



WEALTH PLANNING CORPORATION

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This brochure provides information about the business practices and qualifications of Wealth Planning Corporation. If you have any questions about the contents of this brochure, please contact Wealth Planning Corporation at 513-733-1750 or via email at info@wealthp.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. Additional information about Wealth Planning Corporation also is available on the SEC's website at www.adviserinfo.sec.gov.

Wealth Planning Corporation uses the title of "Registered Investment Advisor" in recognition of its requirement to register and provide detailed information to the SEC and any applicable state securities authorities. This identification does not imply that any certain skill level or training is required for registration. The written and oral communications of an advisor provide you with information about the advisor which you would use for determining whether to hire or retain an advisor.

Material Changes as of March 13, 2019

On October 12, 2010, the United States Securities and Exchange Commission enacted new rules amending the disclosure requirement for all Registered Investment Advisors. A new disclosure “Brochure” must be designed and provided to discuss the business activities, qualifications, conflicts of interest and other material information with respect to the firm’s activities on behalf of clients. Written in “Plain English”, the Brochure is required to be updated annually and submitted to the SEC, FINRA or other relevant regulatory agencies. The Brochure is to be made available to clients each year and provided to each new client/prospect prior to engagement of services.

To provide greater transparency, any material changes made in the business activities of the firm between annual amendments are to be summarized and provided at the beginning of the Brochure. In our March 2018 Brochure Update, the notice of Material Changes highlighted our reduction in investment advisory fees for not-for-profit or charitable organizations and personnel changes.

This annual update provides all relevant information with respect to our business activities, including the notable changes from our previous Brochure as follows:

- **Employer Sponsored Plan (401k, 403b, etc.) Investment Advisory Services and Fees**

WPC has historically provided investment management services (active allocation and rebalancing) for our existing clients’ employer sponsored plans. These accounts have been eligible for inclusion in reaching lower fee brackets (see Item 5 – Fees and Compensation) but were often serviced complimentary. They were not included in our client performance reporting. As SEC Custody rules are now strictly interpreted to include these accounts, regulatory compliance compels us to include this service under the Investment Advisory Fees (see Item 15 – Custody) if clients wish for WPC to service the allocation and rebalancing needs of these accounts. Technology enhancements will further allow us to import the values and transactions from these accounts for combined reporting alongside all managed assets when this service is elected.

- **Financial Planning Services and Fees**

No change.

- **Supplemental Biographical Information 2(B) -**

Jerry Yox, CFP® joined the firm as a Lead Advisor bringing over 25 years of financial services industry experience with a focus on serving the financial planning and investment needs of existing and newly onboarded clients.

Steven Milby recently joined WPC in a new capacity as Financial Planning Associate responsible for supporting advisors and working directly with clients in the production of financial plans and reviews. He began his career with Fidelity Investments in 2001 and is currently enrolled in the CFP® study program.

Malea Hornback resigned from her WPC position at the end of the year to pursue a different career within the financial services industry.

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Item 4 – Advisory Business

Founded in 1984 by C. Michael Johnson, Wealth Planning Corporation (WPC) primarily focuses on providing Investment Advisory Services and Financial Planning Services for individuals. These fee-based services are available to the client independently, but many clients select to engage WPC for both services.

Under Federal and State law, WPC and its employees act as a fiduciary and are required by legal and ethical codes of conduct to disclose all material facts relating to the advisory relationship we have with clients. As a fiduciary, we seek to avoid conflicts of interest with our clients and make full disclosure of any potential conflicts that may arise. This includes providing sufficient specific facts so that a client is able to understand the conflict of interest and the business practice(s) that could affect the advisory relationship, for the client to give informed consent to accept or reject such practice or conflict. This obligation extends the requirement to disclose this information in greater detail at any time it arises in the day-to-day activities with clients, regardless if otherwise included in this Brochure or Advisory Agreements.

Investment Advisory Services are provided under the WPC Investment Advisory Agreement and are implemented utilizing an independent, third-party custodian (ex. Charles Schwab & Co.) to house individual investment accounts in the name of the client. WPC and the client complete an Investment Policy Statement stating a targeted asset allocation model based upon several factors, including any client specific preferences or restrictions. Via the investment account application with the selected custodian, the client further agrees to give WPC discretionary authority to implement its investment recommendations. Investments in the client's accounts are purchased and sold by WPC using a diversified model portfolio consisting primarily of no-load mutual funds, Exchange Traded Funds (ETFs) and other investment vehicles as deemed appropriate by WPC. WPC currently manages investments of approximately \$300 million within its client accounts.

WPC does not maintain minimum account size requirements, but Investment Advisory fees vary dependent upon the aggregate size of the client's market value of assets under direct management. WPC does permit the aggregation of family accounts to reach a lower fee tier or reduce the overall fee under special client circumstances. See Item 5 for further discussion of fees.

Financial Planning Services are provided under a separate agreement and may encompass a number of activities related to providing analysis and recommendations in the areas of retirement planning, education funding, life and long-term care insurance, estate planning, tax planning, cash flow management and investing. WPC engages in the review and analysis of the pertinent data supplied by the client and prepares a written report which may include tabulations, illustrations and other working documents to address certain concerns and opportunities as they relate to the overall financial picture of a client.

Fees for Financial Planning Services will vary dependent upon the scope of work and complexities unique to each situation. Total cost will be provided to the client at the time of engagement. Fees may be discounted for clients utilizing WPC Investment Advisory Services. For more information on fees, see Item 5.

Implementation of the recommendations resulting from the analysis is entirely at the client's discretion. The recommendations may require working closely with an attorney, accountant, insurance agent and/or investment broker for implementation. Expenses related to the implementation of any recommendations are the responsibility of the client. If the client requests WPC assist in the implementation of recommendations, any fees, costs or compensation associated with implementation will be fully disclosed prior to action.

Item 5 – Fees and Compensation

Investment Advisory Fees for all discretionary individual, trust and corporate accounts will be charged based upon the schedule below. All included accounts are managed at the same fee rate based upon the total assets under management. No other compensation is received for Investment Advisory Services as WPC does not share in any custodian charges for transactions, nor accept commissions or fees from any investment providers (ex. mutual fund companies).

<u>Total Assets Under Management (AUM)</u>	<u>Annual Fee %</u>	<u>Quarterly Fee Rate</u>
\$ 0 - \$ 500,000	1.25%	.3125
\$ 500,001 - \$ 1,000,000	1.10%	.275
\$ 1,000,001 - \$ 2,000,000	0.95%	.2375
\$ 2,000,001 - \$ 3,000,000	0.85%	.2125
\$ 3,000,001 - \$ 5,000,000	0.75%	.1875
\$ 5,000,001 - \$10,000,000	0.70%	.175
<hr/>		
Deposits in excess of \$10,000,000	0.60% Flat Fee +	
Amount of AUM in excess of \$10,000,000	0.20%	

The Investment Advisory Service fee is billed at the beginning of each calendar quarter. The applicable rate is charged based upon each account's balance at the end of the previous quarter and billed directly to the account. Fees are adjusted for money flows in and out of the account during the previous quarter on a pro-rated basis, according to the number of days under management within the account. The client authorizes payment of the fees directly from the account via the custodian's account application. A copy of the invoice is mailed each billing period to the client so they see the fee calculation and total amount being charged.

Accounts outside of those directly under management may be used to reach lower fee brackets if compensation is received for their management. The fee for managing outside accounts must be authorized by the client and debited from a directly managed account.

Investment Advisory Fees for a charitable/non-profit organization's account will be charged a flat fee equal to 60 basis points (0.60%).

Investment Advisory clients may receive a discount on Financial Planning Service fees based upon their total assets under management (see Financial Planning Services below).

A discount for Second Generation clients (children, grandchildren or parents) of existing clients with balances greater than \$500,000 will be applied for a Second Generation client under a discounted fee rate equal to 1.10% (\$500,001 - \$1,000,000) until such time as the Second Generation client is eligible for any further bracket reduction based upon their own account size.

Financial Planning Services are provided under a fixed-fee arrangement determined in advance and acknowledged by the client via a completed Financial Planning Agreement. Base Plan fees begin at \$1,600 and may be adjusted higher based upon the number of services and/or the complexities involved. WPC's hourly rate for additional services not offered under a specified fixed-fee agreement will be \$350 per hour.

One half of the fee is due before work will begin, and the balance is due upon delivery of the final written plan. Clients may terminate the agreement at any time by written notice and request a refund of any unearned fees based upon time expended by WPC advisors or planners. If outside advisors are required to supplement areas of expertise and pursued with consent of the client, their fees will be in addition to the WPC fee.

WPC provides a discount for Financial Planning Services when clients are also served under an Investment Advisory Agreement. Discounts are earned when assets under management fall in the following ranges:

<u>Total Assets Under Management</u>	<u>Discount Percentage</u>
\$ 500,000 – \$999,999	50%
\$1,000,000 and above	100%

For Investment Advisory clients with less than \$500,000 in assets under management, WPC is able to provide an alternative quarterly fixed-fee billing method. One quarter of the Financial Planning Fee will be charged against an account each quarter during the first calendar year.

Those clients with less than \$500,000 in assets under management who request ongoing Financial Planning Services may elect a quarterly fixed-fee billing for covered services or opt for hourly billing based upon the current hourly billing rates. For 2019, that rate is \$350 per hour.

Implementation of non-investment recommendations stemming from any Financial Planning Services may include products offered by various insurance companies for which WPC advisors are licensed brokers or agents, or other services offered by unaffiliated persons or entities. Any transaction resulting in a commission or charges from the purchase of these products or services will be brought to the attention of the client in an effort to adequately disclose any conflict of interest.

Item 6 – Performance-Based Fee and Side-by-Side Management

Advisory fees are limited to those detailed above, and WPC does not structure fees similar to those found in the Hedge fund industry. As such, there are no performance-related fees (fees charged based on a share of interest income, capital gains or appreciation), nor does WPC engage in side-by-side management of funds (performance accounts alongside traditional fee accounts where one may benefit more).

WPC's Investment Advisory fee may increase based upon the appreciation of the client account(s), but the applicable fee percentage is based upon total assets under management. As total assets under management increase, lower rate brackets may be reached; and the client will automatically qualify for the reduced rate calculation at the next billing cycle.

Item 7 – Types of Clients

WPC provides its services to individuals, families, trusts, estates, small business owners and not-for-profit/charitable organizations. As previously stated, there are no minimum asset or income requirements; but some services may not apply or be economically beneficial to all potential clients.

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

WPC considers a client's financial goals, risk tolerance and time horizon, along with assets, income and other factors in an effort to determine the appropriate investment allocation suited to the client's needs. Based upon the allocation mutually selected within the Investment Policy Statement, WPC implements the targeted allocation through a model portfolio of investments constructed by WPC. Any unique preferences detailed in the Investment Policy Statement may affect the degree to which an individual's portfolio resembles the WPC specific asset allocation model portfolio.

WPC's model portfolios are constructed principally of mutual funds and ETFs using a broad asset allocation strategy. Asset allocation seeks to achieve an efficient distribution among a number of asset classes (large, mid and small capitalization companies, US and non-US holdings, corporate and government bonds, etc.). The risk "of having all of your eggs in one basket" is thereby lessened through the principle of diversification.

Diversification is first achieved using multiple asset classes and then within asset classes through use of mutual funds and/or ETFs which inherently offer more diversification than a limited number of individual holdings. WPC does not generally recommend individual securities, select highly concentrated positions or engage in option strategies, derivatives or other speculative investments. Additionally, WPC does not attempt to “time” the market by buying into or selling out of portfolios based upon market movements.

The model portfolio construction is developed and maintained by the Investment Committee, which is formed by the principal advisors of WPC. The Investment Committee is responsible for setting the broad asset allocation parameters, identifying the specific allocation among asset classes, and selecting investments within each class. Investments will include long-term purchases, short-term purchases and/or those securities designed to hedge or protect the portfolio given certain economic factors. WPC generally utilizes no-load mutual funds or ETFs that represent either a managed portfolio of individual securities diversified within the targeted asset class or a representative index. As deemed appropriate for growth, income or desired hedging strategies, WPC may consider an investment in a “non-traditional,” “alternative,” or non-publicly traded investment vehicle which may include Real Estate Investment Trusts (REIT), limited partnerships (LP), or other publicly registered investment structures. Only those investments that can be in custody and reported with a client’s existing portfolio will be considered. Fixed income investments may also include an array of cash or demand deposits as deemed appropriate.

When recommending a specific investment for inclusion in the model portfolio, our criteria includes: load, style, relative performance, price/earnings ratio, volatility rating, expense ratio, manager tenure, turnover ratio and other factors as may be important in a particular asset class. Recommendations for inclusion in our model portfolio will be based on publicly available reports and analysis. The analysis may include reports from the sponsoring investment manager, independent third-party research providers, financial news media or other services. The Investment Committee must unanimously select all investments, and individual client accounts are invested per the Investment Committee model or direction, and not at the discretion of an individual advisor.

WPC considers a client’s investable assets as a single integrated portfolio and applies the model allocation across all accounts. Tax efficiency is important, but not the sole consideration in implementing investment strategy. Exceptions to this approach in individual accounts may be implemented if goals, timelines or other factors deem it appropriate to alter or maintain different allocation strategies. However, WPC does not create or use third-party Separately Managed Accounts (SMA) or charge additional “wrap fees” to achieve these results for clients.

WPC encourages and actively pursues the strategy of regular portfolio rebalancing in conjunction with the targeted asset allocation. Periodic rebalancing is a disciplined way to, over time, buy (relatively) lower and sell (relatively) higher as asset classes appreciate or experience volatility. Rebalancing does not insure lower risk, but maintains a disciplined approach for maintaining the targeted balances designed to meet the long-term goals established in the Investment Policy Statement. In periods where there may be no portfolio adjustment, WPC is monitoring accounts for client cash flows and regularly evaluating individual investments for volatility, suitability, or other impact on desired portfolio attributes.

Investing in securities involves the risk of loss. The Prudent Investor Rule is analogous to the common expression “no risk, no reward”, and investors must understand that risk is associated with the investment process. In WPC’s fiduciary capacity, WPC will make reasonable efforts to limit risk, but cannot eliminate risk. WPC in no way guarantees portfolio performance or individual results.

Item 9 – Disciplinary Information

Registered Investment Advisors are required to disclose all material facts or disciplinary events that would be important for your consideration of WPC or the integrity of WPC’s management. WPC’s advisors and staff have no current or past record of disciplinary action, meaning: no criminal or civil complaints, no administrative proceedings before the SEC or other Self Regulatory Organization (SRO) or dispute over any other designation, license, etc.

Todd Steinbrink, President of WPC, is the Chief Compliance Officer for the firm. The Chief Compliance Officer has direct supervisory responsibilities for the advice provided to clients and is the authority to respond to a client’s question or complaint on any action undertaken by WPC or its employees.

Item 10 – Other Financial Industry Activities and Affiliations

WPC is engaged in both Investment Advisory and Financial Planning Services as described above. WPC may engage in other financial activities for the benefit of its clients or others.

WPC may provide hourly fee services to individuals that do not engage in Investment Advisory or Financial Planning Services or as consultants to legal or accounting practitioners.

For interested Investment Advisory and Financial Planning clients, WPC provides a tax return preparation service via an arrangement with FRANZ CPAs. WPC will assist in the compilation of data from the client, work with FRANZ CPAs on all information requests, and deliver completed returns to the client. A separate fee is charged for this service and the fee schedule is provided to clients in advance. Other tax planning assistance may include calculation of estimated tax payments and reminders. WPC and FRANZ CPAs assume no responsibility for accuracy of tax filings for data not supplied by the client, for timely payment of taxes or estimated payments due, or filings not properly executed by the client.

At times, WPC may advise on the use of insurance-related products as deemed appropriate for the client. This may include life insurance, long-term care insurance, or fixed annuities which may be subsequently sold by insurance licensed individuals of WPC. Clients are informed that such products may be commission-based and may represent a conflict of interest as a result. Clients are offered the opportunity to shop for similar products through other agents or seek out other referrals for such products. Any additional fees or compensation relating to such a transaction are disclosed to the client in advance.

WPC has made arrangements with other third parties for the transaction of its business but receives no “hard dollar” compensation from these parties. For example, WPC has made arrangement with Charles Schwab and others periodically to provide custodial services. WPC does not receive compensation from Charles Schwab or other custodians. See Item 12 for more information on brokerage selection and other “soft dollar” disclosures.

WPC has entered into solicitor arrangements with other organizations or professionals. Under such agreement, the solicitor may receive a stated portion of the investment advisory fees for those referred clients that utilize WPC’s services. This information is disclosed to the client and acknowledged by the client within the Investment Advisory Agreement prior to engagement of services. Compensation for the referral is paid by WPC and has no effect on the fee paid by the client.

WPC is an independent advisor and has no direct affiliation with any third party.

Item 11 – Code of Ethics

Under Rule 204A-1, WPC maintains Code of Ethics policies and procedures to insure proper reporting and review of all personal securities transactions for employees. The purpose of the Code of Ethics and related policies and procedures is to protect clients’ account transactions from any potential conflict of interest with employee or related individual’s account trades or other actions. The prior policies have been updated to include the requisite reporting and review functions to be performed routinely by the Chief Compliance Officer.

Employees are required to comply with the Code of Ethics by either maintaining all investment accounts within WPC’s reporting system or provide statements as needed for quarterly and annual compliance review. Often employee or related person’s accounts are held under the same custodian as our client accounts and invested in the WPC model portfolios. The resulting investment may coincide with the interest of client’s accounts. All mutual fund transactions are by design, executed simultaneously at the end of the trading day for a common price, and are among other transactions considered exempt by the SEC.

Any non-mutual fund transaction must be executed in a way that does not create a conflict of interest by trading in close proximity to client accounts. At no time may any employee or related person receive added benefit or advantage over clients with respect to transactions. Employees are required to provide a request for personal securities transactions which are reviewed by the Chief Compliance Officer for conflicts of interest.

In addition to the SEC Code of Ethics for investment activities, WPC utilizes the Code of Ethics and Professional Responsibility (Code of Ethics) as adopted by the Certified Financial Board of Standards, Inc. (CFP Board) for its financial planning services. Among the principal tenants are: Integrity, Objectivity, Competence, Fairness, Confidentiality, Professionalism and Diligence. To comply with the CFP Board’s requirements, all CFP® registrants are required to complete bi-annual continuing education requirements and Code of Ethics training and certification. In addition, all WPC employees

acknowledge, in writing, their acceptance of the firm's general policies and procedures, compliance requirements and Code of Ethics on an annual basis. A copy of both of these guidelines is available for inspection by any interested client.

Item 12 – Brokerage Practices

WPC is not a qualified custodian; therefore, has made arrangements with third-party custodians to establish brokerage accounts for clients. WPC currently recommends its clients establish accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. (Schwab). WPC is independently owned and is not affiliated with Schwab.

Schwab provides WPC with access to its institutional trading and custody services, which are not typically available to Schwab retail investors. The services are generally available to independent advisors on an unsolicited basis, at no charge, so long as a total of at least \$10 million in advisor's client's assets are maintained in accounts at Schwab.

Schwab does not generally charge separately for its custody services, but is compensated by account holders through commissions or other transaction-related fees for securities trades.

Schwab has negotiated with many mutual fund companies for reimbursement of transaction fees so that clients may buy and sell mutual funds through Schwab without transaction costs. WPC does not receive compensation for opening accounts with Schwab, does not share in any fees or compensation received by Schwab or receive any compensation from any mutual fund or other investment providers.

Schwab also makes available other products and services that assist WPC in managing and administering client's accounts. These include software and other technology that provide access to client data; facilitate trade executions; provide research, pricing information and other market data; facilitate payment of fees from client accounts; and assist with back-office functions, recordkeeping and client reporting. Additional services are intended to help WPC manage and further develop its enterprise. These may include consulting, studies, publications, conferences, regulatory guidance and marketing from Schwab directly, or other third parties. Schwab may discount or waive fees it would otherwise charge for some of these services or pay part or all the fees a third party providing these services may charge.

From time to time, WPC may work with TD Ameritrade, Fidelity and Vanguard under similar arrangements.

Item 13 – Review of Accounts

Clients receive standard account statements from the selected brokerage firm and/or other investment sponsors quarterly, monthly and as transactions occur, not from WPC. Each quarter, WPC sends along with its quarterly billing statement an independent report of portfolio balances from its reporting system for purposes of calculating fees. Clients are encouraged to compare WPC's reporting and the custodian's account values for accuracy.

WPC recommends regular reviews and updates with clients. As described in our Investment Advisory Agreement, we initiate reviews with Investment Advisory clients at a minimum of once annually but may occur more frequently as needed to review their current allocation mix, performance and portfolio attributes. It is at the client's discretion to meet with WPC for periodic reviews. Clients may receive reviews by mail, consent to electronic delivery or be shared in person.

Discussions with Investment Advisory or Financial Planning clients may also involve advice on income, cash flow, company sponsored retirement accounts, financial independence, college funding, estate planning, tax saving strategies, risk management or other related topics. The advice given may include recommendations for new or additional actions that would be the client's responsibility to initiate. These may involve engaging additional services from WPC or other entities, and any cost for considering such actions will be discussed prior to implementation.

Item 14 – Client Referrals and Other Compensation

WPC receives the majority of its clients by referral from existing clients and does not disclose its client list to others. On occasion, WPC may provide token gifts of appreciation (limited to \$100) to existing clients for the introductions of new or prospective clients.

WPC does not receive compensation for referring clients to other professionals or share in compensation received by other entities for services provided to WPC clients.

As previously discussed in Item 10, WPC has entered into solicitor arrangements with other entities or professionals to share a portion of WPC's fees from clients referred to WPC. This arrangement is fully disclosed to and acknowledged by affected clients and does not impact the fees they pay.

Occasionally, WPC receives token gifts (under \$100) and/or accepts invitations to sponsored events that include seminars, luncheons, sporting or other events where meals or tickets have been provided individually or as a part of a larger group. Generally these gratuities are accepted only from existing business partners, and WPC is mindful of the potential conflict of interest created by doing so. Gratuities are discouraged or held to a minimum for that reason.

Item 15 – Custody

Custody is defined in SEC Rule 206(4)-2 as “holding, directly or indirectly, client funds or securities, or having any authority to obtain possession of them.” Through an account application, clients engage the custody services of a third party (such as Schwab), and receive statements from the chosen brokerage, bank or other qualified third-party custodian as required by law.

With the client’s consent on the application, WPC is provided written authority to determine which, and the amount of, securities that are bought and sold within an account (see Item 16), execute preauthorized disbursements to the clients and seek deductions to pay advisory fees directly from the account. This is not deemed to be custody.

At a client’s request, WPC will engage to manage a client’s employer-provided defined contribution savings plan account (401k, 403b, etc.), providing allocation recommendations, rebalancing activities and inclusion in all investment performance reporting packages. To do so, a client agrees to provide custody-related authority with a third-party aggregation software provider and WPC to provide their login credentials to their external custodial accounts. Under this arrangement, these accounts are included under the Investment Advisory Agreement and billed as needed from accounts eligible for debit of advisory fees.

It has been deemed by the SEC that the access provided by maintaining login information in specific cases may represent custody. Whether or not the access to client’s individual account represents custody under the SEC’s criteria, WPC will assume it has custody. As such, WPC will follow policies and procedures to capture and review transaction activity on the client’s behalf and be subject to surprise annual examination by a third party.

WPC retains those login credentials confidentially and under no circumstances will WPC withdraw, disperse or distribute funds belonging to a client from their savings plan without the written consent from the client.

These required practices are designed to safeguard clients’ assets from misappropriation or improper use. A separate disclosure document highlighting the responsibilities of both parties for this review and rebalancing activity is provided to all clients requesting this service.

WPC urges clients to carefully review statements of all accounts in order to ensure all account transactions are accurate and promptly notify WPC’s Chief Compliance Officer if any questions or concerns arise.

In select cases, WPC’s principals are named by clients to act as Trustee and provide disbursement services in cases of aging or death. If supervised persons are named as a Trustee, this is deemed custody by the SEC and appropriate safeguards must be in place. To meet its regulatory and fiduciary obligation in such circumstances, WPC maintains policies and procedures which require regular reporting and accounting transparency and facilitates surprise examinations to be performed by a third party as required by SEC Rule 206(4)-2.

Item 16 – Investment Discretion

WPC maintains investment discretion on all client accounts under the Investment Advisory Agreement. As a fee-based advisor, no additional fee or compensation is made by WPC when individual holdings are bought or sold. As such, WPC's investment discretion does not subject the client to the conflict of interest present in the discretionary accounts of commission or transaction-based compensation structures.

The client appoints WPC as the Advisor/Agent; and via the account application with the custodian, authorizes the Limited Power of Authority for WPC's ability to place trades in the account, request disbursement on behalf of the client and debit fees. WPC will implement at its discretion any and all investment changes as determined by the Investment Committee for the model portfolios and as individually preferred by the client in the Investment Policy Statement.

In cases where clients do not authorize complete portfolio discretion, a separate Wealth Management Agreement will be completed between client and advisor.

Item 17 – Voting of Proxies

WPC maintains Proxy Voting Policies and Procedures and shall execute voting on behalf of its clients. In general, WPC will vote in accordance with the recommendation of corporate management, unless their recommendation does not appear to maintain or strengthen the best interest of the shareholders. Clients interested in voting their own proxies are encouraged to do so.

Item 18 – Financial Information

Registered Investment Advisors are required to provide clients with certain financial information or disclosures about WPC's financial condition. WPC does not require prepayment of fees for more than six months in advance, so certain financial reporting requirements are not applicable. However, WPC is required to attest to its ability to meet current contractual and fiduciary commitments.

At present, WPC has no financial commitment or indebtedness impairing its ability to meet its obligations and is not the subject of any legal suit, judgment or bankruptcy proceeding.

Item 19 – Requirements for State-Registered Advisors

Investment Advisors with less than \$100 million in assets under management are required to maintain registration with the applicable state regulatory body, while those with greater than \$100 million must be registered federally with the SEC. WPC is federally registered with the SEC and maintains informational filings in states where it has five or more clients.

Supplemental Biographical Information (Part 2B)

Individuals employed by WPC may hold one or more professional designations related to the investment advisory industry. Each designation is administered by a professional society and generally requires a rigorous course of study and passing grade on a comprehensive examination, along with regular continuing education requirements. Each society provides an explanation of the necessary core competencies of their designation and established Code of Ethics on their public websites if interested in more information. A brief biography of each member of the firm highlights their educational and level of industry-related experience, along with their role in providing advice to clients, is below.

WPC was formed in 1984 by **C. Michael Johnson**, Founder and Principal. Mike is an owner of the firm. Mike received his BBA from the University of Cincinnati (1975), and completed CLU Certification (1981), Securities licensing (1983), ChFC Certification (1985) and was awarded the right to use the Certified Financial Planner (CFP®) designation in 1988. Mike provides vision and oversight of the long-range direction of the firm, leads in client service quality initiatives, is a member of the Investment Committee and spends a significant amount of his time advising clients.

Todd A. Steinbrink is an owner of the firm, now serving as President, and has been a Lead Advisor with the firm since 2006. Todd received his BS in Business from Indiana University's School of Business (1987) and has been in the financial services industry his entire career. He received his initial securities licensing in 1990 and has since earned the right to use the Certified Financial Planner (CFP®) designation. Also, a member of the Investment Committee, Todd is the Chief Compliance Officer, oversees the daily management of the firm, as well as focuses his efforts advising existing and new clients.

Patrick Scarborough serves as Portfolio Manager. A graduate of the University of Cincinnati (1995), Patrick has dual degrees in Finance and Management and has been serving in the investment arena since 2001. Patrick has earned the right to use the Certified Financial Planner (CFP®) designation, is the chair of the Investment Committee, and provides financial planning, investment execution and related advice to clients. Patrick passed the rigorous standards of the CFA Institute in 2014 and now holds the designation of Chartered Financial Analyst (CFA®).

Todd Lyon is a Lead Advisor for the firm and is entitled to use the Certified Financial Planning (CFP®) designation. Originally with a degree from the University of Dayton (1990) in Industrial Engineering Technology, Todd entered financial services in 2004 working in the 401k consulting arena. Since joining WPC in 2011, his focus is on serving the financial planning and investment needs of both new and existing clients. He is also a member of the Investment Committee.

Jerry Yox is a Lead Advisor for the firm and is entitled to use the Certified Financial Planning (CFP®) designation. A graduate of the University of Dayton (1984) with a degree in Finance, Jerry spent several years in credit and lending, followed by 25 years in investment services serving individual clients with Fidelity Investments and TIAA/CREF. In joining WPC, his role is providing financial planning and investment advice for existing and newly onboarded clients. He is also a member of the Investment Committee.

Steven Milby is a Financial Planning Associate responsible for supporting advisors and working directly with clients in the production of financial plans and reviews. After service in the US Navy and graduating from University of Kentucky (1999) with a degree in Finance, he began his financial services career with Fidelity Investments in 2001. He is a member of the Investment Committee and currently enrolled in the CFP® study program.

Angie Dietrich earned a BS in Business Administration from Xavier University (1998) and serves as the Vice President of Operations and Relationship Manager responsible for office and client administration and support to the team of financial advisors.

Angie Peace is a 2007 graduate of Northern Kentucky University with a degree in Business Administration. She came to WPC after working eight years as a Sales and Service Manager, the last five of which were with a large, local financial institution. Her role as Relationship Manager is to provide the first line of contact for clients, account servicing and assistance in preparation of client reviews. Angie is entitled to use the FPQP™ (Financial Paraplanner Qualified Professional) designation.

Louann McNamara joined WPC in 2018 as Administrative Associate supporting the office operations and administrative needs of the team. Previously, Louann was employed as the Admissions Coordinator and Office Manager at a local private school.

This filing will be updated upon the occurrence of any legal or disciplinary event that is material to a client's evaluation of any employee's integrity. Disciplinary actions must be reported and information disclosed on the IARD ADV form as well as within this supplement. As of this Brochure date, ***there are no current or historical disciplinary events to report.*** To further examine an individual, clients should feel free to seek more information through FINRA's Broker Check or the IAPD systems.

None of the above supervised persons participate in any other investment related business; and as a result, have no material conflicts of interest any such participation may create. As disclosed in Item 5 (Fees and Compensation) and included in client engagement agreements, no compensation is provided to any supervised employee based upon the establishment of accounts at any custodian or directly or indirectly from the sales of securities or other investment products.

All advice to clients is provided through those with working knowledge of the client's situation and appropriate training and/or industry experience. The Chief Compliance Officer has direct supervisory responsibilities for the advice provided and is the authority to respond to a client's question or complaint on any related advice provided.