

DISCLOSURE BROCHURE

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This brochure provides information about the qualifications and business practices of Visionary Wealth Management, LLC. 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 678-694-8770. 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 Visionary Wealth Management, LLC (CRD #311702) is available on the SEC's website at www.adviserinfo.sec.gov

DECEMBER 23, 2020

Item 2: Material Changes

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.

Material Changes since the Last Update

Initial Filing.

Full Brochure Available

This Firm Brochure being delivered is the complete brochure for the Firm.

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Item 4: Advisory Business

Firm Description

Visionary Wealth Management, LLC, ("Visionary Wealth") was founded on October 21, 2020 and became a Registered Investment Advisor in November of 2020. The firm was established prior to the registration approval in preparation of the formal application with the State of Georgia. No advisory services were performed during that period. Edward Byron Gibbs is 50% owner, Nico Pesci is 16.6% owner, Jon-Jon Knepp is 16.6% owner, and Dana Dunkelberger is 16.6% owner.

Types of Advisory Services

ASSET MANAGEMENT

Visionary Wealth offers only discretionary management services exclusively through the Advisor-Directed Model Management program sponsored by Orion Portfolio Solutions ("OPS"). OPS is an SEC registered Investment Advisor. Visionary Wealth will build and manage the investment portfolios and allocate Client accounts to such managed portfolios based on the Client's investment needs. Visionary Wealth will have discretionary authority over securities in the portfolios allocated to the Client account that are available for investment in the program. OPS will work with Visionary Wealth to implement the trades to the assigned Client accounts. Client will interact solely with Visionary Wealth.

OPS will perform administrative services, record keeping, and accounting services and support relating to the administration of the account. At no time is OPS responsible for providing investment advice to the Client.

Visionary Wealth will provide OPS's ADV Part 2, Privacy Policy and Agreement to Client. The terms and conditions under which the Client shall engage Orion Portfolio Solutions shall be set forth in separate written agreements between (1) the Client and Visionary Wealth and (2) the Client and Orion Portfolio Solutions. Visionary Wealth shall continue to render advisory services to the Client relative to the ongoing monitoring and review of account performance, for which Visionary Wealth shall receive an annual advisory fee which is based upon a percentage of the market value of the assets being managed by Orion Portfolio Solutions. Factors that Visionary Wealth shall consider in recommending Orion Portfolio Solutions include the Client's stated investment objective(s), management style, performance, reputation, financial strength, reporting, pricing, and research. In addition to Visionary Wealth's written disclosure statement, the Client shall also receive the written disclosure statement of Orion Portfolio Solutions. Clients should review Orion Portfolio Solutions' ADV Part 2 or Terms of Use for additional details regarding services. OPS offers Visionary Wealth a platform of institutional portfolio strategists ("Strategists") that Visionary Wealth has the discretionary authority to select amongst. The Strategists are responsible for managing their Model Portfolios on behalf of OPS. However, neither OPS nor the Strategists are acting as your Investment Advisor, nor possess knowledge of your individual information or investment goals – this role is that of Visionary Wealth. Visionary Wealth will select the appropriate Strategist(s) pursuant to each Client's goals, objectives, risk, time horizon, and various other criteria.

SEMINARS AND WORKSHOPS

Visionary Wealth holds seminars and workshops to educate the public on different types of investments and the different services they offer. The seminars are educational in nature and no specific investment or tax advice is given. Visionary Wealth does not charge a fee for attendance to these seminars.

Client Tailored Services and Client Imposed Restrictions

The goals and objectives for each client are documented in our client files. Investment strategies are created that reflect the stated goals and objectives. Clients may impose restrictions on investing in certain securities or types of securities.

Agreements may not be assigned without written client consent.

Wrap Fee Programs

Visionary Wealth does not sponsor any wrap fee programs.

Client Assets Under Management

This is the initial filing for the firm and currently there are not assets under management to report.

Item 5: Fees and Compensation

Method of Compensation and Fee Schedule**ASSET MANAGEMENT**

Visionary Wealth offers discretionary direct asset management services to advisory clients. Lower fees for comparable services may be available from other sources. Total fees to Client will never exceed the safe harbor threshold of 3% of assets under management per year. Clients can negotiate the fee prior to executing the Investment Advisor Agreement. 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. Lower fees for comparable services may be available from other sources. Clients may terminate their account within five (5) business days of signing the Investment Advisory Agreement with no obligation and without penalty. Fees are automatically deducted from the Client's account by OPS; OPS will pay Visionary Wealth their portion of the fees. Visionary Wealth does not have the ability to directly deduct their advisory fee from the Client account. Clients may terminate advisory services with written notice to Visionary Wealth. For accounts opened or closed mid-billing period, fees will be prorated based on the day's services are provided during the given period. All unpaid earned fees will be due to Visionary Wealth. Client shall be given thirty (30) days prior written notice of any increase in fees. Any increase in fees will be acknowledged in writing by both parties before any increase in said fees occurs.

Orion Portfolio Solutions

Visionary Wealth charges an annual investment advisory fee based on the fee schedule below.

Assets Under Management	Annual Fee	Monthly Fee
\$25,000 to \$250,000	1.75%	.1458%
\$250,001 - \$500,000	1.50%	.1250%
\$500,001 - \$1,000,000	1.25%	.1042%
Over \$1,000,000	1.00%	.0833%

This is a tiered or breakpoint fee schedule, the entire portfolio is charged the same asset management fee. For example, a Client with \$750,000 under management would pay \$9,375 on an annual basis. $\$750,000 \times 1.25\% = \$9,375$.

The annual fee may be negotiable based upon certain criteria, including but not limited to, accounts within the same household may be combined for a reduced fee, historical relationship, types of assets, anticipated future earning capacity, anticipated future additional assets, related accounts, and the clients expected level of management (e.g.

Accounts with mainly Bonds/Cash Equivalents may require less frequent trading). Accounts within the same household may be combined for a reduced fee. Lower fees for comparable services may be available from other sources. Visionary Wealth will charge an advisory fee based on the above schedule for the services we provide. OPS does not receive any portion of the advisory fee charged by Visionary Wealth. The investment management fees charged by Orion Portfolio Solutions are exclusive of, and in addition to, Visionary Wealth's investment advisory fee set forth above. The total annual fees for the Orion Portfolio Solutions Program may not exceed 2% of assets under management. The fees are charged monthly in arrears and are based on the average daily account balance for the period for the prior month.

Fees for OPS services are in addition to Visionary Wealth's fees. The fees include the following: (Please refer to OPS's ADV Part 2 for specific fee breakdown.)

- Administration Fees (reporting and accounting services – annual fee)

From	Percentage*
First \$50,000 (\$0-\$50,000)	0.45%
Next \$50,000 (\$50,001-\$100,000)	0.30%
Next \$400,000 (\$100,001-\$500,000)	0.20%
Next \$500,000 (\$500,001-\$1,000,000)	0.15%
Next \$4,000,000 (\$1,000,001-\$5,000,000)	0.10%
Subsequent Amounts \$5,000,000+	0.08%

This is a blended fee schedule; the Administration Fee is calculated by applying different rates to different portions of the portfolio. OPS may group certain related Client accounts for the purposes of determining the annualized fee. Certain household accounts may be aggregated for fee discount purposes.

- Account Maintenance Fees (\$25 for electronic or \$50 for mailed statements per account annually), and
- Termination Fee (the fee is \$75 per account for full outgoing distributions or non-ACAT transfers).

Clients may terminate their account within five (5) business days of signing the Investment Advisory Agreement with no obligation. For accounts closed mid-month, Visionary Wealth will be entitled to a pro rata fee for the days service was provided in the final month. Client shall be given thirty (30) days prior written notice of any increase in fees. Any increase in fees will be acknowledged in writing by both parties before any increase in said fees occurs.

Client Payment of Fees

Fees are deducted from a designated client account to facilitate billing. The client must consent in advance to direct debiting of their investment account.

Additional Client Fees Charged

Custodians may charge transaction fees on purchases or sales of certain mutual funds, stocks, equities, and exchange-traded funds. These charges may include Mutual Fund transactions fees, postage and handling and miscellaneous fees (fee levied to recover costs associated with fees assessed by self-regulatory organizations). The selection of the security is more important than the nominal fee that the custodian charges to buy or sell the security.

Visionary Wealth, in its sole discretion, may waive its minimum fee and/or charge a lesser investment advisory fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients, etc.).

Prepayment of Client Fees

Visionary Wealth does not require any prepayment of fees of more than \$1200 per Client and six months or more in advance.

External Compensation for the Sale of Securities to Clients

Visionary Wealth does not receive any external compensation for the sale of securities to clients.

Affiliated persons of Visionary Wealth receive external compensation for the sale of investment related products such as insurance as licensed insurance agents. From time to time, they will offer clients services from those activities. These commissions are separate from any advisory fees charged, however, no advisory fees are charged on products where a commission is received.

This represents a conflict of interest because it gives an incentive to recommend products based on the commission received. This conflict is mitigated by disclosures, procedures, and Visionary Wealth's fiduciary obligation to place the best interest of the Client first and Clients are not required to purchase any products or services. Clients have the option to purchase these products through another insurance agent of their choosing.

Item 6: Performance-Based Fees and Side-by-Side Management

Sharing of Capital Gains

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

Visionary Wealth does not use a performance-based fee structure because of the 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.

Item 7: Types of Clients

Description

Visionary Wealth generally provides investment advice to individuals and high net worth individuals. Client relationships vary in scope and length of service.

Account Minimums

Visionary Wealth requires a minimum of \$25,000 to open an account but reserves the right to accept accounts with lesser assets at Visionary Wealth's discretion.

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

Methods of Analysis and Investment Strategies

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 profits 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.

Visionary Wealth may recommend the Client purchase an annuity. When recommending an annuity, Visionary Wealth will take into account the Client's age, annual income, financial situation, tax status and the financial resources used to fund the annuity. The Client's financial experience, risk tolerance, investment objectives, time horizon, long term care needs, liquidity needs and intended use will be the determining factors when recommending an annuity and any annuity product features like income riders, long term care riders or death benefit riders.

The main sources of information include financial newspapers and magazines, research materials prepared by others, corporate rating services, annual reports, prospectuses, and filings with the Securities and Exchange Commission.

Investment Strategy and Method of Analysis Material Risks

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. 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 attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not take into account new patterns that emerge over time.

Cyclical analysis assumes that the markets react in cyclical patterns which, once identified, can be leveraged to provide performance. The risks with this strategy are twofold: 1) the markets do not always repeat cyclical patterns; and 2) if too many investors begin to implement this strategy, then it changes the very cycles these investors are trying to exploit.

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. Some individuals have a high tolerance for risk and others have low tolerance. Clients should only risk what they can afford to lose. 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.

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. Risks involved in technical analysis are inflation risk, reinvestment risk, and market risk. Cyclical analysis involves inflation risk, market risk, and currency risk.

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

- *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.
- *Trading risk:* Investing involves risk, including possible loss of principal. There is no assurance that the investment objective of any fund or investment will be achieved.
- *Options Trading:* The risks involved with trading options are that they are very time sensitive investments. An options contract is generally a few months. The buyer of an option could lose his or her entire investment even with a correct prediction about the direction and magnitude of a particular price change if the price change does not occur in the relevant time period (i.e., before the option expires). Additionally, options are less tangible than some other investments. An option is a "book-entry" only investment without a paper certificate of ownership.
- *Trading on Margin:* In a cash account, the risk is limited to the amount of money that has been invested. In a margin account, risk includes the amount of money invested plus the amount that has been loaned. As market conditions fluctuate, the value of marginable securities will also fluctuate, causing a change in the overall account balance and debt ratio. As a result, if the value of the securities held in a margin account depreciates, the Client will be required to deposit additional cash or make full payment of the margin loan to bring account back up to maintenance levels. Clients who cannot comply with such a margin call may be sold out or bought in by the brokerage firm.
- *Leveraged Risk:* The risks involved with using leverage may include compounding of returns (this works both ways – positive and negative), possible reset periods, volatility, use of derivatives, active trading and high expenses.

Item 9: Disciplinary Information

Criminal or Civil Actions

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

Administrative Enforcement Proceedings

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

Self-Regulatory Organization Enforcement Proceedings

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

Item 10: Other Financial Industry Activities and Affiliations

Broker-Dealer or Representative Registration

Visionary Wealth has no representatives or employees who are registered representatives of a broker dealer, securities dealer or government securities dealer or broker an investment company or other pooled investment vehicle.

Futures or Commodity Registration

Neither Visionary Wealth nor its employees are registered or 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

Managing Member Edward Gibbs has financial industry affiliated businesses as an independent licensed insurance agent with Gibbs Financial Group and he also is owner/investment advisor representative with Gibbs Wealth Management, LLC. Approximately 90% of his time is spent on these activities. He will offer Clients services from these activities. As an insurance agent and investment advisor representative, he may receive separate yet typical commissions/compensation. From time to time, he will offer clients advice or products from those activities.

These practices represent conflicts of interest because it gives an incentive to recommend products based on the commission/compensation received. This conflict is mitigated by disclosures, procedures, and both the investment advisor representative's and the firm's fiduciary obligation to place the best interest of the Client first. Clients are not required to purchase any products or services and are not obligated to follow the recommendations of Mr. Gibbs, or to utilize his insurance services or advisory services. Clients have the option to purchase these products or services through another insurance agent or investment advisor of their choosing.

Neither Visionary Wealth or management persons have a relationship with any of the following: broker-dealer, municipal securities dealer, or government securities dealer or broker, and investment company, or other pooled investment vehicle (e.g. mutual fund, private fund, etc.), another investment advisor or financial planner, a futures commission merchant, commodity pool operator, or commodity trading advisor, a banking or thrift institution, an accountant or accounting firm, a lawyer or law firm, pension consultant, a real estate broker or dealer, or a sponsor or syndicator of limited partnerships.

Recommendations or Selections of Other Investment Advisors and Conflicts of Interest

Visionary Wealth utilizes the services of OPS as described in Items 4 and 5 above. Fees for these services will be based on a percentage of assets under management not to exceed any limit imposed by any regulatory agency. Visionary Wealth's fees are charged in addition to the fees charged by OPS. The final fee schedule will be attached to Exhibit D in Visionary Wealth's Investment Advisory Agreement. Visionary Wealth ensures that before selecting other advisors for Client that the other advisors are properly licensed or registered as an investment advisor.

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics Description

The employees of Visionary Wealth have committed to a Code of Ethics ("Code"). The purpose of our Code is to set forth standards of conduct expected of Visionary Wealth employees and addresses conflicts that may arise. The Code defines acceptable behavior for employees of Visionary Wealth. The Code reflects Visionary Wealth 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.

Visionary Wealth'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 Visionary Wealth 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.

Visionary Wealth's Code is based on the guiding principle that the interests of the client are our top priority. Visionary Wealth'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. Visionary Wealth 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 Conflicts of Interest

Visionary Wealth and its employees do not recommend securities to clients in which we have a material financial interest.

Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

Visionary Wealth and its employees may buy or sell securities that are also held by 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 Visionary Wealth with copies of their brokerage statements.

The Chief Compliance Officer of Visionary Wealth is Edward Gibbs. 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

Visionary Wealth 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 Visionary Wealth with copies of their brokerage statements.

Item 12: Brokerage Practices

Factors Used to Select Broker-Dealers for Client Transactions

Visionary Wealth may recommend the use of a particular broker-dealer such as TD Ameritrade Institutional is a Division of TD Ameritrade, Inc., Member FINRA/SIPC ("TD Ameritrade"), an unaffiliated SEC-registered broker-dealer and FINRA member or may utilize a broker-dealer of the Client's choosing. Visionary Wealth will select appropriate brokers based on a number of factors including but not limited to their relatively low transaction fees and reporting ability. Visionary Wealth relies on its broker to provide its execution services at the best prices available. Lower fees for comparable services may be available from other sources. Clients pay for any and all custodial fees in addition to the advisory fee charged by Visionary Wealth.

Visionary Wealth participates in the TD Ameritrade Institutional program. TD Ameritrade is an independent SEC-registered broker-dealer and is not affiliated with Visionary Wealth. TD Ameritrade offers to independent investment advisors, services which include custody of securities, trade execution, clearance and settlement of transactions. Visionary Wealth receives some benefits from TD Ameritrade through its participation in the program. (Please see the disclosure under Item 14)

- *Directed Brokerage*

In circumstances where a client directs Visionary Wealth to use a certain broker-dealer, Visionary Wealth still has a fiduciary duty to its clients. The following may apply with Directed Brokerage: Visionary Wealth's inability to negotiate commissions, to obtain volume discounts, there may be a disparity in commission charges among clients, and conflicts of interest arising from brokerage firm referrals. Clients should be aware that not all Advisors require or allow their Clients to direct brokerage. Visionary Wealth does not receive Client referrals from a Broker-Dealer.

- *Brokerage for Client Referrals*

Visionary Wealth does not receive client referrals from any custodian or third party in exchange for using that broker-dealer or third party.

- *Best Execution*

Investment advisors who manage or supervise client portfolios on a discretionary basis have a fiduciary obligation of best execution. The determination of what may constitute best execution and price in the execution of a securities transaction by a broker involves a number of considerations and is subjective. Factors affecting brokerage selection include the overall direct net economic result to the portfolios, the efficiency with which the transaction is effected, the ability to effect the transaction where a large block is involved, the operational facilities of the broker-dealer, the value of an ongoing relationship with such broker and the financial strength and stability of the broker. The firm does not receive any portion of the trading fees. Visionary Wealth may not achieve most favorable execution for Client transactions and may cost Clients more money if Clients direct brokerage.

- *Soft Dollar Arrangements*

The Securities and Exchange Commission defines soft dollar practices as arrangement under which products or services other than execution services are obtained by Visionary Wealth from or through a broker-dealer in exchange for directing client transactions to the broker-dealer. As permitted by Section 28(e) of the Securities Exchange Act of 1934, Advisor receives both soft dollar and economic benefits as a result of commissions generated from securities transactions by the broker-dealer from the accounts of Advisor. These benefits include both proprietary research from the broker and other research written by third parties.

A conflict of interest exists when Advisor receives soft dollars. This conflict is mitigated by disclosures, procedures, and the firm's Fiduciary obligation to act in the best interest of its clients and the services received are beneficial to all clients.

Visionary Wealth utilizes the services of custodial broker dealers. Economic benefits are received by Visionary Wealth which would not be received if Visionary Wealth did not give investment advice to Clients. These benefits include: A dedicated trading desk, a dedicated service group and an account services manager dedicated to Visionary Wealth's accounts, ability to conduct "block" Client trades, electronic download of trades, balances and positions, duplicate and batched Client statements, and the ability to have advisory fees directly deducted from Client accounts.

Aggregating Securities Transactions for Client Accounts

Whenever possible, client trades are aggregated or block traded. The process of aggregating client trades is done in order to achieve better execution, to negotiate more favorable commission rates and to allocate orders among clients on a more equitable basis in order to avoid differences in prices and transaction fees or other transaction costs that might be obtained when trades are placed independently. Aggregated orders are allocated to clients according to the average price of the order. Under this procedure, Visionary Wealth calculates the average price and transaction charges for each transaction included in a block order and assign the average price and transaction charge to each allocated transaction executed for the client's account.

Item 13: Review of Accounts

Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved

Account reviews are performed quarterly by Edward Gibbs, Chief Compliance Officer. Account reviews are performed more frequently for reasons such as, but not limited to, when market conditions dictate, tax loss harvesting opportunities, change in Client marital status or family size, and for another other material life event. Reviews of Client accounts include, but are not limited to, a review of Client documented risk tolerance, adherence to account objectives, investment time horizon, and suitability criteria, and reviewing target bands of each asset class to identify if there is an opportunity for rebalancing.

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 no less than quarterly for managed accounts. Account statements are issued by the Custodian at which the client's account is held. Client receives confirmations of each transaction in account from Custodian and an additional statement during any month in which a transaction occurs. Visionary Wealth provides semi-annual written reports to Clients on their account or as requested by the Client.

Item 14: Client Referrals and Other Compensation

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

As disclosed under Item 12 above, Visionary Wealth participates in TD Ameritrade's institutional customer program and Visionary Wealth may recommend TD Ameritrade to Clients for custody and brokerage services. There is no direct link between Visionary Wealth's participation in the program and the investment advice it gives to its Clients, although Visionary Wealth receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate Client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving Visionary Wealth participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to Client accounts); the ability to have advisory fees deducted directly from Client accounts; access to an electronic communications network for Client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to Visionary Wealth by third party vendors.

TD Ameritrade may also have paid for business consulting and professional services received by Visionary Wealth's related persons. Some of the products and services made available by TD Ameritrade through the program may benefit Visionary Wealth but may not benefit its Client accounts. These products or services may assist Visionary Wealth in managing and administering Client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help Visionary Wealth manage and further develop its business enterprise. The benefits received by

Visionary Wealth or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to Clients, Visionary Wealth endeavors at all times to put the interests of its Clients first. Clients should be aware, however, that the receipt of economic benefits by Visionary Wealth or its related persons in and of itself creates a conflict of interest and may indirectly influence the Visionary Wealth's choice of TD Ameritrade for custody and brokerage services.

Visionary Wealth and the representatives with the firm receive external compensation as licensed insurance agents.

This represents a conflict of interest because it gives an incentive to recommend products based on the commission received. This conflict is mitigated by disclosures, procedures, and Visionary Wealth's fiduciary obligation to place the best interest of the Client first and Clients are not required to purchase any products or services. Clients have the option to purchase these products through another insurance agent of their choosing.

Advisory Firm Payments for Client Referrals

Visionary Wealth does not compensate for client referrals.

Item 15: Custody

Account Statements

All assets are held at qualified custodians, which means the custodians provide account statements directly to clients at their address of record at least quarterly. Clients are urged to compare the account statements received directly from their custodians to any performance report statements prepared by Visionary Wealth.

Visionary Wealth is deemed to have constructive custody solely because advisory fees are directly deducted from client's account by the custodian on behalf of Visionary Wealth.

A. The investment adviser has custody of the funds and securities solely as a consequence of its authority to make withdrawals from client accounts to pay its advisory fee.

B. The investment adviser has written authorization from the client to deduct advisory fees from the account held with the qualified custodian.

C. Each time a fee is directly deducted from a Client account, the investment adviser concurrently:

- i. Sends the qualified custodian an invoice or statement of the amount of the fee to be deducted from the client's account; and
- ii. Sends the client an invoice or statement itemizing the fee. Itemization includes the formula used to calculate the fee, the value of the assets under management on which the fee is based, and the time period covered by the fee.

D. The investment adviser notifies the Commissioner in writing that the investment adviser intends to use the safeguards provided in this paragraph (b)(3). Such notification is required to be given on Form ADV.

Item 16: Investment Discretion

Discretionary Authority for Trading

Visionary Wealth requires discretionary authority to manage securities accounts on behalf of clients. Visionary Wealth has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold. Any restrictions will be noted on the advisory agreement. However, Visionary Wealth will consult with the client prior to each trade to obtain concurrence if a blanket trading authorization has not been given. Visionary Wealth allows Client's to place certain restrictions, as outlined in the Client's Investment Policy Statement or similar document. Such restrictions could include only allowing purchases of socially conscious investments. These restrictions must be provided to Visionary Wealth in writing.

The client approves the custodian to be used and the commission rates paid to the custodian. Visionary Wealth does not receive any portion of the transaction fees or commissions paid by the client to the custodian on certain trades.

Item 17: Voting Client Securities

Proxy Votes

Visionary Wealth 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, Visionary Wealth will provide recommendations to the client. If a conflict of interest exists, it will be disclosed to the client.

Item 18: Financial Information

Balance Sheet

A balance sheet is not required to be provided because Visionary Wealth does not serve as a custodian for client funds or securities and Visionary Wealth does not require prepayment of fees of more than \$1200 per client and six months or more in advance.

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

Visionary Wealth 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 Visionary Wealth nor its management has had any bankruptcy petitions in the last ten years.