

**WRAP FEE PROGRAM BROCHURE**  
(PART 2A APPENDIX OF FORM ADV)

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This wrap fee program brochure provides information about the qualifications and business practices of Vermillion Wealth Management Inc. Being registered as a registered investment adviser does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at 651-437-4433. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

Additional information about Vermillion Wealth Management Inc. (CRD #281978) is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)

**MARCH 22, 2016**

## **Item 2: Material Changes**

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### **Annual Update**

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure.

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### **Material Changes since the Last Update**

Since the last filing of this brochure on February 16, 2016, Item 10 has been removed as firm is now registered with the SEC.

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## Item 4: Services, Fees and Compensation

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### Firm Description

Vermillion Wealth Management Inc. ("VWM," "we," "our," or "us") is an investment advisor registered with the State of Minnesota. VWM offers investment advice to clients through a Wrap Fee Program ("Program") based on the individual needs of the client. VWM is the sponsor of the Program. James Poepl is 100% owner of VWM and Andrew Lucking is the Chief Compliance Officer. They will be responsible for management of the Program accounts.

This disclosure brochure is limited to describing the Program and other information that client should consider prior to establishing an account in the Program. For a complete description of other programs and services offered by VWM, clients should refer to VWM's Form ADV Part 2A, a copy of which will be provided by VWM to client upon request.

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### Program Services

VWM provides continuous and regular supervisory services on a discretionary basis and non-discretionary. We have an ongoing responsibility to select and make recommendations based upon the stated objectives, risk tolerance and time horizons of the client. VWM specializes in the design of portfolios using exchange traded funds (ETF), mutual funds, fixed income assets, closed-end funds, unit investment trusts, stocks, preferred stocks, options, and cash in managing client accounts. Through interview and/or questionnaire we assist the client in determining their risk tolerance within given time horizons. A single account may be comprised of multiple managers with varying levels of risk, which are based on client stated objectives and risk profile within time horizons.

Through a multiple step discovery process, VWM obtains the necessary financial data from the client and assists the client in setting appropriate investment objectives for the Program account. VWM obtains updated information from the client during regularly scheduled client performance reviews, as necessary in order to provide personalized investment advice to the client.

Client will be required to enter into a written agreement with VWM in order to establish a Program account. Client will also be required to complete an application with the broker/dealer that will act as custodian for Program account assets.

A Wrap Fee Program is an investment advisory program in which you pay one fee for both investment advisory services and the transaction costs in your account. Your fee is bundled with our costs for executing transactions in your account(s). This may result in a higher advisory fee to you. We do not charge our clients higher advisory fees based on their trading activity, but you should be aware that we may have an incentive to limit our trading activities in your account(s) because we are charged for executed trades. By participating in a wrap fee program, you may end up paying more or less than you would through a non-wrap fee program where a lower advisory fee may be charged, but trade execution costs are passed directly through to you by the executing broker.

The Program Fee is not based directly upon the actual transaction or execution costs for the transactions within your account. Depending on the underlying investments in your Program and how much trading activity occurs, you may pay more or less than if you chose another advisory program that does not have a wrap fee, or if you chose to pay separately for all of your transaction costs (e.g., pay the advisory fee plus all transaction charges). VWM offers

both a Wrap Fee Program and a Non-Wrap Fee Program, therefore we will review your investment options with you to determine the best offering for you. Similar services to those offered in the Program may be purchased from another unaffiliated financial services provider.

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### **Program Fees**

The annual investment advisory fee ("Annual Fee") schedule for the Program is described below:

<b>Assets Under Management</b>	<b>VWM Maximum Annual Fee</b>	<b>VWM Maximum Monthly Fee</b>
\$0 - \$249,999	1.25%	.1042%
\$250,000 - \$499,999	1.10%	.0917%
\$500,000 - \$999,999	1.00%	.0833%
\$1,000,000 and over	Negotiable	Negotiable

The fee schedule is a breakpoint schedule where all assets within the range are billed the same rate. For example if a client account is valued at \$3,000,000 the entire account will be billed at an annual rate of 1.10% ( $\$3,000,000 \times 1.10\% = \$33,000$  per year). VWM's annual fee may be negotiable based on a number of factors, which include but are not limited to "grandfathered" accounts, related accounts, and other structures that we may consider in special situations. In limited situations, we may also manage accounts for family and friends without charge. Individual accounts within the same household may be combined for a reduced fee. Fees are billed monthly in arrears based on the amount of assets managed as of the close of business on the last business day of the previous month. Monthly advisory fees deducted from the clients' account by the custodian will be reflected in a provided fee invoice as fees are withdrawn. Lower fees for comparable services may be available from other sources.

Client may terminate the Agreement within five (5) business days of signing, without penalty, and with full refund. If the client cancels after five (5) business days any earned fees will be due to VWM based on the number of days service was provided in the final month. The agreement may be terminated by either party by giving to the other party thirty (30) days written notice.

Additional deposits and withdrawals will be added or subtracted from account assets, as the case may be, which may lead to an adjustment of the Annual Fee. All Annual Fees are deducted from the account by the custodian unless other arrangements have been made in writing. The Annual Fee is paid to and retained by VWM and the advisory representatives.

In addition to the Annual Fee, client may also incur certain charges imposed by third parties in connection with investments made through Program accounts, including those imposed by the custodian. These may include, but are not limited to, the following: mutual fund or money market 12b-1 fees, sub-transfer agent fees, certain deferred sales charges on previously purchased mutual funds transferred into the account, other transaction charges and service fees, IRA and qualified retirement plan fees, alternative investment administrative fees, administrative servicing fees for trust accounts, creation and development fees or similar fees imposed by unit investment trust sponsors, managed futures investor servicing fees, and other charges required by law. VWM does not receive any portion of these fees. Further information regarding charges and fees assessed by a mutual fund or variable annuity are available in the appropriate prospectus.

Mutual funds may also charge a redemption fee if a redemption is made within a specific time period following the investment. The terms of any redemption fee are disclosed in the fund's prospectus. Transactions in mutual fund shares (e.g., for rebalancing, liquidations, deposits or tax harvesting) may be subject to a fund's frequent trading policy.

Client should be aware that margin borrowing involves additional risks. Margin borrowing will result in increased gain if the value of the securities in the account go up, but will result in increased losses if the account value decreases.

Since VWM only offers a wrap program there is no conflict of interest.

## **Item 5: Account Requirements and Types of Clients**

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### **Account Minimum**

VWM does not require a minimum to open an account.

### **Types of Clients**

VWM generally provides investment advice to individuals, high net worth individuals, trusts, estates, or charitable organizations, pension plans, corporations or business entities.

## **Item 6: Portfolio Manager Selection and Evaluation**

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### **Portfolio Manager**

James Poepl and Andrew Lucking will manage all Program accounts, their backgrounds are described in detail on their respective Part 2Bs attached to this brochure. Since no other persons, affiliated or unaffiliated will manage the wrap program, there are no additional processes for selection or review of managers. Clients make the decision to select VWM as their portfolio manager.

Since all programs are managed by VWM, there is no conflict of interest regarding portfolio managers.

### **Conflicts of Interest**

In establishing a Program account, client elects to appoint Schwab Advisor Services division of Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC as the sole and exclusive broker/dealer and custodian with respect to processing securities transactions for the Program account. VWM does not maintain custody of client assets.

VWM is independently owned and operated and not affiliated with Schwab. Schwab provides VWM with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's clients' assets are maintained in accounts at Schwab Advisor Services. Schwab's services include brokerage services that are related to the execution of securities transactions, custody, research, including that in the form of advice, analyses and reports, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.



For VWM client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions or other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Securities transactions for Program account are effected without commissions being charged to client. While VWM makes every attempt to obtain the best execution possible, there is no assurance that it will be obtained. Clients should consider whether or not the appointment of Schwab as the sole broker/dealer and custodian may or may not result in certain costs or disadvantages to the client as a result of possibly less favorable executions. In considering whether or not to restrict the execution of transactions through Schwab considered the capabilities of Schwab.

Although client will not be charged a transaction charge for transactions through Schwab, client should be aware that VWM will be required to pay transaction charges to Schwab. The transaction charges borne by VWM vary based on the type of transactions (e.g., mutual fund, equity or fixed income security) and for mutual funds based on whether or not the mutual fund pays 12b-1 fees and/or sub-transfer agent fees that are retained by the custodian in amounts sufficient to cover the majority of trading costs. Client should understand that the cost to VWM of transaction charges may be a factor VWM considers when deciding which securities to select and whether or not to place transactions in a Program account.

No agency-cross transactions or principal transactions are effected by VWM in Program accounts.

VWM may aggregate transactions for a client with other clients to improve the quality of execution. When transactions are so aggregated, the actual prices applicable to the aggregated transactions will be averaged, and the client will be deemed to have purchased or sold its proportionate share of the securities involved at the average price obtained.

Schwab also makes available to VWM other products and services that benefit VWM but may not benefit its clients' accounts. These benefits may include national, regional or VWM specific educational events organized and/or sponsored by Schwab Advisor Services. Other potential benefits may include occasional business entertainment of personnel of VWM by Schwab Advisor Services personnel, including meals, invitations to sporting events, including golf tournaments, and other forms of entertainment, some of which may accompany educational opportunities. Other of these products and services assist VWM in managing and administering clients' accounts. These include software and other technology (and related technological training) that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of VWM's fees from its clients' accounts, and assist with back-office training and support functions, recordkeeping and client reporting. Many of these services generally may be used to service all or some substantial number of VWM's accounts, including accounts not maintained at Schwab Advisor Services. Schwab Advisor Services also makes available to VWM other services intended to help VWM manage and further develop its business enterprise. These services may include professional compliance, legal and business consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, employee benefits providers, human capital consultants, insurance and marketing. In addition, Schwab may make available, arrange

and/or pay vendors for these types of services rendered to VWM by independent third parties. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to VWM. While, as a fiduciary, VWM endeavors to act in its clients' best interests, VWM's recommendation/requirement that clients maintain their assets in accounts at Schwab may be based in part on the benefit to VWM of the availability of some of the foregoing products and services and other arrangements and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest. This conflict is mitigated by the fact that VWM has a fiduciary responsibility to act in the best interest of its clients and the services received are beneficial to all clients.

The Program may cost the client more or less than purchasing Program services separately. Factors that bear upon the cost of the Program account in relation to the cost of the same services purchased separately include: the type and size of the account, the historical and/or expected size or number of trades for the account, and the number and range of supplementary advisory and client related services provided to the account.

The Annual Fee is an ongoing fee for investment advisory services and may cost the client more than if the assets were held in a traditional brokerage account. In a brokerage account, a client is charged a commission for each transaction and the representative has no duty to provide ongoing advice with respect to the account. If the client plans to follow a buy and hold strategy for the account or does not wish to purchase ongoing investment advice or management services, the client should consider opening a brokerage account rather than a Program account.

VWM receives compensation as a result of the client's participation in the Program. The amount of this compensation may be more or less than what VWM would receive if the client participated in other programs or paid separately for investment advice, brokerage and other client services. Therefore, VWM may have a financial incentive to recommend the Program account over other programs and services.

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### **Advisory Business**

VWM offers clients an asset management account through the Program in which VWM directs and manages Program assets for client.

Client provided goals and objectives are documented in individual client files. Investment strategies are created that reflect the stated goals and objective.

A client may impose restrictions on a minimum level of cash they want in their account, as well as from which account they want their withdrawals to come. Also, a client may issue restrictions on what specific securities or security types they do not want VWM to buy or sell in their account.

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### **Sharing of Capital Gains**

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

VWM does not use a performance-based fee structure because of the potential conflict of interest. Performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client.

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## Methods of Analysis

Security analysis methods may include fundamental analysis, technical analysis, and cyclical analysis. Investing in securities involves risk of loss that clients should be prepared to bear. Past performance is not a guarantee of future returns.

Fundamental analysis involves evaluating a stock using real data such as company revenues, earnings, return on equity, and profit margins to determine underlying value and potential growth. Technical analysis involves evaluating securities based on past prices and volume. Cyclical analysis involves analyzing the cycles of the market.

When creating a financial plan, VWM utilizes fundamental analysis to provide review of insurance policies for economic value and income replacement. Technical analysis is used to review mutual funds and individual stocks. The main sources of information include Morningstar, client documents such as tax returns and insurance policies.

In developing a financial plan for a client, VWM's analysis may include cash flow analysis, investment planning, risk management, tax planning and estate planning. Based on the information gathered, a detailed strategy is tailored to the client's specific situation.

The main sources of information include financial newspapers and magazines, annual reports, prospectuses, and filings with the Securities and Exchange Commission.

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## General Investment Strategy

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. Each client executes an Investment Policy Statement or Risk Tolerance that documents their objectives and their desired investment strategy.

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## Security Specific Material Risks

All investment programs have certain risks that are borne by the investor. Fundamental analysis may involve interest rate risk, market risk, business risk, and financial risk.

Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks and should discuss these risks with VWM:

- *Interest-rate Risk:* Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- *Market Risk:* The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- *Inflation Risk:* When any type of inflation is present, a dollar today will buy more than a dollar next year, because purchasing power is eroding at the rate of inflation.
- *Currency Risk:* Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.

- *Reinvestment Risk:* This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- *Business Risk:* These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- *Liquidity Risk:* Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- *Financial Risk:* Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.
- List of Material Risk may not be all inclusive, as over time, additional unknown and unforeseen risk may arise.

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### **Proxy Voting**

VWM does not vote proxies on securities. Clients are expected to vote their own proxies. The client will receive their proxies directly from the custodian of their account or from a transfer agent.

When assistance on voting proxies is requested, VWM will provide recommendations to the client. If a conflict of interest exists, it will be disclosed to the client

## **Item 7: Client Information Provided to Portfolio Managers**

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### **Description**

VWM obtains the necessary financial data from the client and assists the client in setting appropriate investment objectives for the Program account. VWM obtains updated information from the client as necessary in order to provide personalized investment advice to the client. It is the client's responsibility to inform VWM of any changes in their stated objectives, financial situation, life circumstances or risk tolerance.

Client will be required to enter into a written agreement with VWM in order to establish a Program account. Client will also be required to complete an application with the broker/dealer that will act as custodian for Program account assets.

## **Item 8: Client Contact with Portfolio Managers**

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### **Restrictions**

There are no restrictions placed on clients' ability to contact and consult with the portfolio managers since VWM manages all portfolios.

## Item 9: Additional Information

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### **Disciplinary Information**

#### Criminal or Civil Actions

VWM and its management have not been involved in any criminal or civil action.

#### Administrative Enforcement Proceedings

VWM and its management have not been involved in administrative enforcement proceedings.

#### Self-Regulatory Organization Enforcement Proceedings

VWM and its management have not been involved in legal or disciplinary events related to past or present investment clients.

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### **Other Financial Industry Activities and Affiliations**

#### Broker-Dealer or Representative Registration

VWM is not a broker-dealer, and no affiliated persons are registered representatives of a broker dealer.

#### Futures or Commodity Registration

VWM does not have an application pending to register as a futures commission merchant, commodity pool operator, or a commodity trading advisor.

#### Material Relationships Maintained by this Advisory Business and Conflicts of Interest

Affiliated persons of VWM are also a licensed insurance agents. From time to time, they will offer clients products and/or services from these activities.

President James Poepl is also Co-Owner and Vice President of a Vermillion State Bank. Approximately 50% of his time is spent at the bank. From time to time, he will offer clients products and/or services in this capacity.

This represents a conflict of interest because it gives an incentive to recommend products and services based on the commission and/or fee amount received. This conflict is mitigated by the fact that VWM has a fiduciary responsibility to place the best interest of the client first and will act accordingly. Clients are not required to purchase any products or services. Clients have the option to purchase these products or services through another insurance agent or bank of their choosing.

#### Recommendations or Selections of Other Investment Advisors and Conflicts of Interest

VWM does not utilize the services of third party money managers.

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### **Code of Ethics Description**

The employees of VWM have committed to a Code of Ethics ("Code"). The purpose of our Code is to set forth standards of conduct expected of VWM employees and addresses conflicts that may arise. The Code defines acceptable behavior for employees of VWM. The Code reflects VWM and its supervised persons' responsibility to act in the best interest of their client.

One area the Code addresses is when employees buy or sell securities for their personal accounts and how to mitigate any conflict of interest with our clients. We do not allow any employees to use non-public material information for their personal profit or to use internal research for their personal benefit in conflict with the benefit to our clients.

VWM's policy prohibits any person from acting upon or otherwise misusing non-public or inside information. No advisory representative or other employee, officer or director of VWM may recommend any transaction in a security or its derivative to advisory clients or engage in personal securities transactions for a security or its derivatives if the advisory representative possesses material, non-public information regarding the security.

VWM's Code is based on the guiding principle that the interests of the client are our top priority. VWM's officers, directors, advisors, and other employees have a fiduciary duty to our clients and must diligently perform that duty to maintain the complete trust and confidence of our clients. When a conflict arises, it is our obligation to put the client's interests over the interests of either employees or the company.

The Code applies to "access" persons. "Access" persons are employees who have access to non-public information regarding any clients' purchase or sale of securities, or non-public information regarding the portfolio holdings of any reportable fund, who are involved in making securities recommendations to clients, or who have access to such recommendations that are non-public.

The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

Investment Recommendations Involving a Material Financial Interest and Conflict of Interest  
VWM and its employees do not recommend to clients securities in which we have a material financial interest.

Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest  
VWM employees may buy or sell securities that are also held by clients. In order to avoid conflicts of interest such as front running of client trades, employees are required to disclose all reportable securities transactions as well as provide VWM with copies of their brokerage statements.

The Chief Compliance Officer of VWM is Andrew Lucking. He reviews all employee trades each quarter. The personal trading reviews ensure that the personal trading of employees does not affect the markets and that clients of the firm receive preferential treatment over employee transactions.

Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest

VWM does not maintain a firm proprietary trading account and does not have a material financial interest in any securities being recommended and therefore no conflicts of interest exist. However, employees may buy or sell securities at the same time they buy or sell securities for clients. In order to mitigate conflicts of interest such as front running, employees are required to disclose all reportable securities transactions as well as provide VWM with copies of their brokerage statements.

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## **Review of Accounts**

Schedule for Periodic Review of Client Accounts and Advisory Persons Involved

Account reviews are performed at least quarterly depending on the nature of the account and client relationship. All reviews are conducted by Andrew Lucking or James Poepl. Account reviews are performed more frequently when market conditions dictate.

### Review of Client Accounts on Non-Periodic Basis

Other conditions that may trigger a review of clients' accounts are changes in the tax laws, new investment information, and changes in a client's own situation.

### Content of Client Provided Reports and Frequency

Clients receive written account statements usually on a monthly basis, but no less than quarterly for managed accounts. Written account performance reports are issued on a quarterly basis.

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## **Client Referrals and Other Compensation**

### Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest

As disclosed under Item 6 above, Schwab also makes available to VWM other products and services that benefit VWM but may not benefit its clients' accounts. These benefits may include national, regional or VWM specific educational events organized and/or sponsored by Schwab Advisor Services. Other potential benefits may include occasional business entertainment of personnel of VWM by Schwab Advisor Services personnel, including meals, invitations to sporting events, including golf tournaments, and other forms of entertainment, some of which may accompany educational opportunities. Other of these products and services assist VWM in managing and administering clients' accounts. These include software and other technology (and related technological training) that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of VWM's fees from its clients' accounts, and assist with back-office training and support functions, recordkeeping and client reporting. Many of these services generally may be used to service all or some substantial number of VWM's accounts, including accounts not maintained at Schwab Advisor Services. Schwab Advisor Services also makes available to VWM other services intended to help VWM manage and further develop its business enterprise. These services may include professional compliance, legal and business consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, employee benefits providers, human capital consultants, insurance and marketing. In addition, Schwab may make available, arrange and/or pay vendors for these types of services rendered to VWM by independent third parties. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to VWM. While, as a fiduciary, VWM endeavors to act in its clients' best interests, VWM's recommendation/requirement that clients maintain their assets in accounts at Schwab may be based in part on the benefit to VWM of the availability of some of the foregoing products and services and other arrangements and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest. This conflict is mitigated by the fact that VWM has a fiduciary responsibility to act in the best interest of its clients and the services received are beneficial to all clients.

The Program may cost the client more or less than purchasing Program services separately. Factors that bear upon the cost of the Program account in relation to the cost of the same services purchased separately include: the type and size of the account, the historical and/or

expected size or number of trades for the account, and the number and range of supplementary advisory and client related services provided to the account.

The Annual Fee is an ongoing fee for investment advisory services and may cost the client more than if the assets were held in a traditional brokerage account. In a brokerage account, a client is charged a commission for each transaction and the representative has no duty to provide ongoing advice with respect to the account. If the client plans to follow a buy and hold strategy for the account or does not wish to purchase ongoing investment advice or management services, the client should consider opening a brokerage account rather than a Program account.

VWM receives compensation as a result of the client's participation in the Program. The amount of this compensation may be more or less than what VWM would receive if the client participated in other programs or paid separately for investment advice, brokerage and other client services. Therefore, VWM may have a financial incentive to recommend the Program account over other programs and services.

#### Advisory Firm Payments for Client Referrals

VWM does compensate for client referrals.

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### **Financial Information**

#### Balance Sheet

A balance sheet is not required to be provided because VWM does not serve as a custodian for client funds or securities and VWM does not require prepayment of fees of more than \$500 per client and six months or more in advance.

#### Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients

VWM has no condition that is reasonably likely to impair our ability to meet contractual commitments to our clients.

#### Bankruptcy Petitions during the Past Ten Years

Neither VWM nor its management has had any bankruptcy petitions in the last ten years.



Item 1 Cover Page  
**SUPERVISED PERSON BROCHURE**  
FORM ADV PART 2B

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andylucking@vernwealth.com

This brochure supplement provides information about Andrew Michael Lucking and supplements the Vermillion Wealth Management Inc.'s brochure. You should have received a copy of that brochure. Please contact Andrew Michael Lucking if you did not receive the brochure or if you have any questions about the contents of this supplement.

Additional information about Andrew Michael Lucking (CRD#4734835) is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**MARCH 22, 2016**

## **Brochure Supplement (Part 2B of Form ADV)**

### **Supervised Person Brochure**

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#### **Principal Executive Officer**

**Andrew Michael Lucking, CFP®**

- Year of birth: 1982
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#### **Item 2 Educational Background and Business Experience**

Educational Background:

- University of St. Thomas; BA, Finance Major, Economics Minor; 2004

Business Experience:

- Vermillion Wealth Management Inc.; Chief Compliance Officer/Investment Advisor Representative/Insurance Agent; 01/2016 - Present
  - Cetera Investment Advisers LLC; Investment Advisor Representative/Registered Representative; 01/2014 – 12/2015
  - Cetera Investment Services LLC; Investment Advisor Representative/Registered Representative; 10/2005 – 01/2014
- 

#### **Professional Certifications**

Employees have earned certifications and credentials that are required to be explained in further detail.

The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. (“CFP Board”).

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 62,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board’s studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor’s Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board’s financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one’s ability to correctly diagnose financial planning issues and apply one’s knowledge of financial planning to real world circumstances;

- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics – Agree to be bound by CFP Board’s *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and
- Ethics – Renew an agreement to be bound by the *Standards of Professional Conduct*. The *Standards* prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients. CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board’s enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

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**Item 3 Disciplinary Information**

*Criminal or Civil Action:* None to report.

*Administrative Proceeding:* None to report.

*Self-Regulatory Proceeding:* None to report.

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**Item 4 Other Business Activities**

Andrew Lucking is also a licensed insurance agent. Approximately 2% of his time is spent in his insurance practice. From time to time, he will offer clients products and/or services in this capacity.

This represents a conflict of interest because it gives an incentive to recommend products and services based on the commission received. This conflict is mitigated by the fact that Mr. Lucking has a fiduciary responsibility to place the best interest of the client first and the clients are not required to purchase any products or services. Clients have the option to purchase these products or services through another insurance agent of their choosing.

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**Item 5 Additional Compensation**

Mr. Lucking receives additional compensation in his capacity as an insurance agent, but he does not receive any performance based fees.

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**Item 6 Supervision**

Since Mr. Lucking is the Chief Compliance Officer of Vermillion Wealth Management Inc., he is solely responsible for all supervision and formulation and monitoring of investment advice offered to clients. He will adhere to the policies and procedures as described in the firm’s Compliance Manual.

Item 1 Cover Page  
**SUPERVISED PERSON BROCHURE**  
FORM ADV PART 2B

James Francis Poepl

**Vermillion Wealth Management  
Inc.**

**Office Address:**  
107 E. Main St.  
Vermillion, MN 55085

Tel: 651-437-4433  
Fax: 651-437-4321

jimpoepl@vermwealth.com

This brochure supplement provides information about James Francis Poepl and supplements the Vermillion Wealth Management Inc.'s brochure. You should have received a copy of that brochure. Please contact James Francis Poepl if you did not receive the brochure or if you have any questions about the contents of this supplement.

Additional information about James Francis Poepl (CRD#4789770) is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**MARCH 22, 2016**

## Brochure Supplement (Part 2B of Form ADV)

### Supervised Person Brochure

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#### Principal Executive Officer

**James Francis Poepl**

- Year of birth: 1977
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#### Item 2 Educational Background and Business Experience

Educational Background:

- Hamline University School of Law; JD, 2003
- University of St. Thomas; BA, 2000

Business Experience:

- Vermillion Wealth Management Inc.; President/Investment Advisor Representative/Insurance Agent; 01/2016 – Present
  - Vermillion State Bank; Co-Owner/Vice President; 08/2003 - Present
  - Cetera Investment Advisers LLC; Investment Advisor Representative/ Registered Representative; 01/2014 – 12/2015
  - Cetera Investment Services LLC; Investment Advisor Representative /Registered Representative; 04/2004 – 01/2014
- 

#### Item 3 Disciplinary Information

*Criminal or Civil Action:* None to report.

*Administrative Proceeding:* None to report.

*Self-Regulatory Proceeding:* None to report.

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#### Item 4 Other Business Activities

James Poepl is also a licensed insurance agent and vice president of a bank. Approximately 5% of his time is spent in his insurance practice and 50% of time at the bank. From time to time, he will offer clients products and/or services in this capacity.

This represents a conflict of interest because it gives an incentive to recommend products and services based on the commission received. This conflict is mitigated by the fact that Mr. Poepl has a fiduciary responsibility to place the best interest of the client first and the clients are not required to purchase any products or services. Clients have the option to purchase these products or services through another insurance agent of their choosing.

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#### Item 5 Additional Compensation

Mr. Poepl receives additional compensation in his capacity as an insurance agent and vice president of a bank, but he does not receive any performance based fees.

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#### Item 6 Supervision

James Poepl is supervised by Andrew Lucking, Chief Compliance Officer of Vermillion Wealth Management Inc. Mr. Lucking reviews James' work through client account reviews, quarterly personal transaction reports as well as face-to-face and phone interactions.

Mr. Lucking can be contacted at 651-437-4433 or by email at andylucking@vermwealth.com