

IPI Wealth Management

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This brochure provides information about the qualifications and business practices of IPI Wealth Management (also referred to in this brochure as “us,” “we,” “our,” or the “firm”). Our firm’s clients and prospective clients are referred to in this brochure as “you,” “your,” or “our clients.” If you have any questions about the contents of this brochure, please contact us at (217) 425-6340 or johnk@investment-planners.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

We are a registered under the Investment Advisers Act of 1940. Registration of an adviser does not imply a certain level of skill or training.

Additional information about us also is available on the SEC’s website at www.adviserinfo.sec.gov.

SUMMARY OF MATERIAL CHANGES

This item identifies and discusses only those material changes that have occurred since the last update of our firm brochure, which was dated March 31, 2011. Since that date:

- In Item 4 – Advisory Business, we have revised our disclosures related to our advisory services and included information regarding the third-party advisory programs and ERISA services we offer.
- In Item 5 – Fees and Compensation, we have revised disclosures related to ERISA plans and separately managed accounts.

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ADVISORY BUSINESS

IPI Wealth Management (or “IPI”), also known as IPI Asset Management, was founded in 1996 by David Koshinski, our principal owner. In 1999, we registered with the SEC as an investment advisor offering a full array of portfolio management and financial planning services to retail and institutional investors. Headquartered in Decatur, Illinois, we have 40 other office locations located in thirteen states – AR, CO, IA, IL, IN, KS, KY, MO, NC, TN, SD, TX, and WI. Our investment advisory representatives (or “IARs”) may also be registered representatives of our affiliated broker-dealer, Investment Planners, Inc., an SEC registered broker-dealer clearing transactions and introducing accounts on a fully disclosed basis to RBC Correspondent Services (or “RBC”). Our affiliation with Investment Planners, Inc. is by common control and ownership. Both Investment Planners, Inc. and RBC are members of the Financial Industry Regulatory Authority (“FINRA”) and registered with the SEC as securities broker-dealers.

OUR ADVISORY SERVICES

IPI has built a strong reputation within the Financial Services Industry through its open-architecture model and commitment to service. We provide advisory services to clients through investment management, financial planning, consulting, and third-party investment managers.

Private Portfolio Services of IPI Wealth Management

Our Private Portfolio Services are those in which we actively manage your investment portfolio based upon your individual financial and personal needs. We gather information through in-depth personal interviews with you. This may include one or more in-person meetings and/or telephone calls. We may gather information that includes, but is not limited to, your current financial position, future goals, attitudes toward risk, and your investment objectives. We ask you to fill out a client profile questionnaire or similar document that we will carefully review, along with all other documentation you supply. Because we only rely upon the information you provide us and do not independently verify it, you should provide us with accurate information and we ask that you update your information whenever it changes. Based on the information you provide, we will develop a personalized portfolio designed to meet your investment goals and objectives through asset allocation, portfolio monitoring, consolidated reporting, and, most importantly, individualized portfolio management. Individualized portfolio management and a tailored investment strategy will help us choose among various kinds of investments available in the market. Investments may include equity securities (stocks), warrants, corporate debt securities (bonds and notes), certificates of deposit, municipal securities, investment company securities (mutual funds, including money market funds), exchange-traded funds, and United States government securities. If appropriate, we may allocate your investments in accordance with our model portfolios. A model portfolio is how we communicate to you what specific investments you should have in your portfolio at any given time.

Financial Planning Services

We provide both comprehensive and limited financial planning services. However, we generally recommend comprehensive planning services as this provides your IAR an opportunity to evaluate and make appropriate recommendations for you based on a detailed and comprehensive evaluation of your current and intended future financial needs.

We will conduct an interview with you to obtain as much detail as possible on a number of variables, including but not limited to your financial and life goals, situation, objectives, time horizon, and risk tolerance. The information we gather varies based on your individual needs and objectives. As a result, we require your active participation while we obtain information from you as we do not independently verify the accuracy of the data you give us and assume that the information you provide is reliable and current.

Based on your request, plans can address some or all of the following items:

- Estate Planning & Estate Goals
- Retirement Planning
- Education Planning
- Insurance Planning/Risk Management
- Investments
- Cash Flow Analysis
- Budget Planning
- Tax Planning
- Business Continuity, Succession and Exit Planning
- Asset Allocation Services

The specific financial planning services and fees applicable to you will be described in our Investment Advisory Services Agreement that we will ask you to review and sign prior to engaging us. For financial planning services, you can choose a modular approach by focusing on a particular area, or a broader financial review, that covers multiple topics. This means that you can work with us on a short-term, project retainer basis without using our investment management services. After analysis and evaluation of your situation, we will generally present you with a written report that summarizes the findings, potential decision points, possible strategies (including their pros and cons), recommended course, and action items. However, in certain circumstances, as agreed upon with you, a report may not be issued. We do not have any discretionary investment authority when providing hourly financial planning and consulting services.

Afterwards, there is a follow-up period before the project formally concludes. Subsequently, you determine when to return for periodic updates or check-ups on a specific part or on the entire plan. The engagement generally terminates upon the final consultation unless you specifically request otherwise in our agreement with you.

Implementation of any financial plan recommendation is solely at your discretion and you will need to work with your other professionals, such as your attorney, accountant, banker, insurance agent, stockbroker (or registered representative or financial consultant), among others. Our IARs may also be licensed as insurance agents and registered representatives, so your IAR is in a position to implement your plan recommendations. However, please realize that you are under no obligation to use your IAR to implement any plan recommendations.

IPI Investment Advice for Non-IPI Custodied Client Accounts

IPI, through its IARs, provides written asset allocation and/or specific investment recommendations for clients on the investment options available within client accounts held away from IPI custody firms. IAP provides advice and recommendations on assets based on the financial and other information you provide to us. The IAR will tailor the recommendation to your individual needs based upon the investment objective you choose. The engagement terminates upon delivery of the written recommendation unless you request otherwise in our agreement with you.

As a non-discretionary service, you retain the sole responsibility for determining whether to implement any recommendations made by your IAR and for placing any resulting transactions with your outside accounts held away from the custodians we generally recommend. In this service, we do not provide discretionary portfolio management services.

Third Party Asset Management Program (“TAMP”) Services

IPI makes available advisory services and programs of several third party investment advisors. Under these TAMP programs, IPI, through its IARs, provides ongoing investment advice tailored to your individual needs.

As part of these TAMP services, your IAR will typically obtain the necessary financial data from you to assist in determining appropriate investment objectives and selecting the TAMP whose style and talent best fit your individual needs and circumstances, including assistance in opening an account with the TAMP. Depending on the type of TAMP selected, your IAR may also assist you in selecting a model portfolio of securities designed by the TAMP, or select a portfolio management firm to provide discretionary asset management services.

You should understand that it is the third party investment advisor (and not IPI or your IAR) that has authority to purchase and sell securities on a discretionary or non-discretionary basis pursuant to the investment objective you choose. This authorization will be set out in the TAMP client agreement. IPI currently offers advisory services through TAMPs sponsored by RBC, Schwab, TD Ameritrade, and Envestnet. Unless directed otherwise, your agreement with the TAMP gives us the authority to hire or fire these managers on your behalf. Once a manager is selected, your IAR will continue to monitor their performance. Additionally, we will meet with you, at least annually, to determine whether any changes in your financial status warrant

adjustments to your investment objectives with the third-party money manager. We will also be happy to meet with you more frequently, if requested.

If you are interested in learning more about any of these TAMP services, a complete description of their programs, services, fees, payment structure, and termination features are found in their respective service disclosure brochures (or wrap fee disclosure brochures), investment advisory agreements, and account opening documents, all of which our IAR will provide you prior to engaging their services.

From time to time we review other third-party investment managers and reserve the right to make additional programs available to our clients as, in our discretion, we deem appropriate and consistent with our investment strategies.

For these and other services we will receive a portion or all of the fees paid by you as described in the “Fees And Compensation” section below.

Services Provided to Retirement Plan Sponsors

We provide investment management services to qualified retirement plans which are subject to the Employee Retirement Income Security Act of 1974, as amended (“**ERISA**”). As part of our services to qualified plans, we will act as either an ERISA 3(21) fiduciary advisor or an ERISA 3(38) fiduciary manager. The key difference between these two types of fiduciaries is whether you engage us as a discretionary manager. As a 3(38) manager, you give us discretionary authority to manage your plan’s assets. This means that you shift your fiduciary responsibility to us for the selection of your investments. If you hire us as a 3(21) advisor, we will make recommendations, but it is ultimately up to you, as the plan sponsor, to decide whether and how to act. As a 3(21) advisor, we will not have discretion to invest and reinvest your assets without your prior consent. Thus, as a 3(21) advisor, we will share responsibility for the selection of investments.

For all qualified plan clients, we start by assisting you with the creation and maintenance of your investment policy statement. Your investment policy statement may place restrictions on the types of investments the plan may invest its assets in. We identify specific asset categories to be represented in your plan’s investment menu. We then use our investment process to select and advise on mutual funds and other securities that comprise your plan’s investment menu. We ensure that the investment options are permitted under your investment policy statement. We continually monitor the performance of all investment options. We travel regularly to each mutual fund or collective trust to meet with the fund managers. We conduct an audit of each fund manager by utilizing a comprehensive qualitative process. We prepare a quarterly, comprehensive fiduciary review that documents performance results of each fund over various time periods and benchmarks results of each fund against applicable peer group and index benchmarks.

We provide five risk-based asset allocation models that allow participants to invest according to their specific goals, objectives, time to retirement, as well as risk tolerance. We create our models by assigning a weighted allocation to the mutual funds in our investment menu depending upon the objective of the particular model. The following is a brief description of each of our models:

- *The Income Model* allows for preservation of capital and current income, with long-term capital appreciation being secondary;
- *The Conservative Model* allows for preservation of capital and current income, with consideration for long-term capital appreciation;
- *The Moderate Model* provides long-term capital appreciation and current income, with consideration for preservation of capital;
- *The Growth Model* provides long-term capital appreciation and current income, with reasonable risk
- *The Aggressive Model* provides long-term capital appreciation.

We rebalance investments in our models based upon market conditions.

Participants of plans are permitted to choose to invest in one or more of our models or individual funds. If we provide individual investment advice to participants as described below, we will only recommend investment in one model that meets the investment objectives, time horizon to retirement, anticipated retirement income needs and risk tolerance of the participant. We believe utilizing one model will provide participants with an investment strategy that best meets their investment objectives given their personal risk tolerance.

Participant Advice

In addition to the investment supervisory services we provide to plan sponsors, the plan sponsor may engage us to provide one-on-one investment advice to the participants of the plan. We start this process by providing education to employees in group meetings. We then meet individually with the participant. The participant will provide information to us about their financial situation, risk tolerance, time horizon to retirement, anticipated retirement income needs and investment objectives. We also provide information to the participant on how various levels of wage deferral or contributions to their retirement plan will impact their take-home pay. Taking all of this information into consideration, we will recommend investment in an appropriate model.

We meet with newly eligible participants on a quarterly basis and we offer to meet with all participants on a semi-annual basis or more or less frequently as requested by the plan sponsor.

We believe that our individualized participant advice services tend to increase participant retirement plan contributions and help to close the gap between what a participant needs for retirement and what he or she may have.

ASSETS UNDER MANAGEMENT

We manage your assets on either a discretionary or nondiscretionary basis. As of December 31, 2012, we had \$803,725,136 in client assets managed on a discretionary basis and \$200,931,284 in client assets managed on a nondiscretionary basis.

FEES AND COMPENSATION

In this section, we explain how we are compensated for the various advisory services we provide. We also describe some expenses you may experience related to those services. We believe that our charges and fees are competitive with firms offering similar services. However, lower fees for comparable services may be available from other sources. You can invest in mutual funds and other securities directly, without our services. In that case, you would not receive our assistance in determining which investments are most appropriate to your financial situation and objectives. We also would not be able to help you maintain a disciplined approach to portfolio rebalancing, anticipate tax consequences, and minimize emotional reactions to market events. Some investments may not be available to you directly without the use of an investment adviser.

We want you to be aware of how we are paid as well as any fees and compensation that we may receive in connection with the advisory services we provide. This information can be found in some or all of the various documents:

- This ADV brochure
- Your client agreement
- Custodial agreements
- TAMP Wrap Fee Program Disclosure Brochure or similar document
- Mutual fund's prospectuses and Statements of Additional Information

Our IARs may also receive commissions or other compensation as registered representatives of our affiliated broker-dealer and/ or as insurance agents. This additional compensation is separate and distinct from our advisory compensation. We discuss this in more detail later in this section.

PRIVATE PORTFOLIO SERVICES

In general, our fees for our Private Portfolio Services or individually managed accounts are based on a percentage of assets under management as follows:

<u>Assets Under Management</u>	<u>Annual Fee</u>
\$ 0 - \$250,000	2.0%
\$ 250,001 to \$500,000	1.5%
\$ 500,001 to \$1,000,000	1.25%
\$1,000,001 to \$3,000,000	1.00%
\$3,000,001 and above	.75%

We may negotiate our fees with you on a case-by-case basis. We will take into account the nature and complexity of the services we are providing you, our relationship with you, the value of assets being managed, the value of other assets held in other accounts we manage or advise for you, the potential for additional business or clients, the amount of work anticipated, and the attention needed to manage your assets. The actual billing rate will be specified in the agreement we sign with you. We rely upon your custodian's account statements for fee calculation purposes. Our advisory fees cover our investment advisory services, but do not cover other charges as described below.

Our advisory fees will be paid monthly or quarterly, in advance or in arrears, as set forth in our agreement with you. For accounts opened or closed during the calendar month or quarter, the fee will be prorated for the number of days our services were provided. If you terminate an agreement with us, pre-paid and un-earned advisory fees are promptly refunded, generally within 30 days. Fees paid in arrears will be charged through the date of termination.

Unless otherwise agreed, you will authorize us to deduct our periodic advisory fees from your designated account. Your authorization is limited to our withdrawing our advisory fees as and when due. We will provide your custodian with your written fee deduction authorization. We will notify you of our fee deductions in advance of the withdrawal date at the time and in the manner required by applicable regulatory requirements. We will not make the fee withdrawal if you timely object, in writing, to us or your custodian. Your account custodian will, on a quarterly basis, provide you with an account statement indicating the advisory fees paid to us from your account. You may terminate your authorization at any time, in writing, but you will remain responsible for promptly paying us any advisory fees that remain due and unpaid.

If our direct fee deduction has been authorized, then our fees will be deducted from the cash balance in your account. If insufficient cash is available, then we will typically liquidate a sufficient amount of securities in your account to cover the balance due the following order: money market shares, mutual fund shares, and then other types of securities. For taxable accounts, a liquidation of securities may result in taxable income to you.

FINANCIAL PLANNING FEES

Planning Fees are based on the nature of the services provided and the complexity of your needs. Fees are agreed upon and documented in the Investment Advisory Services Agreement we have with you. At the beginning of the service, we estimate the total cost of the

Plan (either hourly or fixed fee, as described below). Planning Fees are calculated and charged on either:

- A per-hour (or portion of an hour) basis. Hourly charges are negotiable, but can range from \$150 to \$250 per hour, or
- On a fixed fee basis with the total cost estimated at the beginning of the relationship. Our experience indicates that fixed fee engagements can range from \$750 to \$5,000 or more depending on your personal situation and complexity.

We typically will request a retainer upon your signing of the agreement with us for services. Retainers can be a number of hours up front or a fixed retainer amount. Hourly charges are billed against the retainer. For fixed fees, we invoice you on agreed upon terms in the Investment Advisory Services Agreement we have with you. We do not charge advisory fees of \$1200 or more 6 or more months in advance.

Generally, the balance due to IPI is requested upon our delivery of the Plan to you.

For services provided to retirement plan clients, we will typically enter into an agreement to invoice you based upon our services and fees as described in your ERISA Investment Management Agreement.

IPI INVESTMENT ADVICE FOR NON-IPI CUSTODIED CLIENT ACCOUNTS

The fee for this service is also negotiable. Please see the fee schedule above for “Private Portfolio Services.”

THIRD PARTY ASSET MANAGEMENT PROGRAMS (TAMP) SERVICES

Your IAR may recommend that you use a TAMP. In these situations, our advisory fee compensates your IAR for the on-going monitoring and review of the manager’s performance. Unless the third party manager bundles our fee with theirs, all fees are separate from and in addition to our advisory fee. You may incur fees on top of those charged by us including, the third party manager’s fee, wrap fee program sponsor (if applicable), and corresponding broker-dealer and custodian fees.

As noted above, some third-party managers will bundle our advisory fee into their management fee. In these cases, we will receive our fee directly from the third party manager. Our fee is paid solely from the third party manager’s investment management fee or wrap fee program fee (as appropriate) and does not result in any additional charge to you.

The following fees and expenses are generally related to the use of third party managers:

- Management fees paid to the Third Party
- Advisory fees paid to us as outlined in the client agreement that you sign with us

- Transaction costs – if applicable – which may be paid to purchase and sell such securities
- Custody fees charged by the custodian
- Administrative and service fees

Your account may be held with the third party manager's custodian where your fees will be assessed and deducted. Management fees charged by third party managers may not be negotiable.

If the TAMP program is a wrap fee program, you should understand that the wrap fee cost may be more than purchasing the program services separately, for example, paying fees for the advisory services of the TMP and the IAR, plus commissions for each transaction in the account.

The investment products and services available to be purchased in a TAMP can generally be purchased by clients outside of a TAMP account through us, or through broker-dealers or other investment firms not affiliated with us or the TAMP.

For further details, please be sure to carefully review the third-party manager's disclosure brochures (or Wrap Fee Program Disclosure Brochure) and investment program agreements.

FEES FOR RETIREMENT PLANS AND PARTICIPANT ADVICE

Our fees for advising qualified retirement plans are negotiable and based on a plan's total assets. The actual billing rate will be specified in the contract we sign with you. We rely upon your custodian's account statements for fee calculation purposes. Our advisory fees are billed to the plan's sponsor, trustees, or third party plan administrator depending upon your wishes. Our fees will be due promptly upon receipt of our invoice.

FEE NEGOTIATION

As noted above, our IARs may negotiate our fees for any of our services taking into consideration such things as the size of your account, the number of managed portfolios or accounts, your relationship with other clients (e.g., family), the length of our relationship with you, the complexity of your personal circumstances, the composition of your portfolio, the complexity of investment strategies, the frequency of desired meetings or special reporting, and other factors that affect our cost of providing services for you. If you, your family, or related persons also have accounts under our management, those accounts may be aggregated for fee calculation purposes. For these reasons, our fees may vary among clients who may otherwise be in similar circumstances. Other investment advisers may charge higher or lower fees for comparable services.

FEE PRORATION AND ADJUSTMENTS

With your approval, we reserve the right to prorate our fees for large deposits to your account made during a billing cycle. No adjustments or refunds will be made in respect of the appreciation or depreciation of account asset values during a billing period or withdrawals from your account during that period, unless otherwise agreed in writing.

OTHER MUTUAL FUND AND INSURANCE-RELATED EXPENSES

Mutual funds of all types charge their shareholders various advisory fees and expenses associated with the establishment and operation of the funds. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, shareholder servicing, other fund expenses, and sometimes a distribution fee. If the fund also imposes sales charges, you may pay an initial or deferred sales charge. These separate mutual fund fees are disclosed in each fund's current prospectus, which is available from the mutual fund and, upon request, can be provided by our firm.

Consequently, for any type of mutual fund investment, it is important for you to understand that you are directly and indirectly paying two levels of advisory fees and expenses: one layer of fees at the fund level and one layer of advisory fees and expenses to us. Generally speaking, most mutual funds may be purchased directly without using our services and without incurring our advisory fees. Moreover, many mutual funds pay shareholder servicing fees (12b-1 fees) to brokerage firms and their registered representatives in consideration of their services to the fund's shareholders. As described below, we will adjust our fees in view of 12b-1 fees that we may receive with respect to your account.

Like mutual funds, insurance companies charge a variety of fees and charges against the assets invested in the separate accounts of their policy holders. As noted above, this means that there are two layers of advisory fees incurred – one layer by the insurance company and one layer to our firm for our advisory services. Additionally, commissions are usually paid for the purchase of variable annuities and there may be substantial surrender charges. These commissions surrender charges, and other expenses are disclosed in the prospectus.

Reductions or Credits for Receipt of 12b-1 Fees

If your advisory account is custodied at RBC, mutual funds may separately pay our affiliated broker-dealer, Investment Planners, Inc., 12b-1 fees for performing shareholder recordkeeping and servicing functions for your account and other clients' accounts. Similarly, mutual fund sponsors and investment advisers may pay us out of their own resources for performance of those functions. In order to avoid this conflict of interest, we lower our advisory fees by either (i) crediting to your account a pro rata share of the 12b-1 fees we receive for mutual funds held in your account; or (ii) reducing the advisory fee rate we charge to your account, as specified in our client services contract, and disclosing to you that we will receive and retain the 12b-1 fees. In making any billing adjustments, however, we will not refund 12b-1 fees to you in addition to the advisory fees that you have paid us.

OTHER ACCOUNT-RELATED EXPENSES

In addition to our advisory fees, you may incur brokerage commissions, ticket charges, transaction fees, and other related costs and expenses. You may also incur certain charges imposed by custodians, brokers, third-party investment managers, and other third-parties, such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, other fees and taxes on brokerage accounts and securities transactions. All such fees and expenses are disclosed to you in account opening documents and disclosure brochures of third-party managers or TAMP sponsors.

TERMINATION OF SERVICES

You may terminate our services at any time by notifying us and we may terminate our services by notifying you. Termination notices must be sent in writing. You are responsible for any transaction for your account that has been initiated, but not settled, prior to our receipt of your termination notice.

The unearned portion of advisory fees that you have paid us will be automatically refunded to you promptly, less any amount required to satisfy your transaction-related obligations. We base the refund proration on the number of elapsed days in the billing period as noted above.

You may terminate the services of any TAMP service in accordance with the terms of the Third Party Manager's client services agreement, subject to limitations imposed by applicable laws or rules. You may terminate those services without terminating our services. If you terminate our services, you may or may not be able to continue to utilize the Third Party Manager's services (see the disclosures in the Third Party Manager's disclosure brochure with respect to conditions for establishing or maintaining an account). Third Party Managers are responsible for refunding the unearned portion of their fees, as described in their disclosure brochures.

With regard to Financial Planning and Consulting Services, if you terminate the Investment Advisory Services Agreement prior to the delivery of your Plan to you, we will charge you for the time spent as documented in our agreement with you; any pre-paid and unused fees (hourly retainer or fixed annual fee) will be refunded to you within 30 days of the date of termination. To terminate an Agreement, we require that you provide written to us.

For services provided to retirement plan clients, our agreement for services details the method of termination. Generally, services can be terminated at any point and are not restricted to certain dates (i.e., quarter-end). Should services be terminated, IPI has no obligation to continue services beyond the date of termination.

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

We do not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of your assets).

TYPES OF CLIENTS

Our investment management and financial planning services are available to individuals, high net worth individuals, businesses, pension, and profit-sharing plans, 401(k) plans, trusts, estates, and not-for-profit organizations.

We do not impose a minimum dollar value of assets or other conditions for opening or maintaining an account. TAMP services may impose minimum account sizes and they will vary by the investment management program you select. The TAMP disclosure documents will provide information on any minimum account sizes required.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

METHODS OF ANALYSIS

Fundamental analysis is a technique that attempts to determine a security's value by focusing on the economic well-being of a financial entity as opposed to only its price movements. When conducting fundamental analysis, we will review a company's financial statements and consider factors including, but not limited to, whether the company's revenue is growing, if the company is profitable, if the company is in a strong enough position to beat its competitors in the future, and if the company is able to repay its debts. Because it can take a long time for a company's value to be reflected in the market, the risk associated with this method of analysis is that a gain is not realized until the stock's market price rises to the company's true value.

The valuation method is a technique used to calculate a theoretical value for a security in order to estimate potential future market prices. When utilizing the valuation method, we will review such things as a security's earnings per share, price to earnings, and growth rate.

We also utilize technical analysis to evaluate potential investments. Unlike fundamental analysis, technical analysis does not analyze the company's value, but instead analyzes the stock's price movement in the market. Charting is a form of technical analysis in which the

various technical factors are diagrammed in order to illustrate patterns. Technical analysis studies the supply and demand in the market in an attempt to determine what direction, or trend, will continue in the future. However, there are risks involved with this method, including the risk that the trends will change unpredictably, which is why we use a combination of methods and obtain information from a variety of sources.

We obtain information from a number of sources, both public and by subscription, including financial newspapers and magazines, inspections of corporate activities, research materials prepared by third-parties, corporate rating services, annual reports, prospectuses, and filings with the SEC, and company press releases. We believe these resources for information are reliable and we regularly depend on them for making our investment decisions; however, we are not responsible for the accuracy or completeness of this information.

For third-party money manager analysis for TAMP service offerings, we examine the experience, expertise, investment philosophies, and past performance of independent third-party investment managers in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We monitor the manager's underlying holdings, strategies, concentrations and leverage as part of our overall periodic risk assessment. Additionally, as part of our due-diligence process, we survey the manager's compliance and business enterprise risks.

A risk of investing with a third-party manager who has been successful in the past is that he/she may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a third-party manager's portfolio, there is also a risk that a manager may deviate from the stated investment mandate or strategy of the portfolio, making it a less suitable investment for our clients. Moreover, as we do not control the manager's daily business and compliance operations, we may be unaware of the lack of internal controls necessary to prevent business, regulatory or reputational deficiencies.

There are risks in all forms of analysis. Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

INVESTMENT STRATEGIES

We use a variety of investment strategies depending on your circumstances, financial objectives and needs. We may recommend implementing one or more of the following investment strategies: long-term purchases (held at least a year), short term purchases (held less than a year), trading (sold within 30 days), margin transactions and option writing (selling an option).

A primary strategy used for client accounts is strategic asset allocation. We use a variety of asset classes and securities, including funds and individual equities and bonds. Portfolios are diversified to control the risk presented by traditional markets. We may also recommend unrelated third-party asset managers or TAMPs who have expertise in certain disciplines when appropriate for the client.

We may recommend implementing these strategies using stocks, bonds, mutual funds (held directly or held within variable annuities), municipal securities, option contracts, certificates of deposits and other types of investments such as non-traded real estate investment trusts, also known as “REITs.” We often recommend mutual funds of different kinds to promote portfolio diversification within various asset classes, such as industry sectors, domestic, international, or equities/bonds. We may recommend period purchases, sales, and exchanges of those mutual fund shares within mutual fund families and between different mutual fund families when there are changes in your needs, market conditions, or economic developments.

TYPES OF INVESTMENTS AND RISK OF LOSS

We may recommend implementing these strategies using stocks, bonds, mutual funds (held directly or held within variable annuities or life insurance products), exchange traded funds (ETFs), municipal securities, options contracts, and other types of investments.

Investing in securities involves risk of loss that you should be prepared to bear. Obtaining higher rates of return on investments typically entails accepting higher levels of risk. We will work with you to attempt to identify the balance of risks and rewards that is appropriate and comfortable for you, and we will explain and answer any questions you have about these kinds of investments. However, it is still your responsibility to ask questions if you do not fully understand the risks associated with any investment or investment strategy.

Also, while we strive to render our best judgment on your behalf, many economic and market variables beyond our control can affect the performance of your investments, we cannot assure you that your investments will be profitable, or assure you that no losses will occur in your investment portfolio. Past performance is one relatively important consideration with respect to any investment or investment advisor, but it is not a predictor of future performance.

Mutual Funds, Index Funds and Exchange-Traded Funds

We often recommend mutual funds of different kinds to promote portfolio diversification within various asset classes, such as industry sectors, domestic/international, or equities/bonds. We may recommend periodic purchases, sales, and exchanges of those mutual fund shares within mutual fund families and between different mutual fund families when there are changes in your needs, market conditions, or economic developments.

The different kinds of mutual funds we use each have inherently different risk characteristics and should not be necessarily be compared side by side. A bond fund with below-average risk, for example, should not be compared to a stock fund with below average risk. Even though both funds have low risk for their respective categories, stock funds overall have a higher risk/return potential than bond funds.

Of all the asset classes, cash investments (i.e. money markets) offer the greatest price stability, but have yielded the lowest long-term returns. Bonds generally experience more short-term price swings, and, in turn, have generated higher long-term returns than cash. However, stocks historically have been subject to the greatest short-term price fluctuations and have provided the highest long-term returns.

The risk in any given mutual fund depends on the investments it holds. For example, a bond fund has interest rate risk and income risk. Bond prices are inversely related to interest rates. If interest rates go up, bond prices will go down and vice versa. Bond income is also affected by a change in interest rates. Bond yields are directly related to interest rate changes. If interest rates rise, bond yields rise and vice versa. Income risk is greater for a short-term bond fund than for a long-term bond fund. However, in a long term bond fund, your principal is subject to higher principal risk.

Similarly, a sector stock fund (which invests in a single industry, such as telecommunications) is at risk that its price will decline due to developments in its industry. A stock fund that invests across many industries is more sheltered from this industry related risk. However, while diversification across industries can help reduce your risk of loss from investing in a single sector, it may limit your opportunity for a significant gain if a single industry or sector increases dramatically in value.

With respect to all classes of mutual funds and ETFs, diversification does not protect you from an overall decline in the market. You should consider these risks in determining whether to use our services.

Individual Stocks and Bonds

The risks inherent with individual stocks and bonds are similar to those described about mutual funds. However, unlike mutual funds, individual securities carry more risk because of

the possible lack of diversification in the event that your portfolio isn't spread across many industries and companies. An owner of an individual security is subject not only to market risk, but company risk, or "significant event" risk as in the case of bankruptcy, loss of major customers, loss of earnings, or similar factors. Typically, individual securities have more volatility and potential for larger gains and losses. Unlike mutual funds, you face a greater risk of losing your entire investment in an individual stock or bond. We seek to mitigate these risks in the ownership of individual securities by sound research and diversification.

Options

Where suitable and appropriate for clients, we may engage in a variety of transactions involving options, although they do not represent a primary focus of our investment strategy. Options are derivative financial instruments, the values of which depend upon, or are derived from the value of something else, such as a stock or a stock index. Where suitable for certain clients, we may make use of "short" options positions, the values of which move in the opposite direction from the price of the underlying security. We also may use options, both for hedging and non-hedging purposes, including as a substitute for a direct investment in the securities of one or more issuers.

However, we may also choose not to use options, based on our evaluation of market conditions or the availability of suitable options contracts.

Options involve special risks and may result in losses. The successful use of options depends on our ability to manage these sophisticated instruments. Some options strategies are "leveraged," which means that they expose the underlying portfolio to risk of loss greater than the value of the investment in the options. As a result, options may magnify or otherwise increase investment losses to the portfolio. The risk of loss from certain options trading strategies is theoretically unlimited. The prices of options may move in unexpected ways due to the use of leverage or other factors, especially in unusual market conditions, and may result in increased volatility.

Options are not suitable for all clients. Your advisory representative can answer any questions you may have about options and can provide you with the options disclosure booklet, *Characteristics & Risks of Standardized Options*, upon request.

Variable Annuities

Variable annuities are highly complex financial products offered by insurance companies. Investment in a variable annuity contract is subject to both general market risk and the insurance company's credit risk. These and other risks are described in the variable annuities' prospectuses. Variable annuities are regulated under both securities and insurance laws and related rules and regulations. Variable annuities offer various benefits and features which may, or may not, have value to you depending on your circumstances, which we can discuss with you.

Like other types of investments, commissions are paid for the purchase of variable annuities and there may be substantial surrender charges. These commissions, surrender charges, and other expenses are disclosed in the prospectus.

If suitable, we may recommend variable annuities from insurance companies whose products allow us to manage each client's separate accounts (the underlying portfolio) by giving purchase and sell orders with no ticket (transaction) charges, and simultaneously manage multiple clients' accounts, which permits us to more efficiently offer you better service. However, these products are not suitable for all clients in all circumstances and there are substantial costs associated with them, as described in each variable annuity's prospectus. For more information see the "Other Financial Industry Activities and Affiliations" section below.

DISCIPLINARY INFORMATION

We have no legal or disciplinary events to disclose. As a registered investment advisor, we are required to disclose to you all material facts regarding any legal or disciplinary events that would be material to your evaluation of our firm or the integrity of our management.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

We are also affiliated by common ownership with Investment Planners, Inc., a registered broker-dealer and member of FINRA and SIPC. Investment Planners, Inc. acts as a fully disclosed introducing firm for RBC Correspondent Services who holds client assets and executes transactions for client accounts. We are not affiliated with RBC. For more information about Investment Planners, Inc. and its brokerage services, see the discussion below under the heading, "Brokerage Practices."

In addition, several of our IARs are also registered representatives of our affiliated broker-dealer and can earn commissions on securities transactions and 12b-1 fees for mutual funds that may be recommended by them in their capacity as representatives of our firm.

Commissions earned on variable insurance products are typically higher and in some instances substantial compared to commissions earned on mutual funds or other securities. Because of this, there exists the potential conflict of interest in the recommendation made by the representative that serves both as an advisor representative and a registered representative earning a commission on the products that are recommended by him or her. You are under no obligation to implement investment and insurance recommendations through Investment Planners, Inc. or through any insurance companies with which representatives and/or employees of our firm are contracted. Commissions may be higher or lower at Investment Planners, Inc.

than at other broker-dealers. Full disclosure is provided to you prior to executing any transaction. Our firm and our representatives receive no commission if you choose to purchase securities through a broker-dealer other than Investment Planners, Inc.

Compensation paid to our affiliated company indirectly benefits the other company. These relationships create a potential conflict of interest in our recommending the services of our affiliate. We address these potential conflicts by disclosing these relationships and the compensation we will earn or benefit from when you engage their services.

OUR RECOMMENDATION OF OTHER INVESTMENT ADVISERS IN THE RBC PROGRAMS

If appropriate in your circumstances, we may recommend the use of other investment advisers who are part of the TAMP services described in the “Advisory Business” section above. We generally receive a share of the ongoing management fees in these programs as described in the “Fees and Compensation” section above. The fees for these programs are shared among us, the other program sponsors, and the specified third-party investment manager. This may create potential conflict of interest when our representatives choose among the TAMP services and our own investment management services because we may retain more of the fees in our own advisory programs. We seek to mitigate this conflict by carefully reviewing the suitability of your participation in one or more of the programs available and, in our judgment, recommending the program(s) that better match your needs, goals and objectives. Since these programs allow us to determine the standard advisory fees to our clients, we consider the total advisory fees you would incur and set our fees at competitive levels. Similar advisory services may, however, be available from other investment advisers at a lower cost.

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

CODE OF ETHICS

We have adopted a Code of Ethics (the “Code”) describing the standards of business conduct we expect all officers, directors, employees, and advisory representatives to follow. It expresses our core fundamental values to be honest, fair, and forthright in our dealings with clients and others in the conduct of our business. Our Code also guides our practices in giving investment advice to our clients and personal trading of securities for our employees and their related accounts. The Code also describes certain reporting requirements with which particular individuals, associated with or employed by us, must comply. You may request a copy of our Code by contacting our Chief Compliance Officer, John M. Koth at (217) 425-6340.

PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Our principal executive officers and most of our advisory representatives are also registered representatives of our affiliated broker-dealer. We, and our registered representatives, are able to execute buy and sell orders for securities on behalf of our clients. When we do so, we may receive compensation in the form of commissions as a result of placing such orders for clients. You are not under any obligation to use us as a broker-dealer or our registered representatives in that capacity when considering our advisory recommendations.

In addition, we, and our registered representatives may benefit from our, or their purchase or sale of investments that we recommend to you. Our principals and representatives may own or effect transactions in the same securities we recommend to you or our other clients. Generally, these securities will be shares of open-end mutual funds or stocks and bonds actively traded on a national securities exchange or market where the time and size of their purchases or sales will not generally affect transactions for you or our other clients. However, it is an express policy of our Code of Ethics, that no person employed by us may purchase or sell any security on prior to a transaction being implemented for an advisory account, thereby preventing such employee from benefiting from transactions place on behalf of advisory accounts. Nevertheless, in all cases when your representative trades securities on the same day as you, you will get the best price or the trade will executed as a block or batched trade (also called an aggregated order). In a batched trade, all orders for accounts are combined in one order. All participants receive identical prices, which prevents such employees (or associated persons) from benefiting from transactions placed on behalf of advisory accounts. For more information on trade aggregation, see the “Brokerage Practices” section that follows below.

While we generally don’t give advice about thinly traded securities, if we recommend the purchase or sale of a thinly traded security to you, we will ensure that our principals’ and representatives’ transactions do not adversely affect you, nor improperly benefit them, typically by imposing the same day black-out period.

We have these employee securities trading policies in our Code of Ethics to prevent our employees from benefiting from transactions placed on behalf of any client’s account. Because these situations have the potential of raising conflicts of interest, we have established the following trading restrictions:

- Our representatives may not use information available to them because of their employment with us to buy or sell securities for their personal portfolios, unless the information is also available to the investing public upon reasonable inquiry. A representative shall not favor his or her interests above your interests.
- We inform you that our representatives may receive separate compensation when implementing our financial plans.
- We require our representatives to act in accordance with all applicable federal and state regulations that govern investment advisers and broker-dealers.

A representative who violates these restrictions may be subject to disciplinary action, up to and including termination.

BROKERAGE PRACTICES

DIRECTED BROKERAGE

As noted above, we are affiliated with Investment Planners, Inc., a registered broker-dealer, and most of our advisory representatives are registered through Investment Planners Inc. to handle securities brokerage transactions. Additionally, Investment Planner's clearing firm, RBC Correspondent Services, a division of RBC Capital Markets LLC is a qualified custodian, and provides the systems and technology we use to manage assets in your account if you engage us for portfolio management services.

However, if you engage us solely for financial planning or consulting services, you are never obligated to use our services or our representatives to implement our financial planning or consulting recommendations. Securities brokerage services are available from other sources at lower cost; however, discount brokerage firms generally do not provide personalized investment advice or other customer services that we can provide you. Commissions, 12b-1 fees, and other compensation received from the implementation of our recommendations are in addition to our compensation from financial planning, consulting, or investment management fees, as described above.

In the context of selecting and retaining RBC as our clearing broker-dealer firm and qualified custodian to our advisory accounts, we fulfill our duty of best execution by taking into account numerous factors regarding a broker-dealer's execution of customer trades including: (1) overall market quality, (2) speed of execution, (3) order size, (4) trading characteristics of a particular security, (4) availability of accurate information affecting choices of the most favorable market, (5) availability of economic access to various market centers, and (6) cost and difficulty associated with achieving an execution in a particular market center. Our analysis of these factors is, among other considerations, based on information provided on a quarterly basis by RBC relative to their trade executions.

In addition, we review the execution of trades at each custodian annually and document that review according to our "Policies and Procedures Manual."

IPI Wealth Management requires that clients provide us with written authority to determine the broker-dealer to use and the commission costs that will be charged to our clients for these transactions. Clients must include any limitations on this discretionary authority in this written authority statement. Clients may change/amend these limitations as required. Such amendments must be provided to us in writing.

IPI Wealth Management also recommends discount brokerage firms and trust companies (as qualified custodians), such as Schwab Institutional, TD Ameritrade, and RBC Correspondent Services. IPI does not receive any fees or commissions from any of these arrangements. IPI may benefit from electronic delivery of client information, electronic trading platforms and other services provided by custodians for the benefit of clients. IPI Wealth may also benefit from other services provided by custodians, such as research, continuing education and practice management advice. These benefits are standard in a relationship with these custodians and are not in return for client recommendations or transactions.

IPI Wealth Management reviews the execution of trades at each custodian annually and is documented according to the "Policies and Procedures Manual". Trading fees charged by the custodians are also reviewed on at least an annual basis. IPI Wealth Management does not receive any portion of the trading fees.

AGGREGATION OF ORDERS

We have adopted a trade allocation policy to govern how we handle the aggregation of orders for more than one client's account. From time to time, and only where appropriate, we aggregate orders for securities transactions for more than one client and, in appropriate circumstances, include proprietary accounts. Proprietary accounts are the personal accounts of our employees which are discussed in the "Code Of Ethics" section above. In doing so, we strive to treat each client fairly and will not favor one client, or a proprietary account, over another client. When executed, we will allocate the aggregated order in accordance with policies and procedures intended to achieve fair treatment. The purpose of aggregating orders is for our administrative convenience and, in some transactions, to obtain better execution for the aggregated order than might be achieved by processing each of the transactions separately.

Each account that participates in an aggregated order will participate at the average share price for all transactions ordered by our firm in that security on a given business day. Transaction costs will be shared on a pro rata basis. Some broker-dealers charge brokerage commissions to each participating client in accordance with the size of that client's part of the aggregated order, regardless of the total size of the aggregated order. If an aggregated order is not filled in its entirety, it will be allocated among participating accounts on a pro rata basis.

REVIEW OF ACCOUNTS

INVESTMENT SUPERVISORY SERVICES INDIVIDUAL PORTFOLIO MANAGEMENT & MODEL PORTFOLIO MANAGEMENT

Reviews: While the underlying securities within accounts are continually monitored, accounts are reviewed at least quarterly on either a random or targeted basis. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment. These accounts are reviewed by firm supervisory personnel.

Reports: In addition to the monthly statements and confirmations of transactions that clients receive from their broker-dealer, we provide quarterly reports summarizing account performance, balances and holdings.

QUALIFIED RETIREMENT PLANS

Reviews: IPI Wealth Management will review the client's Investment Policy Statement (IPS) whenever the client advises us of a change in circumstances regarding the needs of the plan. IPI Wealth Management will also review the investment options of the plan according to the agreed upon time intervals established in the IPS. Such reviews will generally occur quarterly. These accounts are reviewed by the Chief Compliance Officer at the time of the account opening and, on a random or targeted basis.

Reports: IPI Wealth Management will provide reports to Qualified Retirement Plan clients based on the terms set forth in the client's Investment Policy Statement (IPS).

SELECTION and MONITORING of THIRD-PARTY MONEY MANAGERS

Reviews: These client accounts should refer to the independent registered investment adviser's Firm Brochure (or other disclosure document used in lieu of the brochure) for information regarding the nature and frequency of reviews provided by that independent registered investment adviser. IPI Wealth Management will provide reviews as contracted for at the inception of the advisory relationship. These accounts are reviewed by supervisory personnel of the firm on a random or targeted basis.

Reports: These clients should refer to the independent registered investment adviser's Firm Brochure (or other disclosure document used in lieu of the brochure) for information regarding the nature and frequency of reports provided by that independent registered investment adviser.

IPI Wealth Management may provide these client accounts with reports as contracted for at the inception of the advisory relationship.

FINANCIAL PLANNING AND CONSULTING SERVICES

Reviews: While reviews may occur at different stages depending on the nature and terms of the specific engagement, typically no formal ongoing reviews will be conducted for Financial Planning clients unless otherwise contracted for.

Reports: Financial Planning clients will receive a completed financial plan. Additional reports will not typically be provided unless otherwise agreed upon.

CLIENT REFERRALS AND OTHER COMPENSATION

We currently do not engage solicitors or pay related or non-related persons for referring potential clients to our firm.

It is our policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to our clients.

CUSTODY

We previously disclosed in the "Fees and Compensation" section of this Brochure that our firm directly debits advisory fees from client accounts.

As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period.

Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there may be an error in their statement.

In addition to the periodic statements that clients receive directly from their custodians, we also send account statements directly to our asset management clients on at least a quarterly basis. We urge our clients to carefully compare the information provided on these statements to ensure that all account transactions, holdings and values are correct and current.

Our firm does not have custody of client accounts. Your custodian will provide you account statements at least quarterly. We urge you to carefully review such statements and compare these official custodial records to the account statements or other reports that we may provide to you, as described in the "Review of Accounts" section. Our advisory reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

INVESTMENT DISCRETION

We generally receive discretionary authority in writing from clients at the outset of an advisory relationship in the investment management agreement. If you choose to do so, discretionary authority grants us the ability to determine, without obtaining your specific consent, the securities to be bought or sold for your portfolio, the amount of securities to be bought or sold, and in most cases, the broker-dealer to be used and the commission rate to be paid. In all cases, however, such discretion is to be exercised in a manner consistent with your stated investment objectives for the account, by considering the size of your account, and your risk tolerance.

Also, you may sign an agreement with your custodian that generally includes a limited power of attorney granting us authority to direct and implement the investment and reinvestment of your assets within the account, but not direct the assets outside of the account.

When selecting securities and determining amounts, we observe any investment policies, limitations and restrictions you provide to us in writing. For registered investment companies, our authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

As described in more detail in the “Advisory Business” section, you may establish written investment guidelines and restrictions.

VOTING CLIENT SECURITIES

IPI Wealth Management will vote proxies on behalf of advisory clients, at the discretion of the client; however, you always have the right to vote proxies yourself. You can exercise this right by instructing us in writing to not vote proxies in your account.

In accordance with SEC Rule 206(4)-6, IPI will vote proxies in the best interests of its clients and in accordance with our established policies and procedures:

- IPI will vote proxies for the same issuer the same unless directed otherwise by the client;
- IPI generally votes in favor of corporate housekeeping measures, including director elections and auditor appointments;
- IPI will generally vote against any proposal which decreases an already existing shareholder right or power;

- IPI will generally vote against any proposal which attempts to increase shareholder rights and powers when the board is in opposition;
- IPI will generally follow the board's recommendation on any proposal with the perspective that if the board is opposed to a proposal, and the proposal is not decreasing or diminishing an already existing shareholder right or power, the board is in the best position to judge the effects of the proposal on the company's management.
- IPI reserves the right to disregard the board's recommendation when IPI believes the interests of the shareholders are in conflict with the interests or position of the board of directors.

IPI maintains records regarding the history of proxy votes. Clients may obtain, free of charge, a record of how IPI voted proxy issues on their behalf by submitting a written request or by calling Compliance at (217) 425-6340.

Should a conflict of interest arise between IPI and client(s) regarding the outcome of certain proxy votes, IPI is committed to resolving the conflict in the best interest of client(s) before the proxy in question is voted. IPI will disclose the conflict to clients and obtain consent before voting. If the consent is unable to be obtained, IPI will retain an independent third party to cast the vote.

We will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct us to transmit copies of class action notices to the client or a third party. Upon such direction, we will make commercially reasonable efforts to forward such notices in a timely manner.

We vote proxies for some, but not all of our clients. Clients may, at their election, choose to receive proxies related to their own accounts, in which case we may consult with clients as requested.

FINANCIAL INFORMATION

We have no financial liabilities, obligations, or commitments that impair our ability to meet our contractual and fiduciary commitments to you. We have not been the subject of a bankruptcy proceeding.