may include any of these options, depending on what we determine is in your best interest.

Everspire is held to the fiduciary duty standard under the Investment Advisers Act of 1940. Additionally, when we provide advice regarding a retirement plan account or an individual retirement account, we are also fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. As a fiduciary, Everspire is required to document the reason(s) for why the recommendation we made is in the Client's best interest.

Selection of Other Investment Advisers

In some cases, Everspire recommends other investment advisers to assist in managing Client assets when it is in the Client's best interest. The services provided by the third-party investment advisers can be arranged in either a sub-advisory capacity or through a direct relationship between Everspire's clients and the third-party adviser. The investment advisers recommended by Everspire include E6 Portfolios, an affiliated entity of the Firm as well as other non-affiliated third party investment advisers. For more information about Everspire's affiliation with E6 Portfolios and the associated conflict, please see Item 10 of this Brochure.



Everspire's discretionary authority to select and appoint other investment advisers is subject to the terms of each client's advisory agreement. The specific terms and conditions under which a client engages a third-party investment adviser can also be found in the client's written agreement with the third party. In addition to Everspire's Part 2A Brochure, clients may also receive the written disclosure documents of the third-party investment adviser they engage.

Consistent with its fiduciary duty to clients, Everspire conducts due diligence for each recommended third party investment adviser. The Firm evaluation can include a review of the investment adviser's disclosure documents, documents provided by the adviser, and third-party evaluations and analyses of the adviser if Everspire considers the third-party evaluator to be reputable.

Termination

Everspire or the client may end the advisory relationship at any time without penalty or fee by giving written notice to the other party. Clients should review their Advisory Agreement for further details. Clients enter into relationships with the account custodian directly and should review their agreement with the custodian for conditions related to terminating the agreement (such as transfer-out fees).

ITEM 5 – FEES AND COMPENSATION

Everspire clients are assessed a fee calculated as an annual percentage of assets under management according to the following tiered schedule:

Wealth Management / Dedicated Advisor

<u>Asset Range</u>			<u>Fee</u>
\$	-	to \$ 999,999	1.00%
	1,000,000	to 4,999,999	0.90%
	5,000,000	to 9,999,999	0.70%
	10,000,000	to 24,999,999	0.50%
	25,000,000	to 49,999,999	0.30%
	50,000,000	to 250,000,000	0.20%
	250,000,000	to 999,999,999	0.10%
	1,000,000,000	and above	0.02%

Clients receiving legacy services from Everspire (see Item 4 above) may pay different fees than those stated here. Clients should review their investment management agreements for more information; clients may switch to the new fee schedule by requesting an updated agreement.

Fee Calculation and Manner of Payment

Asset tiers are calculated and applied based on all assets in the client's household under management by Everspire. A "Client household" is generally limited to a person or a couple who share finances; Everspire reserves the right to determine the members of a client household.

Asset-based fees are calculated and deducted from the client's account(s) at the custodian. The amount due is calculated monthly in arrears. Advisory fees are not collected in advance. The monthly rate is calculated by multiplying the annual rate by the number of days in the previous month and dividing by 365. The monthly rate is then applied to the average daily balance of the account (including cash and accrued interest) during the month. The client's agreements with Everspire, as the sponsor of the Everspire Wrap Fee Program, and with their qualified custodian provide authorization to deduct management fees from the client's account directly and remit that fee to the firm. Everspire will send a bill to the qualified custodian indicating the amount of the fee to be paid. The custodian will send a statement to the client, at least quarterly, indicating the fee dispersed. Each time the fee is assessed, Everspire will make a statement available to the client showing the amount of the fee and how the fee was calculated. Everspire will disclose to clients their responsibility to verify the accuracy of the fee calculation.

In cases where an Everspire client works with a third-party investment advisor, the third-party investment advisor may calculate a Client's Everspire fee, deduct the fee from the Client's account, remit any amount due to Everspire, and provide the Client with a statement showing the amount remitted to Everspire and how that fee was calculated. Everspire is responsible for reviewing any billing activities performed by a third party and verifying their accuracy.

Everspire believes that its advisory fees are reasonable but the firm's fees may be more than the cost of purchasing comparable services separately or through other investment advisors. Fees are not negotiable but may be reduced for employees and employee friends and family members; some clients may pay a lower grandfathered rate because of a preexisting advisory agreement. Everspire bills on cash and cash equivalents, but does not bill on the value of margin debit balances, accrued interest, or unmanaged positions (as agreed with the client).

Other Costs

Custodians and/or broker-dealers generally charge commissions, transaction fees, custodial costs, and other fees for effecting securities transactions and maintaining client accounts.

These charges are separate from Everspire's management fee and are governed by the custodial agreement. Clients participating in Everspire's Wrap Fee Program do not bear commission costs. Non-wrap clients incur transaction costs at a rate they agree to with their account custodian. See Item 12 for more information on Brokerage Practices.

Certain investment products (such as mutual funds or ETFs) incur additional fund-level expenses borne by the client and described in full in the fund's prospectus.



Margin Costs

The custodians recommended by Everspire may make margin borrowing available to clients. Everspire does not actively recommend margin borrowing but advisors may discuss the benefits and costs of margin with clients and Everspire may facilitate margin borrowing if the client chooses to use margin. Margin borrowing incurs interest and other costs to the client that vary by custodian and as interest rates change. Everspire does not bill on margin balances and does not receive revenue from custodians related to margin borrowing and therefore has no incentive to recommend margin.

Insurance and Broker-Dealer Transactions

Everspire's Investment Advisor Representatives may be licensed insurance agents capable of recommending various insurance products through third-party relationships with insurance carriers.

Some Everspire Investment Advisor Representatives may be Registered Representatives of MHL Investments, Everspire's affiliated Broker-Dealer (see Items 10 and 12 below). As Broker-Dealer representatives, they can accept asset-based charges for the sale of alternative investments that are not publicly traded. They may receive service fees from mutual funds and annuities. This represents a conflict of interest because it may create an incentive to recommend products based on the compensation received, rather than on the client's needs. These conflicts are disclosed through delivery of this Form ADV Brochure.

Everspire addresses these conflicts by clearly disclosing advisor's dual roles and the inherent conflicts therein; limiting B/D Rep recommendations to products that are not available through the advisory platform; limiting recommendations to "no-load" mutual funds; waiving fees on packaged products that carry a commission, regardless of where it was purchased; not accepting 12b-1 fees in advisory accounts; and not participating in revenue sharing. Clients can also purchase insurance and investment products recommended by their Everspire-affiliated B/D Representative through a channel of their choice (including brokers or agents not affiliated with Everspire).

ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Everspire does not accept performance-based fees.

ITEM 7 – TYPES OF CLIENTS

Everspire serves individuals, families, businesses, charitable organizations, and retirement plans. Everspire's Financial Planning, advisory, and investment services do not have a formal minimum but we may consider overall relationship size before agreeing to work with a client.



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

Methods of Investment Analysis

Everspire constructs portfolios primarily consisting of mutual funds, ETFs, and individual stocks. The Firm's Portfolio Management team conducts thorough evaluation and due diligence on the securities selected for its investment portfolios. Everspire's Investment Committee provides oversight of the Firm's Portfolio Management team and approved investment strategies. In evaluating securities for the Firm's investment strategies, Everspire considers, among other things, the investment strategies of the funds, potential risks and returns (net of fees), as well as considerations among regarding the associated fund company. Additionally, the firm relies on experts including Chartered Financial Analysts (CFAs), research firms, and Nobel Prize winning economists for advice on asset allocation and security selection. The investment team relies on tools that include:

- Fundamental analysis of security, sector, and asset class characteristics
- Modern Portfolio Theory (MPT) best practices, including optimal allocation across asset classes and geographies, optimal index constitution, etc.
- Analysis of market and economic trends and conditions (GDP, interest rates, etc.)
- Investment vehicle characteristics, asset class coverage, performance, and cost

Everspire's Investment Committee

The Firm's Investment Committee is directed by Roy Jones (President) and Jason Lindquist (Director of Investments). The Investment Committee may include advisors or leadership from the third-party RIAs the firm works with, independent experts, and even clients as members or contributors. The committee meets as necessary, to discuss investment initiatives review Everspire's investment strategies, consider change to strategies, research priorities, and service providers as needed.

Securities Lending

Everspire may inform Clients of the option to lend their securities to short sellers through securities lending programs offered by the Firm's custodians. Clients must sign an agreement with their account's custodian to participate in their securities lending program. The main benefit of stock lending is its income potential. If the client's shares are loaned out—which may or may not happen based on market demand—they will earn interest, which will typically be split with the broker. Most brokerage, retirement, and trust accounts are eligible, and clients can terminate the agreement or sell the shares at any time, even if they're on loan.

When enrolled, shares loaned out may not be protected by SIPC. However, SEC rules require custodians to provide clients with U.S. Treasury or cash collateral in the same amount as the value of client shares to protect consumers in the unlikely event of default. When shares are lent



out, Clients forfeit their right to vote by proxy. Lending programs may increase the number of shares available in the market for short-selling which could potentially affect the price of the loaned security.

Cash Management Solutions

Everspire offers clients the option of obtaining cash management solutions from unaffiliated third-party financial institutions, specifically: StoneCastle Cash Management, LLC and Six Trees Capital, LLC (“the Institutions”). These institutions act as intermediaries to facilitate Clients’ access to cash management solutions through a network of banks. These intermediaries each charge a fixed basis point fee on the total balance of client deposits in their program and may also charge a minimum flat fee for smaller balances. Before any interest is paid into client accounts, the Institutions and certain unaffiliated third-party service providers take their fees out, and the net interest is then credited to clients’ accounts. Everspire excludes client assets that are in placed in the cash management solutions of these third parties when calculating its management fees.

Clients should understand that in rare circumstances, depending on interest rates and other economic and market factors, the yields on cash management solutions could be lower than the aggregate fees and expenses charged by the Institutions. Consequently, in these rare circumstances, a client could experience a negative overall investment return with respect to those cash investments. However, it might still be reasonable for a client to participate in the cash management programs of the Institutions if a client prefers the FDIC insurance protection offered through these programs rather than at other financial institutions with no FDIC insurance.

Everspire does not receive any compensation from the Institutions referenced above or their network of banks for providing access to the cash management solutions to our clients.

Investing Risks

Investing in securities involves risk of loss that clients should be prepared to bear. Securities are not FDIC insured and have no bank guarantee. All of Everspire’s strategies involve some element of risk. Stocks may decline in value or may not appreciate enough to meet expectations. The rate of return on low-risk investments may not exceed inflation. The value of a bond portfolio may decline if interest rates rise, credit-worthiness declines, or if bonds default or cease payment of dividends. Investing strategies based on particular investing philosophies (“Growth,” “Value”) rely on historical data to make assumptions about future market behavior. These historical patterns and investment metrics may not have predictive value. Financial planning assumptions about a client’s expected costs or investment returns may be inaccurate. Liability-driven planning and investment strategies are not guaranteed to provide adequate future funding.

Micro- and Small-Cap Risk



Micro- and Small-Cap companies have specific risks. Small companies may be in an early stage of development or have an untested business model; future business may depend on in-process research and development; they may come into competition with larger companies with greater resources; their business may depend on a single company or industry; their shares may be illiquid; or credit may not be as easily available.

Foreign and Emerging Market Risks

Investing in foreign equity markets entails certain risks which increase as a nation's level of development decreases. These may include limits on publicly available information; difficulty in comparing accounting standards; insufficient government supervision of markets; limited liquidity; higher brokerage costs and delays; higher tax and other withholdings; political instability, war, or expropriation of assets; social and financial instability; difficulty in obtaining legal judgments in non-US courts; foreign currency risk; and currency conversion costs.

Mutual Fund & ETF Risks

Mutual fund and ETF shareholders are subject to product-specific risks. Risks may stem from the operations of the fund issuers. Clients invested in different funds with similar holdings may reduce the benefits of diversification for the investor (fund overlap). Mutual funds realize and distribute capital gains to investors and these gains may not be optimized. Mutual fund trading prices may differ significantly from the fund's net asset value (NAV) during market volatility, which may lead to the fund's shares trading at a premium or discount.

ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV but inefficiencies or volatile markets may cause the shares to trade at a premium or discount to their NAV. There is no guarantee that a liquid secondary market for ETF shares will develop or continue to exist, leaving shareholders no way to dispose of such shares.

Cybersecurity Risk

The computer systems, networks, and devices used by Everspire and our service providers to carry out routine business operations employ a variety of protections designed to prevent damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches. Despite the various protections utilized, systems, networks, or devices potentially can be breached. A client could be negatively impacted as a result of a cybersecurity breach. Cybersecurity breaches can include unauthorized access to systems, networks, or devices; infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow, or otherwise disrupt operations, business processes, or website access or functionality.



Cybersecurity breaches can cause disruptions and impact business operations, potentially resulting in financial losses to a client; impediments to trading; the inability by us and other service providers to transact business; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs; as well as the inadvertent release of confidential information.

Similar adverse consequences could result from cybersecurity breaches affecting issuers of securities in which a client invests; governmental and other regulatory authorities; exchange and other financial market operators, banks, brokers, dealers, and other financial institutions; and other parties. In addition, substantial costs can be incurred by these entities in order to prevent any cybersecurity breaches in the future.

Margin Risk

Borrowing against the securities that a client owns in order to withdraw funds from an account or purchase additional securities ("margin borrowing") carries a high level of risk. Margin borrowing magnifies the gains or losses in the client's account. Margin borrowers rely on their account custodians for their line of credit. These custodians may increase margin interest rates at any time, may change margin maintenance requirements for any or all securities, or they may eliminate margin borrowing altogether. Any of these factors may force the client to liquidate holdings at an inopportune time and result in significant realized losses. Forced liquidations may have negative tax consequences for the client.

Disruptive Event Risk

Disruptive social and geopolitical events (pandemics, war, etc) may result in travel disruptions, quarantines, and reductions in consumer and productive activity. These impacts may cause economic disruption, market volatility, or disruptions to securities markets. Everspire has adapted its practices and established a business continuity plan to ensure that service to clients is not interrupted by disruptive events and the firm monitors and liaises with third-party vendors to ensure they are prepared to continue uninterrupted service in the face of disruption. Nevertheless, there is no guarantee that future pandemics or other disruptive events will not impact global markets or disrupt business functioning.

Securities Lending Risks

Lending securities in return for income carries risk. Securities that have been loaned out do not have SIPC protection. As a result there is a risk that if the borrower becomes insolvent they will not be able to replace the securities that have been lent. Although Custodians have strict requirements to maintain cash-equivalent collateral in the same amount as the value of the loaned shares, there is a risk that the custodian might allow the value of the collateral to fall below the value of the lent securities in which case the lender would suffer a loss. Similarly, the



lender might be exposed to reinvestment risk if they are forced to accept the cash collateral instead of the lent securities; the securities being lent may be delivered to the borrower before the collateral is received; or the lender's legal agreement with the Custodian might not provide full protection in the event of default. When shares are lent out, Clients forfeit their right to vote by proxy. Finally, there is a risk that lending programs may increase the number of shares available in the market for short-selling which could potentially affect the price of the loaned security.

ITEM 9 – DISCIPLINARY INFORMATION

There are no legal or disciplinary disclosures material to a client's consideration of Everspire.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

MHL Investments

M. H. LeBlang, Inc. (dba "MHL Investments" or "MHL") is a broker-dealer and a related person of Everspire. MHL Investments is a member of FINRA and the Securities Investor Protection Corporation (SIPC). Some Everspire representatives or employees ("Associates") are registered representatives of MHL. Additionally, Everspire and MHL are controlled by a common owner. Associates may receive standard sales commissions from sponsors of alternative investment products through MHL. All sales commissions are paid from the revenues of the product sponsors. MHL is also active as an insurance agency (see Item 5) so licensed agents may receive compensation for the sale of insurance products. This compensation through MHL is separate and distinct from Everspire's advisory revenue and from Everspire's wrap fee program.

These relationships with MHL create a conflict of interest because they may create an incentive to recommend investment products based on the compensation received. Measures to address these conflicts of interest are described in Item 5.

TomiPlan

Everspire believes that clients are best served when they have a financial plan. Everspire works with any qualified, credentialed financial planner that the client selects. Clients who do not already have a financial planner will be referred to TomiPlan if they are in need of Financial Planning services.

TomiPlan is an affiliated company under shared ownership, so Everspire has an incentive to recommend TomiPlan. Everspire also provides TomiPlan with investment data aggregation capabilities used by licensed TomiPlan partners to assist their mutual clients with financial planning services. Everspire mitigates this conflict of interest by prohibiting the sharing to, or



receiving of, revenue between Everspire and TomiPlan.

E6 Portfolios

E6 Portfolios is a Registered Investment Advisor and is affiliated with Everspire because both firms are under common ownership. E6 Portfolios provides investment management services to clients by building, maintaining, and implementing proprietary security models in client accounts. These models can be used alone or in combination to deliver a balance of risk and opportunity that corresponds to the client's investment objectives and risk tolerance. E6 Portfolios offers a range of investment strategies, ranging from very conservative (including cash management) to very aggressive. Everspire generally recommends that its clients use the advisory services provided by E6 Portfolios. The Firm recognizes this as a conflict of interest because the same ownership group benefits when Clients use E6 Portfolios. Pursuant to its fiduciary duty to Clients, Everspire only recommends that a client uses the services provided by E6 Portfolios when it is in the Client's best interest.

Everspire IARs do not receive any additional compensation for recommending e6Portfolios.

Synchrony Wealth Management

Some of our professionals are independent contractors that operate under their own DBA (doing business as) brand, but all advisory services are offered through Everspire. One such brand is Synchrony Wealth Management. Although Synchrony is not under shared ownership with Everspire or E6 Portfolios, Synchrony offers all investment advisory services through Everspire. Likewise, all individuals offering investment advisory services under the Synchrony brand do so as Investment Advisor Representatives of Everspire. If you engage with these professionals through Everspire, separate disclosure will be made to you regarding the capacity in which they are acting.

ITEM 11 – ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS, AND PERSONAL TRADING

Everspire has adopted a Code of Ethics in accordance with rules issued by the SEC under the Investment Advisers Act of 1940. The Code of Ethics contains provisions that, among other things:

- Set forth standards of conduct expected of advisory personnel;
- Safeguard material non-public information about clients and client transactions;
- Require access persons to report their personal securities transactions;
- Defines conflicts of interest and describes prohibited activities;
- Requires compliance with the broad antifraud provisions of the Advisers Act; and
- Adheres to the principles outlined in "Real Fiduciary Practices: Professional Conduct Guidance for Advisors," published by the Institute for the Fiduciary Standard.



Everspire's complete Code of Ethics is available upon request by contacting our office at hello@everspire.com.

Everspire advisors and related persons often invest in the same or similar securities to those that are held by clients. Most transactions of this type are mutual funds, which do not present trading conflicts of interest. ETF, stock, and bond transactions are less common but may present a conflict of interest because client trades in the security may affect the share price and create opportunities for "front running" and other abuses. To mitigate conflicts of interest, advisors and related persons are required to link securities accounts to the Everspire platform for supervision or report their transactions quarterly. Employee trades are reported to the firm and reviewed to ensure that Everspire clients are not disadvantaged by the trading activity.

Everspire and its associated persons do not recommend to or buy or sell for clients any securities in which the firm or its associated persons have a material financial interest.

ITEM 12 – BROKERAGE PRACTICES

Everspire recommends Fidelity Investments, Interactive Brokers, or Equity Advisor Solutions to clients as qualified custodian and broker-dealer for client transactions. For clients who wish to open 529 educational accounts, Everspire recommends My529, an educational savings plan sponsored and operated by the State of Utah. Everspire makes these recommendations based on evaluation of the Custodian's quality of execution, reliability, impartiality, service, capabilities, quality of technology, and reasonableness of cost in relation to comparable broker/dealers. Everspire monitors broker/dealer compensation and evaluates whether it is clients' interest to explore new custody options; furthermore, Clients who participate in the Everspire wrap program do not bear trading costs, typically one of the largest drivers of client cost at the broker/dealer. Everspire does not direct clients to broker-dealers due to soft dollar benefits.

Clients may choose an alternative broker/dealer to custody their assets; however, the alternative custodian may not approve Everspire on their platform and Everspire will consider relationship size before agreeing to work with the custodian

Qualified custodians provide Everspire and its clients access to institutional brokerage services including a range of investment products, execution of securities transactions, and custody of client assets. The investment products available through institutional platforms include some to which clients might not otherwise have access or that would require higher minimums by clients acting individually. These services directly benefit clients or their account(s) and they are made available on an unsolicited basis and at no charge to us or the client.

Qualified custodians also make available other products and services that benefit Everspire but may not directly benefit the client or their account(s) directly or at all. For example, the custodian may provide research resources that may be used to improve service to all or some client accounts, including accounts not maintained at the custodian providing the research.



Qualified custodians also provide software and other technology; support for third-party service providers; trade aggregation for multiple client accounts; market data; and assistance with back-office functions, recordkeeping, and client reporting.

Other services may help Everspire develop its business. These services might include educational conferences and events; technology, compliance, legal, and business consulting; publications and conferences on practice management; and access to employee benefits providers, human capital consultants, and insurance providers. Custodians may provide some of these services themselves or may arrange for third-party vendors to provide the services to Everspire at a discount or at no cost. These services are not contingent on Everspire committing any specific amount of business to the custodian in trading commissions or assets in custody, nor are they based on Everspire giving any particular investment advice or buying particular securities for clients. Access to some of these resources that do not directly benefit clients may play a part in Everspire's choice of custodians. Everspire addresses this conflict of interest by carefully vetting its custodians.

Everspire does not receive client referrals from its qualified custodians and the firm does not allow directed brokerage.

Everspire currently accepts discretion over a limited number of legacy accounts for clients not enrolled in the Everspire Wrap Fee Program. For these clients, Everspire aggregates client trades on a limited and best efforts basis. The bulk of client assets are invested in mutual funds which are not vulnerable to trading conflicts of interest. A smaller proportion of client trading is in done through ETFs or individual securities. These transactions are generally small in size and Everspire chooses securities with high daily trading volumes in order to minimize any potential inequities created by sequence of transaction. Other circumstances inherently preclude aggregation, such as client-directed liquidation or distribution of funds, new deposits arriving in only one account, etc. It is possible that these aggregation practices may result in less favorable execution for one client than another.

However, Everspire may use aggregated trading on a case-by-case basis where the same ETF or security is purchased or sold for more than one client at the same time. In cases where aggregated trading is used, a target trade size and allocation among client accounts will be established, the shares will be purchased or sold, an average price established, and the trade allocated among client accounts at the established average price. If it is not possible to buy or sell the planned number of shares, the partial trade will be allocated among clients proportionally according to the planned allocation. In some cases, Everspire may make use of aggregated trading more than once during a single trading day for the same security but for different groups of clients, resulting in different average prices.

Everspire recommends Everspire's Wrap Fee Program or E6 Portfolios Wrap Fee Program to clients for investments. Clients should consult the Wrap Brochure regarding their trading practices.



ITEM 13 – REVIEW OF ACCOUNTS

Clients with active financial plans have their plans maintained on an ongoing basis and their advisor requests that the client meet with them annually to review the plan (see Item 4 above). Clients without a financial plan have their investment goals and risk tolerance reviewed annually. Everspire requests that all clients meet with their advisor at least annually. All clients are required to apprise the firm of material changes in their personal, tax, or financial situation. Additional reviews may occur in response to cash inflows and outflows and evolving market and macroeconomic conditions. Everspire also reviews Wrap Fee and other investment program recommendations for performance and consistency with the selected investment strategy.

Everspire publishes a written statement for each client each month. Notification is delivered to the client and the statements are made available securely online and on a mobile app. This report shows a summary of activity (performance reporting), allocation information, detailed analytics, and a fee calculation and invoice. For Financial Planning clients, these reports include an assessment of the client's probability of success at meeting financial goals. Additionally, clients can publish a variety of custom reports on demand. Clients are encouraged to review these statements and promptly notify Everspire if there is a discrepancy.

Account custodians generate brokerage statements no less than quarterly. These statements are provided by the custodian to the client and list the account positions, activity, and the fees paid to Everspire. Trade confirmations are also sent unless they have been waived by the client. Clients are encouraged to compare their Everspire' report with their brokerage account statements provided by the custodian.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

The firm does not directly or indirectly compensate any person who is not a supervised person, nor receive any economic benefit from anyone other than a client for providing services to the firm's clients. Everspire pays dues to professional trade groups or associations which may provide a listing of their members, including Everspire and its IARs, to consumers who inquire. These organizations are not compensated by the sale of securities or assets under management.

Carefree Professional Practice Resources

Nathan Rockwell, CPA is one of Everspire's Investment Advisor Representatives. As such, he receives compensation when he refers Clients to Everspire. He is also the owner of Carefree Professional Practice Resources, LLC, a CPA firm. Everspire can at times, refer clients to Carefree Professional Practice Resources for accounting services. Everspire addresses this conflict of interest by recommending multiple CPA firms to Clients, not requiring Clients to use any particular CPA, and not accepting compensation from any CPA firm in exchange for referrals.



ITEM 15 – CUSTODY

Everspire will never take custody of client funds or securities. However, because Everspire withdraws advisory fees directly from client accounts, the firm is deemed by the SEC to have custody in a limited capacity. A qualified custodian sends account statements quarterly, or more frequent, to Everspire clients and clients should carefully review those statements.

As a courtesy to clients, Everspire monthly statements are capable of supporting a wide range of custodians, including accounts not advised by Everspire. The firm makes every effort to insure these consolidated statements are accurate but clients should compare them to the statements they receive from the qualified custodian.

ITEM 16 – INVESTMENT DISCRETION

Clients may or may not grant Everspire discretion. In cases where Everspire accepts discretionary authority to manage securities accounts on behalf of clients, the firm obtains prior written authorization from clients to determine the securities and quantity of securities to be bought and sold, the time of execution, the price at which the trades will be executed, and the broker/dealer to be used. The commission rate to be paid is determined by the Client's agreement with the Custodian for non-Wrap clients and for Clients in the Everspire Wrap Fee Program no commissions are paid by the Client. Everspire is not authorized to withdraw fees or transfer assets out of the account(s) without the written permission of the client.

Clients may establish reasonable restrictions on the investments in their portfolio (such as restricting the purchase of certain kinds of stocks) if agreed upon in advance with the Advisor. However, Everspire cannot guarantee that mutual funds and ETFs held by the client do not hold the restricted position. Unless otherwise agreed, in cases where a client grants discretion, the accounts a client transfers to Everspire will be liquidated and the proceeds reinvested in the strategy chosen by the client.

ITEM 17 – VOTING CLIENT SECURITIES

Everspire does not accept authority to vote Client securities. Clients will receive proxy voting information directly from their account custodian unless the client directs the custodian that they do not wish to receive those communications. Everspire does not generally provide information or recommendations to clients regarding specific proxy votes.

ITEM 18 – FINANCIAL INFORMATION

Everspire does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. Everspire does not have discretionary authority or custody of client funds or securities, or require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. Everspire has never been the subject of a bankruptcy petition.

