



E V E R S P I R E

Wrap Fee Program Brochure

(Form ADV Part 2A - Appendix 1)

March 20, 2024

This Form ADV Part 2A- Appendix 1 (“Wrap Fee Program Brochure”) provides information about the qualifications and business practices of Aegis Wealth Group, LLC DBA Everspire, LLC when offering services pursuant to a wrap program. The Wrap Fee Program Brochure is accompanied by Everspire’s Disclosure Brochure, which provides complete details on the business practices of the Advisor. If you did not receive the complete Everspire Brochure or you have questions about the contents of this Wrap Fee Program 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 as an investment advisor 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 and its Wrap Fee Program is available by searching the SEC website at www.adviserinfo.sec.gov by firm name or CRD number (#222515).

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ITEM 2 – MATERIAL CHANGES

This document summarizes material changes to Everspire’s Form ADV Part 2A (Wrap 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 Program Name (Item 1): Everspire updated the name of their Wrap Fee Program from the e6 Portfolios Wrap Fee Program to the Everspire Wrap Fee Program.

Use of an Investment Advisor Representative (Item 4): Everspire clarified that participants in Everspire’s Wrap Fee Program must work with an Investment Advisor Representative and receive Wealth Management services in order to participate in the Wrap Fee program.

Enhanced Disclosures and Affiliated Wrap Fee Program Disclosures (Items 4): 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, as well as disclosing relevant conflicts due to its affiliation with E6 Portfolios.

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

Portfolio Manager Selection and Evaluation (Item 6): Everspire added a description of its portfolio management process including the role of its Investment Committee. Disclosures were also added about securities lending available for certain client accounts.

Third-Party Investment Advisers (Item 9): Everspire periodically recommends the services of third-party investment advisers to assist with investment management of their accounts. The Firm added a description of this and its due diligence review process.

Cash Management Solutions (Item 9): Everspire added disclosures related to Cash Management services offered through unaffiliated third-party financial institutions.

Referral Arrangements (Item 9): 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 – SERVICES, FEES, AND COMPENSATION

Wrap Fee Program

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

As of February 29, 2024, Aegis Wealth Group, LLC /dba Everspire managed \$156,248,000 in discretionary assets and \$89,800 in non-discretionary assets.

Everspire participates in and sponsors a Wrap Fee Program. Everspire’s wrap fee program offers clients investment management as well as transaction and clearing services for one inclusive fee. The Everspire Wrap Fee Program requires clients to grant the firm trading discretion over the accounts under management.

This Wrap Fee Program Brochure is provided along with Everspire’s complete Firm Brochure to provide full details of the business practices and fees when selecting Everspire as your investment advisor. This Wrap Fee Program Brochure references Everspire’s Firm Brochure to which this Wrap Fee Program Brochure serves as an Appendix. Please see Item 4 — Advisory Services of the Firm Brochure for details on Everspire’s investment philosophy and related services.

Everspire Wrap Fee Program Core Service:

Everspire builds, maintains, and implements 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.

Everspire’s investment models seek to optimize sources of expected return by tilting index-like portfolios toward companies with “value” characteristics, smaller companies, and companies with higher profitability. Everspire is also global, incorporating more exposure to international and emerging markets than most comparable strategies. Everspire generally uses fixed income as a source of stability in the portfolio and therefore generally prioritizes lower volatility over yield in selecting fixed income investments. Everspire offers variations on its core portfolio that range from very conservative to very aggressive. Everspire also offers cash management portfolios as well as models that account for illiquid, alternative, or real estate investments the client may hold elsewhere in the overall allocation.

Clients work with an advisor to determine an appropriate level of risk for their investments. Everspire offers advisory services to clients under a separate agreement and for a separate fee. Everspire’s Wrap Fee Program fees do not include advisory services of any kind.

When a client agrees to work with Everspire, they are required to complete a risk profile and provide it to the firm. They must also select an Everspire Wrap Fee Program investment strategy. They may do so in their initial advisory agreement or by communicating it to Everspire directly. The client may change their investment election at any time by communicating the change in writing.

In addition to providing and implementing investment models (our SMA service), Everspire also provides Unified Managed Account (UMA) services to the client. This includes placing investments with different risk profiles in the most tax-appropriate account type, managing realized and unrealized gains, managing cash allocations within a single account or across multiple accounts, and rebalancing across multiple accounts and account types. Some legacy Client agreements may separate services described above into SMA and UMA services and charge separately for each service or, in some cases, offer only SMA services. Clients should review their advisory agreement.

Everspire provides ongoing oversight to client portfolios. An investment committee reviews Everspire's model portfolios to assess performance and determine the best investments to use to meet the portfolios' goals. Everspire personnel directly manage client assets in the Everspire core program. The investment team reviews client accounts on an ongoing basis to ensure the portfolio conforms to model targets, invest and raise cash in the account as needed, identify tax gain/loss opportunities, determine whether rebalancing is necessary, and then set up and execute any needed trades.

E6 Portfolios' Wrap Fee Programs

Everspire's advisors can also recommend wrap fee programs managed and sponsored by the Firm's affiliated adviser, E6 Portfolios. These wrap fee programs are separate and distinct from the one 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.

Wrap Program Fees

Everspire offers its core services at the following rates:

Investment Management (SMA) and Unified Managed Account (UMA) Services

<u>Asset Range</u>			<u>Fee</u>
\$	-	to \$ 999,999	0.50%
	1,000,000	to 4,999,999	0.45%
	5,000,000	to 9,999,999	0.35%
	10,000,000	to 24,999,999	0.25%
	25,000,000	to 49,999,999	0.15%
	50,000,000	to 250,000,000	0.10%
	250,000,000	to 999,999,999	0.05%
	1,000,000,000	and above	0.01%

Clients receiving legacy services may pay different fees than those stated here. Clients should review their investment management agreements for more information and all clients may switch to the new fee schedule by requesting a new advisory agreement.

Fee Calculation and Manner of Payment

Asset tiers are calculated and applied based on all assets in the client's household that are 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 who is included in 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.

Because it is a Wrap Fee program, Everspire bears the cost of all transactions that take place in the client account, including trading commissions, mutual fund ticket charges, clearance, and any other transaction costs. Because Everspire bears transaction costs, the firm may have a financial incentive to trade less frequently in Wrap Fee Program accounts than would be beneficial to the client. Similarly, many custodians offer non-transaction fee funds or do not charge commissions on ETF or equity trades. Everspire has an incentive to purchase these investments for the client rather than investments that have a trading cost.

The Everspire Wrap Program may cost more or less than purchasing similar services separately from another firm. Relative cost depends on the cost of each service if provided separately, the comparative volume of trading, and the cost of trading, among other factors.

Clients bear the cost of management fees and other expenses imposed directly by mutual funds or exchange traded funds held by the client; spreads paid to market makers; and any fees agreed to directly with the account Custodian such as custodial, account, or wire fees.

Everspire Wrap Fee Program fees are not negotiable, although fees are reduced for employees and family. All fees received by the wrap program are paid to the portfolio manager, Everspire.

Relationship with Everspire

Everspire is a dba of Aegis Wealth Group, LLC. Everspire also offers and recommends that clients receive Wealth Management / Dedicated Advisor services through Everspire but does not require clients to do so. Any fees paid to Everspire for Wealth Management or investment management services benefit the Firm. Advisors at Everspire do not receive additional compensation for recommending clients to its Wrap Fee Program.

Investment Discretion

Clients grant Everspire discretionary trading authority in the account(s) so that the firm can implement the agreed-upon investment model. Discretion includes the authority to make all decisions to investigate, buy, sell, or hold securities, cash, or other publicly traded investments on behalf of the client at Everspire's sole discretion and without first consulting the client. In their agreements 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.

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 custodial agreement for conditions related to terminating the agreement.

Brokerage Practices

Everspire requires that clients use Fidelity Investments, Interactive Brokers, or Equity Advisor Solutions as their qualified custodian for its Wrap Fee Program. These recommendations are based on quality of execution, cost, reliability, impartiality, service, capabilities, and quality of technology. The Advisor does not direct clients to broker-dealers due to soft dollar benefits.

Qualified custodians provide access to institutional brokerage services including a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through institutional platforms might not otherwise be available to clients or would require a higher minimum investment by clients acting individually. These services directly benefit clients and they are made available on an unsolicited basis and at no charge to Everspire or the client.

Qualified custodians also make other products and services available to Everspire that may not directly benefit the client or their account(s). For example, the custodian can provide research resources 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; market data; and assistance with back-office functions, recordkeeping, and client reporting.

Custodians may provide or arrange services that help Everspire develop its business such as 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. 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, such as buying particular securities for clients. Access to some of these resources may play a part in Everspire's choice of custodians. Everspire addresses this conflict of interest by carefully vetting its custodians and providing clients a choice. Everspire does not receive client referrals from its qualified custodians.

Everspire aggregates client trades on a limited and best-efforts basis. Client assets are generally invested in mutual funds which are not vulnerable to trading conflicts of interest. Some client trading is 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 withdrawal 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.

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 is established, the shares are 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.

ITEM 5 – ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS

The Everspire Wrap Fee Program is currently offered to clients who use Interactive Brokers, Fidelity Investments, or Equity Advisor Solutions as their qualified custodian and broker/dealer.

The Everspire Wrap Program serves individuals, high net worth individuals, businesses, families, charitable organizations, and retirement plans. The Wrap Program does not have a formal minimum, but Everspire will consider overall relationship size before agreeing to work with a client.

ITEM 6 – PORTFOLIO MANAGER SELECTION AND EVALUATION

Aegis Wealth Group, LLC (/dba Everspire) is the Sponsor for the Wrap Fee Program. Everspire is the sole Portfolio Manager for the Wrap Fee Program, but Everspire will select an outside manager for the program if necessary. By managing client portfolios in-house, Everspire introduces a conflict of interest because the firm benefits financially from the portfolio management revenue. Everspire counteracts this conflict of interest by fully disclosing the conflict and not requiring clients to make use of Everspire's investment management services.

Related-person portfolio managers are evaluated by assessing the performance of Everspire strategies against relevant benchmarks. Everspire selects common industry benchmarks to assess the performance of the investment strategies it offers and calculates the performance of client accounts using industry standard methodologies. Presentations containing performance information are reviewed by Everspire for accuracy.

Supervised Persons

Everspire's Portfolio Management team serve as portfolio managers for all accounts under its Wrap Fee Program.

Everspire offers portfolio management services to its Wrap Fee Program participants as described in Item 4 above. Everspire's recommendations are limited to mutual funds, ETFs, and individual stocks in model portfolios.

Everspire's Wrap Fee Program offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. Clients can impose reasonable restrictions on the management of their account if communicated in writing. Everspire allocates assets to mutual funds and ETFs and cannot guarantee that a restricted security is not held in a mutual fund or ETF that is owned by a Client.

Because both the participant in and the sponsor of the Wrap Program are affiliated with Everspire all fees from the Everspire Wrap Fee program are effectively paid to Everspire.

Everspire does not accept performance-based fees.

Methods of Analysis and Investment Risks

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 asset class and geographical allocation, optimal index constitution, etc.;
- Market and macroeconomic conditions such as GDP, interest rates, etc.;
- Investment 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 place 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 e6Portfolio’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 or war; 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 underlying 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.

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. Everspire will not ask for nor accept voting authority for client securities (proxy voting).

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 7 – CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS

Everspire is the portfolio manager and sponsor of this wrap fee program and therefore will have immediate access to any client information collected.

ITEM 8 – CLIENT CONTACT WITH PORTFOLIO MANAGERS

Clients must work through their advisor when they have questions about their account or portfolio model.

ITEM 9 – ADDITIONAL INFORMATION

Disciplinary Action and Other Financial Industry Activities

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

Registration as a Broker/Dealer or Broker/Dealer Representative

M. H. LeBlanc, Inc. (dba "MHL Investments" or "MHL") is a broker-dealer and affiliated with Everspire. MHL Investments is a member of FINRA and the Securities Investor Protection Corporation (SIPC). Some of Everspire's representatives or employees ("Associates") are Registered Investment Advisors of E6 Portfolios and Everspire, Registered Representatives and agents of MHL, Principals of TomiPlan, and owners of some or all four companies. Dually registered Everspire associates can receive standard sales commissions from sponsors of alternative investment products through MHL Investments. All sales commissions are paid from the revenues of the product sponsors. MHL is also active as an insurance agency and some of Everspire's representatives, as licensed agents, may receive compensation for the sale of insurance products. This compensation through MHL is separate and distinct from Everspire's investment management revenue, and clients only pay once for services.

Registered Representatives of MHL or any other broker/dealer who works with Everspire may have an incentive to recommend investment products based on the variable compensation received. Everspire mitigates this conflict by limiting the offerings on the Everspire Platform to publicly traded securities for individuals licensed as a Registered Representative. As a result, Registered Representatives of any broker/dealer are prohibited from offering their clients insurance, private placements, interval funds, non-traded securities, and other illiquid investments through Everspire as a condition to access the Everspire platform. Everspire will also not work with third-party

Registered Investment Advisors who allow the sale of AUM-based insurance, private placements, and illiquid investments.

In combination, these policies mean that dually registered individuals who utilize Everspire should only receive commission revenue for the portion of their portfolio comprised of insurance, private placements, and illiquid investments offered by their broker dealer and agency and they only receive a recurring AUM-based fees for liquid, publicly traded securities portfolios. This policy addresses conflicts of interest under the hybrid model such as recommending a mutual fund for a commission versus a fee-based account or a private placement for a commission versus a fee-based account. It also increases transparency for the client. Clients of dually registered individuals may elect to only pay fees by limiting their relationship with their financial advisor to Everspire.

Conflicts of interest are present in every relationship and every corner of the financial industry. Everspire encourages clients to openly discuss conflicts of interest in detail with their advisor and select an advisor who is committed to transparency and the fiduciary standard of conduct, and has the professionalism and character to act in their best interest at all times regardless of how they are compensated.

Affiliation with TomiPlan

Everspire believes that clients are best served when they have a financial plan. Everspire works with any qualified, credentialed financial planner, selected by the client. 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.

Affiliation with 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. Everspire generally recommends E6 Portfolios to clients for investment management. 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 use the services provided by E6 Portfolios when it is in their best interest.

Everspire IARs do not receive any additional compensation for recommending E6 Portfolios.

Everspire addresses these conflicts of interest by disclosing the relationship between affiliates.

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.

Carefree Professional Practice Resources, LLC

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.

Selection and Compensation of Other Advisors and Managers; Client Referrals

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.

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.

Code of Ethics

Everspire has adopted a Code of Ethics in accordance with SEC rules 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.

Investing Personal Money in the Same Securities as Clients

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.

Everspire’s associated persons often invest in securities that are the same or related to those held by clients. Most transactions of this type are mutual funds, which do not present conflicts of interest related to trading. 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.” To mitigate conflicts of interest, advisors and related persons are required to link all securities accounts to Everspire’s platform for supervision or report their transactions quarterly. Employee trades are reviewed regularly to ensure that personal trading of advisors and related persons does not affect the markets and that clients receive the same treatment as employee transactions (See Item 4 – Brokerage Practices above for more detail).

Review of Accounts

Client accounts are reviewed on an ongoing basis to ensure that the investments in their account correspond with their stated risk profile and investment goals and rebalanced accordingly. Clients are required to apprise the firm of material changes in their risk profile, investment goals, or investment portfolio election.

Everspire publishes a written statement for each client which is available online or from the mobile app. This report shows a summary of activity (including fees and performance), allocation information, detailed analytics, and a fee calculation and invoice. Additionally, clients can print a wide variety of custom reports on demand.

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 the client has waived them. Client's are encouraged to review these statements and compare Everspire's statements with the custodian's statements and promptly notify Everspire of discrepancies.

Compensation to Non-Advisory Personnel for Client Referrals

The firm does not directly or indirectly compensate or receive compensation from any person who is not a supervised person. Everspire does belong to (and pay dues to) professional trade groups which can provide a listing that includes Everspire and its Wrap Fee Program services.

Financial Information

Everspire does not accept prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore does not include a balance sheet with this brochure. Everspire has never been the subject of a bankruptcy petition.