



A U R É L I E N C A P I T A L P A R T N E R S

AURELIEN CAPITAL PARTNERS LLC

FORM ADV PART 2A

FIRM BROCHURE

DECEMBER 01, 2020

This brochure provides information about the qualifications and business practices of Aurelien Capital Partners LLC. Any questions about the contents of this brochure may be directed to Aurelien Capital Partners by calling 248-860-8675 or by emailing Kevin Wickliffe, Chief Compliance Officer, at kevin@myrialawyer.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. Registration does not imply a certain level of skill or training. Additional information about Aurelien Capital Partners also is available on the SEC’s website at www.adviserinfo.sec.gov. The site may be searched by a unique identifying number known as a CRD number. Aurelien Capital Partners LLC’s CRD number is 311163.

ITEM 2: MATERIAL CHANGES

This version of Part 2A of Form ADV (“Firm Brochure”) dated **December 01, 2020** is our other than annual brochure document. It contains information about our business practices as well as a description of potential conflicts of interest relating to our advisory business that could affect a client’s account with us. We are providing this material in accordance with Rule 204-3 of the Investment Advisers Act of 1940, which requires a registered investment adviser to provide a written disclosure statement upon entering into an advisory relationship.

MATERIAL CHANGES SINCE THE LAST UPDATE

Kevin Wickliffe will assume the role of Chief Compliance Officer on December 01, 2020. Item 10 has also been updated to reflect the roles of each managing partner and their affiliation with Annie & Oliver, LLC (CRD No. 298796).

FULL BROCHURE AVAILABLE

We will provide a new version of the Firm Brochure as necessary when updates or new information are added, at any time, without charge. To request a complete copy of our Firm Brochure, contact us by telephone at 248-860-8675 or by email to kevin@myrialawyer.com.

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ITEM 4: ADVISORY BUSINESS

A. FIRM DESCRIPTION

Aurelien Capital Partners LLC (“ACP” or the “Firm”) is a next generation boutique investment advisory firm registered with the United States Securities and Exchange Commission (SEC). The Firm is a newly organized limited liability company formed under the laws of the State of Illinois. Oliver J. Kupe, Nicole Meihofner and Cameron Dickerson are the managing partners of the Firm. Kevin Wickliffe is the Chief Compliance Officer of the Firm. Additional information about their background may be found in the accompanying Supplement Brochure.

B. TYPES OF ADVISORY SERVICES

Aurelien Capital Partners LLC is an innovative wealth management firm, providing individuals and families with access to sophisticated advice, services and investment solutions that are in alignment with their goals and interests. ACP’s unique holistic wealth management platform is designed for, but not limited to, ultra-high net worth individuals & families, professional athletes, as well as exonerees (wrongfully convicted). We dedicate ourselves to understanding the intricacies of each client’s financial picture. We provide clients with options through our two primary business modules: Investment Management Services and Financial Planning/Family Office Services.

WEALTH MANAGEMENT SERVICES

Our approach to Wealth Management is anchored in our belief that it all starts with a plan. We work closely with each client to identify their investment goals, objectives as well their risk tolerance and time horizon. The portfolio that is then presented to the client is a compilation of the factors aforementioned and addresses the client’s current and future lifestyle needs. Typically, we will construct an investment portfolio, consisting of low-cost, diversified mutual funds and/or exchange-traded funds (“ETFs”), as well as individual securities to achieve the client’s investment goals. We may also utilize fixed income, alternative investments or options contracts to meet the needs of our clients. Our investment approach is primarily long-term focused, but we may buy, sell or re-allocate positions that have been held for less than one year to meet the objectives of the client or due to market conditions. In order to best serve our clients and their needs, we utilize a diversified approach that we will discuss in Item 8 of this Brochure.

Prior to engaging the Firm, the Firm requires a Wealth Management Agreement (“Agreement”) endorsed by the client. The Agreement outlines the services and fees the clients will incur pursuant to the Agreement with the Firm.

FINANCIAL PLANNING/FAMILY OFFICE SERVICES

The Firm will provide the client with financial planning services utilizing the E-Money platform. All financial plans will be based on our client's particular goals and specific needs. Our financial planning services are incorporated in the investment management services we provide but are also available on a stand-alone basis, pursuant to a written financial planning agreement. Generally, such financial planning services involve preparing a formal financial plan or rendering a specific financial consultation based on the client's financial goals and objectives. This planning or consulting may encompass one or more areas of need, including but not limited to, investment planning, estate planning, retirement planning, personal savings, education savings, cash flow management and budgeting as well as insurance needs and other areas of a client's financial situation. A financial plan developed for, or financial consultation rendered to the client will usually include general recommendations for a course of activity or specific actions to be taken by the client.

We may also refer clients to an accountant, attorney or other specialists, as appropriate for their unique situation. For certain financial planning engagements, we will provide a written summary of the client's financial situation, observations, and recommendations. For consulting or ad-hoc engagements, we may not provide a written summary. Plans or consultations are typically completed within six (6) months of contract date, assuming all information and documents requested are provided promptly.

Prior to engaging the Firm, the Firm requires a Financial Planning Agreement & Investment Advisory Agreement ("Agreement") endorsed by the client. The Agreement outlines the services and fees the clients will incur pursuant to the Agreement with the Firm.

USE OF INDEPENDENT MANAGERS

We will recommend that clients utilize one or more unaffiliated investment managers or investment platforms (collectively "Independent Managers") for all or a portion of a client's investment portfolio, based on the client's needs and objectives. The Firm will perform initial and ongoing oversight and due diligence over each Independent Manager to ensure the strategy remains aligned with client's investment objectives and overall best interests. The Firm will also assist the client in the development of the initial policy recommendations and managing the ongoing client relationship. The client will be provided with the Independent Manager's Form ADV Part 2A - Disclosure Brochure (or a brochure that makes the appropriate disclosures).

C. TAILORED RELATIONSHIPS

We tailor all of our provided services to each client. Investment recommendations will be based off the client's preference, risk profile, liquidity needs, and most importantly their goals. Clients may impose restrictions on investing in certain securities or types of securities in accordance with their values and beliefs. We will make every effort to comply with the wishes of the client but cannot guarantee absolute adherence due to our use of mutual funds and ETFs that are controlled by third party managers.

D. WRAP FEE PROGRAMS

ACP does not participate in and is not a sponsor of wrap fee programs.

Wrap Fee Programs are arrangements between broker-dealers, investment advisers, banks and other financial institutions, and affiliated and unaffiliated investment advisers through which the clients of such firms receive discretionary investment advisory, execution, clearing and custodial services in a “bundled” form. In exchange for these “bundled” services, the clients pay an all-inclusive (or “wrap”) fee determined as a percentage of the assets held in the wrap account.

E. ASSETS UNDER MANAGEMENT

When calculating regulatory assets under management, an investment adviser must include the value of any advisory account over which it exercises continuous and regular advisory or management services. As of December 1, 2020, the Firm reports \$0.00 in client assets on a discretionary basis and \$0.00 on a non-discretionary basis.

ITEM 5: FEES AND COMPENSATION

A. DESCRIPTION AND BILLING

WEALTH MANAGEMENT SERVICES

Wealth management advisory fees are paid quarterly, in advance of each calendar quarter, pursuant to the terms of the Wealth Management Advisory Agreement. Wealth management advisory fees are based on the market value of assets under management at the end of the prior calendar quarter. Wealth management advisory fees are charged at an annual rate of up to 1.00% and are based on several factors, including: the complexity of the services to be provided, the level of assets to be managed, and the overall relationship with the Firm. Relationships with multiple objectives, specific reporting requirements, portfolio restrictions and other complexities may be charged a higher fee.

The wealth management advisory fee in the first quarter of service is prorated from the inception date of the account(s) to the end of the first quarter. Fees may be negotiable at the sole discretion of the Firm. The client’s fees will take into consideration the aggregate assets under management with the Firm. All securities held in accounts managed by ACP will be independently valued by the Custodian. ACP will not have the authority or responsibility to value portfolio securities.

FINANCIAL PLANNING/ FAMILY OFFICE SERVICES

ACP offers ongoing Financial Planning/Family Office Services either on an hourly basis or for a fixed fee. Hourly engagements range from \$250 to \$500. Fixed fees range from \$2,500 to \$250,000 quarterly. Financial planning fees are invoiced by the Firm and payable quarterly in advance of services being provided. Fees may be negotiable based on the nature and complexity of the services

to be provided and the overall relationship with the Firm. An estimate for total hours and total costs will be provided to the client prior to engaging for these services.

USE OF INDEPENDENT MANAGERS

As noted in Item 4, the Firm may implement all or a portion of a client's investment portfolio utilizing one or more Independent Managers. The Firm may receive direct compensation via split fees from an Independent Manager. The Firm will allocate a portion of the advisory fee collected to the Independent Manager pursuant to the terms of the executed agreement between the Firm and the Independent Manager.

Any management fees due to the Firm shall be deducted by the Firm directly from the client's account and will be paid to the Firm from the amount on deposit in the client account. The client will provide written authorization permitting the fees to be paid directly from the account. Both the Firm's advisory agreement and the custodial/ clearing agreement may authorize the custodian to debit the account for the amount of the Firm's management fees and to directly remit that fee to the Firm in compliance with regulatory procedures.

B. OTHER FEES AND PAYMENTS

There may be additional fees or charges that result from the maintenance of or trading within a client's account. These are fees that are imposed by third parties in connection with investments made through a client's account, including but not limited to, no-load mutual fund 12(b)-1 distribution fees, and certain deferred sales charges on previously purchased mutual funds. These expenses may include management fees, custodian fees, brokerage commission, and legal and accounting fees. .

C. REFUND AND TERMINATION POLICY

WEALTH MANAGEMENT SERVICES

Clients may terminate their account without penalty and full refund, within five (5) business days of signing their agreement at no cost to the client. After the five- day period, the client will incur charges for bona fide wealth management advisory services rendered to the point of termination and such fees will be due and payable by the client. The Firm will refund any unearned, prepaid wealth management advisory fees from the effective date of termination to the end of the quarter. The client's wealth management advisory agreement with the Firm is non-transferable without the client's prior consent.

FINANCIAL PLANNING/FAMILY OFFICE SERVICES

The client may also terminate the financial planning agreement within five (5) business days of signing the Firm's agreement at no cost to the client. After the five- day period, the client will incur charges for bona fide advisory services rendered to the point of termination and such fees

will be due and payable by the client. Upon termination, the Client shall be billed for actual hours logged on the planning project times the contractual hourly rate or in the case of a fixed fee engagement, the percentage of the engagement scope completed by the Firm. The Firm will refund any unearned, prepaid financial planning fees from the effective date of termination. The client's financial planning agreement with the Firm is non-transferable without the client's prior consent.

USE OF INDEPENDENT MANAGERS

In the event that the Firm has determined that an Independent Manager is no longer in the client's best interest, the Firm will have the discretion to terminate the relationship with the Independent Manager. The terms for termination are set forth in the respective agreements between the Firm and the Independent Managers.

D. OTHER COMPENSATION

Certain Advisory Persons are also licensed as independent insurance professionals. As an independent insurance professional, the Advisory Person will earn commission-based compensation for selling insurance products, including insurance products they sell to the client. Insurance commissions earned by these persons are separate and in addition to our advisory fees. This practice presents a conflict of interest because the person providing investment advice on behalf of the Firm who is also an insurance agent has an incentive to recommend insurance products to clients for the purpose of generating commissions rather than solely based on client needs. However, clients are under no obligation, contractually or otherwise, to purchase insurance products through any Advisory Person affiliated with the Firm. All Advisory Persons at this time are also employed by Annie & Oliver, LLC. You may find details about their relationship in the attached Brochure Supplements.

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

A. PERFORMANCE BASED COMPENSATION

Neither the Firm nor any of its supervised persons accept performance-based fees. Performance-based fees are fees based on a share of capital gains on, or capital appreciation of the assets of the client.

B. SIDE-BY-SIDE MANAGEMENT

Neither the Firm nor any of its supervised persons participate in side-by-side management. Side-by-side managements refers to the practice of managing accounts that are charged a performance-based fee as well as charged another type of fee, such as a flat fee, hourly fee, or an asset-based fee.

ITEM 7: TYPES OF CLIENTS

Our Firm provides services to ultra-high net worth individuals & families, professional athletes, as well as exonerees. Currently, our Firm does not require a minimum account size.

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

A. METHODS OF ANALYSIS

The Firm may utilize one or more of the following methods of analysis when providing investment advice to its clients:

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. It involves analyzing its financial statements and health, its management and competitive advantages and its competitors and markets. Fundamental analysis is performed on historical and present data but with the goal of making financial forecasts. There are several possible objectives: to conduct a company stock valuation and predict its probable price evolution; to make a projection on its business performance; to evaluate its management and make internal business decisions and to calculate its credit risk. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Technical analysis is a method of evaluating securities by relying on the assumption that market data, such as charts of price, volume and open interest can help predict future (usually short-term) market trends. It attempts to predict a future stock price or direction based on market trends. Technical analysis assumes that market psychology influences trading in a way that enables predicting when a stock will rise or fall. Technical analysis methods employ software and other financial data management tools to assess various aspects of the marketplace. The risk is that markets do not always follow patterns and relying solely on this method may not work long term.

Cyclical analysis assumes that markets react in cyclical patterns which, once identified, can be leveraged to provide performance. Cyclical analysis of economic cycles is used to determine how these cycles affect the returns of an investment, an asset class or an individual company's profits. Cyclical analysis is a time-based assessment which incorporates past and present performance to determine future value. Cyclical risks exist because the broad economy has been shown to move in cycles, from periods of peak performance followed by a downturn, then a trough of low activity. The risks of this strategy are two-fold: (1) the markets do not always repeat cyclical patterns; and (2) if too many investors begin to implement this strategy, it changes the very cycles of which they are trying to take advantage.

B. INVESTMENT STRATEGIES

The Firm uses the varying methods of analysis aforementioned to determine the proper investment strategy for each client. Our strategies are heavily based on each client's personal circumstances, financial goals and their risk tolerance. We utilize a blend of strategic approaches with tactical and alternative strategies that enable us to allocate client assets by liquidity and time horizon. The Aurelien MAPs Framework is built on the idea that blending strategic approaches with tactical and alternative strategies may result in better overall portfolio construction. Based on our in-depth research, the Aurelien MAPs Framework utilizes multiple tactical strategies in an attempt to diversity key portfolio risks while strategic and innovative alternative strategies to complete the asset allocation. The ability to use active, passive, public and private market indications is a strength of ACP that allows an asset allocation unique to each client.

C. RISK OF LOSS

Clients need to be aware that investing in securities involves risk of loss of the principal.

Every method of analysis has its own inherent risks. To perform an accurate market analysis, the Firm must have access to current/new market information. The Firm has no control over the dissemination rate of market information; therefore, certain analyses may be compiled with outdated market information, severely limiting the value of the Firm's analysis. Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities.

Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by the Firm) will be profitable or equal any specific performance level(s). The Firm does not represent, warrant, or imply that its services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. Notwithstanding the Firm's method of analysis or investment strategy, the assets within the client's portfolio are subject to the risk of devaluation or loss. The client should be aware that many different events can affect the value of the client's assets or portfolio including, but not limited to, changes in the financial status of companies, market fluctuations, changes in exchange rates, trading suspensions and delays, economic reports, and natural disasters.

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind.

Investors face the following investment risks:

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 will be worth more today than a dollar next year, because purchasing power is eroding at the rate of inflation.

Prepayment Risk: The returns on the collateral for the deal can change dramatically at times if the debtors prepay the loans earlier than scheduled.

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: This risk is associated with a particular industry or a particular company within an industry.

Liquidity Risk: Liquidity is the ability to convert an investment into cash readily. 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.

Margin Borrowings Risk: The use of short-term margin borrowings may result in certain additional risks to a Client. For example, if securities pledged to brokers to secure a Client's margin accounts decline in value, the Client could be subject to a "margin call", pursuant to which it must either deposit additional funds with the broker or be the subject of mandatory liquidation of the pledged securities to compensate for the decline in value.

Short Sale Risk: A short sale involves the sale of a security that the Client does not own in the hope of purchasing the same security at a later date at a lower price. To make delivery to the buyer, the Client must borrow the security and is obligated to return the security to the lender, which is accomplished by a later purchase of the security. The Client realizes a profit or a loss as a result of a short sale if the price of the security decreases or increases respectively between the date of the short sale and the date on which the Client covers its short position, i.e., purchases the security to replace the borrowed security. A short sale involves the theoretically unlimited risk of an increase in the market price of the security that would result in a theoretically unlimited loss.

Risk Factors relevant to specific securities utilized include:

Equity Securities: The value of the equity securities are subject to market risk, including changes in economic conditions, growth rates, profits, interest rates and the market's perception of these securities. While offering greater potential for long-term growth, equity securities are more volatile and riskier than some other forms of investment.

Exchange Traded Funds ("ETF"): ETFs represent an interest in a passively managed portfolio of securities selected to replicate a securities index, such as the S&P 500 Index or the Dow Jones Industrial Average, or to represent exposure to a particular industry or sector. Unlike open-end

mutual funds, the shares of ETFs are not purchased and redeemed by investors directly with the fund, but instead, are purchased and sold through broker-dealers in transactions on a stock exchange. Because ETFs are traded on an exchange, they may trade at a discount from or a premium to the net asset value per share of the underlying portfolio of securities. In addition to bearing the risks related to investments in equity securities, investors in ETFs intended to replicate a securities index bear the risk that the ETF's performance may not correctly replicate the performance of the index. Investors in ETFs, closed-end funds and other investment companies bear a proportionate share of the expenses of those funds, including management fees, custodial and accounting costs, and other expenses. Trading in ETFs also entails payment of brokerage commissions and other transaction costs.

Mutual Fund Shares: Some of the risks of investing in mutual fund shares include: (i) the price to invest in mutual fund shares is the fund's per share net asset value (NAV) plus any shareholder fees that the fund imposes at the time of purchase (such as sales loads), (ii) investors must pay sales charges, annual fees, and other expenses regardless of how the fund performs, and (iii) investors typically cannot ascertain the exact make-up of a fund's portfolio at any given time, nor can they directly influence which securities the fund manager buys and sells or the timing of those trades.

Fixed Income Securities: Prices of fixed income securities tend to move inversely with changes in interest rates. Typically, a rise in rates will adversely affect fixed-income security prices. The longer the effective maturity and duration of the client's portfolio, the more the portfolio's value is likely to react to interest rates. For example, securities with longer maturities sometimes offer higher yields but are subject to greater price shifts as a result of interest rate changes than debt securities with shorter maturities. Some fixed income securities give the issuer the option to call, or redeem, the securities before their maturity dates. If an issuer calls its security during a time of declining interest rates, we might have to reinvest the proceeds in an investment offering a lower yield, and therefore might not benefit from any increase in value as a result of declining interest rates. During periods of market illiquidity or rising interest rates, prices of callable issues are subject to increased price fluctuation.

Bonds: Bonds are subject to specific risks, including the following: (1) interest rate risks, i.e. the risk that bond prices will fall if interest rates rise, and vice versa, the risk depends on two things, the bond's time to maturity, and the coupon rate of the bond. (2) reinvestment risk, i.e. the risk that any profit gained must be reinvested at a lower rate than was previously being earned, (3) inflation risk, i.e. the risk that the cost of living and inflation increase at a rate that exceeds the income investment thereby decreasing the investor's rate of return, (4) credit default risk, i.e. the risk associated with purchasing a debt instrument which includes the possibility of the company defaulting on its repayment obligation, (5) rating downgrades, i.e. the risk associated with a rating agency's downgrade of the company's rating which impacts the investor's confidence in the company's ability to repay its debt and (6) Liquidity Risks, i.e. the risk that a bond may not be sold as quickly as there is no readily available market for the bond.

Options Contracts: Investments in options contracts have the risk of losing value in a relatively short period of time. Option contracts are leveraged instruments that allow the holder of a single contract to control many shares of an underlying stock. This leverage can compound gains or losses.

Alternative Investments (Limited Partnerships): The performance of alternative investments (limited partnerships) can be volatile and may have limited liquidity. An investor could lose all or a portion of their investment. Such investments often have concentrated positions and investments that may carry higher risks. Client should only have a portion of their assets in these investments.

Real Estate Investment Trusts (“REITs”): Investing in Real Estate Investment Trusts (“REITs”) involves certain distinct risks in addition to those risks associated with investing in the real estate industry in general. For example, equity REITs may be affected by changes in the value of the underlying property owned by the REITs, while mortgage REITs may be affected by the quality of credit extended. REITs are subject to heavy cash flow dependency, default by borrowers and self-liquidation. REITs, especially mortgage REITs, are also subject to interest rate risk (i.e., as interest rates rise, the value of the REIT may decline).

While this information provides a synopsis of the events that may affect a client’s investments, this listing is not exhaustive. Although the Firm’s methods of analysis and investment strategies do not present any significant or unusual risks, all investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Clients should understand that there are inherent risks associated with investing and depending on the risk occurrence; clients may suffer LOSS OF ALL OR PART OF THE CLIENT’S PRINCIPAL INVESTMENT.

D. RECOMMENDATION OF SPECIFIC TYPES OF SECURITIES

We recommend stocks, bonds, ETFs, mutual funds, separately managed accounts, private placement investments, direct real estate investments, hedge funds, private equity funds, venture capital funds, and money market funds.

ITEM 9: DISCIPLINARY INFORMATION

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that are material to a client’s or prospective client’s evaluation of the Firm or the integrity of the Firm’s management. The Firm nor any of its supervised persons has been involved in legal or disciplinary events that are related to past or present investment clients.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. FINANCIAL INDUSTRY ACTIVITIES

Certain investment advisor representatives of the Firm are also registered representatives of Annie & Oliver, LLC, an unaffiliated SEC registered advisor. This arrangement may represent a conflict of interest because the investment advisor representative may not devote all his or her time and attention to the management of client accounts. This conflict of interest is disclosed to clients.

The Firm is not a registered broker-dealer and does not have an application pending to register as a broker-dealer and has no other financial industry activities or affiliations.

B. FINANCIAL INDUSTRY AFFILIATIONS

The Firm is not a registered Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor and does not have an application pending to register as such. Furthermore, the Firm's management and supervised persons are not registered as and do not have an application pending to register as an associated person of the foregoing entities.

C. OTHER MATERIAL RELATIONSHIPS

The Firm does not have any arrangements that are material to its advisory business or its clients with a related person who is a broker-dealer, investment company, other investment advisor, financial planning firm, commodity pool operator, commodity trading adviser or futures commission merchant, banking or thrift institution, law firm, insurance company or agency, pension consultant, real estate broker or dealer, or an entity that creates or packages limited partnerships other than those already disclosed herein. However, As noted in Item 5, certain Advisory Persons are licensed insurance professionals. Implementations of insurance recommendations are separate and apart from one's role with ACP. As an insurance professional, the Advisory Person will receive customary commissions and other related revenues from the various insurance companies whose products are sold. The Advisory Person is not required to offer the products of any particular insurance company. Commissions generated by insurance sales do not offset regular advisory fees. This practice presents a conflict of interest in recommending certain products of the insurance companies. Clients are under no obligation to implement any recommendations made by the Advisory Persons or the Firm.

D. OTHER INVESTMENT ADVISORS

As noted in Item 4, the Firm may implement all or a portion of a client's investment portfolio with one or more Independent Managers. The Firm may receive direct compensation via split fees from an Independent Manager. The Firm will also allocate a portion of the advisory fee collected to the Independent Manager pursuant to the terms of the executed agreement between the Firm and the Independent Manager.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

A. DESCRIPTION OF CODE OF ETHICS

All employees of the Firm must act in an ethical and professional manner. In view of the foregoing and applicable provisions of relevant law, the Firm has adopted a Code of Ethics in its Employee Policies and Procedures Manual to specify and prohibit certain types of transactions deemed to

create conflicts of interest (or the potential for or the appearance of such conflicts), and to establish reporting requirements and enforcement procedures relating to personal trading by the Firm's personnel. The Firm's Code of Ethics in its Employee Policies and Procedures Manual, which specifically deals with professional standards, insider trading, personal trading, gifts and entertainment, and fiduciary duties, establishes ideals for ethical conduct based upon fundamental principles of openness, integrity, honesty, and trust. We will provide a copy of our Code of Ethics to any client or prospective client upon request.

B. PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

The Firm allows affiliated persons to purchase or sell the same securities that may be recommended to and purchased on behalf of clients. ACP does not act as principal in any transactions. In addition, the Firm does not act as the general partner of a fund, or advise an investment company. ACP does not have a material interest in any securities traded in client accounts.

C. PROPRIETARY/SIMULTANEOUS TRADING

At times, the Firm or its affiliated persons may buy or sell securities for its own accounts that it has also recommended to clients. However, any purchase or sale of a security by the Firm or a related person will be subject to the Firm's fiduciary duty to client accounts. From time to time, representatives of the Firm may buy or sell securities for themselves at or around the same time as the Firm's client accounts. In any instance where similar securities are bought or sold, the Firm will uphold its fiduciary duty by always transacting on behalf of the client before transacting for its own benefit. The Firm will always document any transactions that could be construed as conflicts of interest. To mitigate or remedy any conflicts of interest or perceived conflicts of interest, the Firm will monitor its proprietary and personal trading reports for adherence to its Code of Ethics. **At no time will the Firm, or any affiliated persons of the Firm, transact in any security to the detriment of any Client.**

ITEM 12: BROKERAGE PRACTICES

A. SELECTION AND RECOMMENDATION

ACP seeks to recommend a custodian/broker who will hold client assets and execute transactions on terms that, overall, are most advantageous when compared to other available providers and their services.

We consider a wide range of factors in selecting a custodian/broker including, among others, the following:

- ✓ Timeliness of execution
- ✓ Clearance and settlement capabilities
- ✓ Ability to place trades in difficult market environments

- ✓ Timeliness and accuracy of trade confirmations
- ✓ Quality of account statements
- ✓ Research, execution facilitation, record keeping, custody and other “value-added” services provided
- ✓ Frequency and correction of trading errors
- ✓ Financial condition and willingness to commit capital
- ✓ Business reputation and integrity

To this end, ACP has established a brokerage and custodian relationship with TD Ameritrade. Not all advisors require their clients to use a particular broker-dealer or other custodian selected by the advisor. We have determined that having TD Ameritrade execute trades is consistent with our duty to seek “best execution” of client trades.

B. RESEARCH AND OTHER SOFT DOLLAR BENEFITS

The Firm does not currently receive “soft dollars.”

Under “soft dollar” arrangements, one or more of the brokerage firms would provide or pay the costs of certain services, equipment, or other items. These soft dollar benefits are attributed to the investment advisor by reducing its expenses; however, the amount of the fee paid to the investment advisor by the client would not be reduced. Making allocations to brokerage businesses with soft dollar arrangements could enhance the ability to obtain research, optimal execution and other benefits on behalf of clients.

C. BROKERAGE FOR CLIENT REFERRALS

At this time, the Firm does not receive client referrals from third parties for recommending the use of specific broker-dealer brokerage services.

D. DIRECTED BROKERAGE

The Firm will recommend to clients TD Ameritrade. This arrangement is designed to maximize efficiency and to be cost effective for the Firm’s clients. By requiring clients to use these specific custodians, which the Firm has approved, the Firm seeks to achieve “best execution” of client transactions.

The Firm does not permit clients to direct the use of a particular brokerage firm.

E. ORDER AGGREGATION

Third party asset managers may, at times, aggregate sale and purchase orders of securities (“block trading”) for advisory accounts with similar orders in order to obtain the best pricing averages and minimize trading costs. This practice is reasonably likely to result in administrative convenience or an overall economic benefit to the client. Clients also benefit relatively from better purchase or sale execution prices, lower commission expenses or beneficial timing of transactions or a

combination of these and other factors. Aggregate orders will be allocated to client accounts in a systematic non-preferential manner. The Firm may aggregate or “bunch” transactions for a client’s account with those of other clients in an effort to obtain the best execution under the circumstances. If a block trade cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated in a manner that is consistent with the initial pre-allocation or other written statement. This must be done in a way that does not consistently advantage or disadvantage any particular clients’ accounts.

ITEM 13: REVIEW OF ACCOUNTS

A. PERIODIC REVIEWS

The Firm reviews its clients’ account activity on an on-going basis with one formal review and one semi-annual check-in. The reviews consist of determining whether a client’s investment goals and objectives are aligned with the Firm’s investment strategies. Each review consists of a financial planning review in which we track goals, funding needs, cash flow, etc. We also do a complete portfolio review in which we discuss performance and review investment/portfolio construction. Our semi-annual check is accompanied by quarterly performance reports that are provided to the client. We are in constant communication with our clients whether that is via email, phone or video call. We also run a meeting for clients if there are any major life events (kids, new job, marriage, etc.) These reviews are overseen by Kevin Wickliffe, Chief Compliance Officer of ACP, with the involvement of the individual advisors.

B. INTERMITTENT REVIEW FACTORS

Intermittent reviews may be triggered by substantial market fluctuation, economic or political events, health crises such as the pandemic, or changes in the client’s financial status (such as retirement, termination of employment, relocation, inheritance, etc.). Clients are advised to notify the Firm promptly if there are any material changes in their financial situation, investment objectives, or in the event they wish to place restrictions on their account.

C. REPORTS

Clients may receive confirmations of purchases and sales in their accounts and will receive, at least quarterly, statements containing account information such as account value, transactions, and other relevant information. Confirmations and statements are prepared and delivered by the custodian.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

A. ECONOMIC BENEFITS FROM OTHERS

The Firm does not receive an economic benefit (such as sales awards or other prizes) from any third party for providing investment advice or other advisory services to its clients at this time.

The Firm's advisers may attend events hosted by third parties with whom the Firm may or may not do business with, including fund managers, portfolio managers and others. These third parties may cover the cost of travel, lodging and meals for the advisers who travel to these events. The Firm ensures any potential conflict of interest is mitigated by requiring approval for such events and that such events must be educational in purpose. The Firm and its advisers do not accept any other economic benefits from these third parties at this time.

B. COMPENSATION TO UNAFFILIATED THIRD PARTIES

The Firm does not compensate, directly or indirectly any person who is not a supervised person of the Firm for client referrals.

ITEM 15: CUSTODY

A. CUSTODIAN OF ASSETS

Custody means holding, directly or indirectly, client funds or securities, or having any authority to obtain possession of them.

The Firm has custody due to its authority to deduct advisory fees from client accounts and because it can, subject to a standing letter of authorization, dispose of client funds or securities. The Firm will not maintain physical possession of client funds and securities. Instead, client's funds and securities are held by the Firm's preferred, qualified custodian.

While the Firm does not have physical custody of client funds or securities, payments of fees may be paid by the custodian from the custodial brokerage account that holds client funds pursuant to the client's account application. Prior to permitting direct debit of fees, each client provides written authorization permitting fees to be paid directly from the custodian.

B. ACCOUNT STATEMENTS

Although the Firm is the client's adviser, the client's statements will be mailed or made available electronically by the broker-dealer or custodian. When the client receives these statements, they should be reviewed carefully. Clients should compare asset values, holdings, and fees on the statement to that in the account statement issued the previous period.

ITEM 16: INVESTMENT DISCRETION

The Firm's customary procedure is to have full discretionary authority in order to supervise the investments of a client's accounts. Clients grant this authority upon execution of the Firm's Agreements. This authority is for the purpose of making and implementing investment decisions, without the client's prior consultation. All investment decisions are made in accordance with the client's stated investment objectives. Other than management fees due to the Firm, which the Firm will receive directly from the custodian, the Firm's discretionary authority does not give authority to take or have possession of any assets in the client's account or to direct delivery of any securities or payment of any funds held in the account to the Firm. Furthermore, the Firm's discretionary authority by agreement does not allow it to direct the disposition of such securities or funds to anyone except the account owner.

ITEM 17: VOTING CLIENT SECURITIES

The Firm will not vote proxies which are solicited for securities held in client accounts. The Firm will not be required to render any advice with respect to the voting of proxies solicited by or with respect to the issuers of securities in which assets of the client's account may be invested in occasionally. Furthermore, The Firm will not take any action or render any advice with respect to any securities held in any client's accounts that are named in or subject to class action lawsuits. The Firm will however, forward to the client any information received by the Firm regarding class action legal matters involving any security held in the client's account.

ITEM 18: FINANCIAL INFORMATION

A. BALANCE SHEET REQUIREMENT

The Firm is not the qualified custodian for client funds or securities and does not require prepayment of fees.

B. FINANCIAL CONDITION

The Firm does not have any financial impairment that would preclude the Firm from meeting contractual commitments to clients.

C. BANKRUPTCY PETITION

The Firm has not been the subject of a bankruptcy petition at any time during the last 10 years.