



E V E R S P I R E

Client Brochure

(Form ADV Part 2A)

March 13, 2020

This brochure provides information about Everspire's qualifications and business practices. If you have questions about the brochure, please contact us at hello@everspire.com.

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. Registration does not imply a certain level of skill or training. Provision of this brochure does not relieve Everspire of any other disclosure obligations the firm may have under federal or state law. Additional information about Everspire is available by searching the SEC website at www.adviserinfo.sec.gov by firm name or CRD number (#222515).

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ITEM 2 – MATERIAL CHANGES

This item summarizes material changes to Everspire's brochure since the previous update (08/07/2019). Clients receive a summary of changes within 120 days of year-end and whenever the firm's practices change materially. Everspire's most recent brochure may be requested at any time by contacting Roy Jones at 801-545-8706 or hello@everspire.com.

SEC Registration: In August 2019, Everspire transitioned from state registration to registration with the United States Securities and Exchange Commission. Immaterial changes have been made throughout the Brochure to reflect this change in regulatory oversight.

Clarification of Services: Item 4 more clearly defines and distinguishes between Investment Management (SMA) and Unified Managed Accounts (UMA) services.

Institutional Intelligent Portfolios (IIP): The program previously referred to as Everspire Direct has been renamed Institutional Intelligent Portfolios (IIP) in Item 4 and throughout the Brochure.

Trade Aggregation: Item 12 clarifies that Everspire does not generally aggregate client trades and describes the circumstances where we do and the methodology.

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About Everspire

Everspire was founded on October 25, 2005 by owners Roy Jones and Joshua Jones and registered as an independent RIA in 2015. Initially formed as Aegis Wealth Group, LLC, the firm has used the /dba “Everspire” since 2016. Everspire is organized as a Limited Liability Company in the state of Utah.

As of December 31, 2019, Everspire managed \$120,368,426 in discretionary assets and \$0 in non-discretionary assets.

Everspire provides four core services to meet individual client retirement needs:

- 1. Financial Planning**
- 2. Wealth Management / Dedicated Advisor** (Financial Plan Implementation)
- 3. Investment Management (SMA)**
- 4. Unified Managed Accounts (UMA)**

Financial Planning

Everspire works with clients who elect this service to develop a Financial Plan. Everspire advisors evaluate the client’s individual needs and objectives; establish metrics for assessing progress; and maintain the plan on an ongoing basis. The plan is prepared by gathering financial data from each client; determining future needs, risk tolerance, and investing knowledge; and applying reasonable assumptions about future conditions (inflation, expected return, etc.) to the data. A plan is agreed upon with the client that balances risk with reward in a way that increases the client’s probability of success in achieving their goals. Everspire’s planning software continuously updates these assumptions and the advisor communicates with the client to adjust the plan in response to changing needs and evolving economic conditions. The accuracy of the plan depends on information supplied by the client during and after Everspire’s initial information gathering process. Clients have ongoing access to their custom financial plan and to Everspire’s planning technology for continuing guidance and evaluation of progress towards their financial goals.

The financial planning service includes data aggregation tools that allow clients to connect and view many financial accounts (including insurance policies, retirement plans, bank accounts, investment accounts, credit cards, etc.). This data is updated and aggregated daily or monthly and provides the financial advisor additional insight.

Wealth Management / Dedicated Advisor (Financial Plan Implementation)

For clients who engage Everspire for Financial Planning, our Wealth Management / Dedicated

Advisor service can be described as the ongoing process of plan implementation. Clients may also engage Everspire only for Wealth Management. The dedicated advisor will work with the client to analyze current investments, determine investment objectives and risk tolerance, and gather other relevant information about the client's investment situation and objectives. The advisor will use this suitability information to research investment options and then develop, propose, implement a customized investment strategy for the client, monitor investments on an ongoing basis, and provide periodic reporting. The advisor will be available to the client for consultation and advice and will consult with the client annually for a comprehensive wealth management review.

As part of this investment management service, advisors may help clients complete paperwork, research solutions, add discipline, increase entrepreneurship, improve processes, think creatively, add skill, and bring other attributes needed to properly execute a financial plan. Advisors often coordinate and monitor progress with legal, accounting, tax, and other outside professionals; refer clients to needed services; remind clients of tasks and goals; provide debt management guidance; work to make the most of qualified plans; keep clients informed of opportunities and areas of concern; and act in many other areas to promote positive outcomes.

Investment Management (SMA)

Clients have access to Everspire Portfolios, a unified managed accounts investment program designed to implement recommended investment objectives in a client account.

Client portfolios are constructed using multiple securities models developed and maintained by Everspire. These models can be used alone or in combination to deliver a balance of risk and opportunity that corresponds to client portfolio goals and risk tolerance while optimizing taxation and maximizing liquidity, all in order to increase clients' probability of success. Investment Management (SMA) services are provided to all client accounts.

Unified Managed Accounts (UMA)

For more complex client accounts and for clients with multiple accounts, Everspire offers Unified Managed Account (UMA) services. UMA services include placing investments with different risk profiles in the most tax-appropriate account type, managing cash allocations within a single account or across multiple accounts ("bucket" strategy), and rebalancing across multiple accounts and account types.

Wrap Fee Program

Everspire sponsors a Wrap Fee Program. Clients in the Wrap Fee program do not pay transaction expenses for accounts enrolled in the program, resulting in a lower overall cost for the client. Wrap fee accounts are managed in the same manner as other accounts and Everspire receives compensation for managing the wrap program. See Everspire's Wrap Fee Brochure for wrap fee program details.

Institutional Intelligent Portfolios (IIP)

Institutional Intelligent Portfolios (IIP) is an automated investment management service available to clients with small accounts who are just starting out in investing. IIP clients may elect to receive only Investment Management (SMA) services (described above) or they may elect to engage Everspire for Financial Planning and/or a dedicated financial advisor as well (described above). IIP is generally open to clients who have only a single account and/or do not need customization or more sophisticated services and at Everspire's discretion.

The program uses Institutional Intelligent Portfolios™ (IIP), an automated, online investment management platform sponsored by Charles Schwab, a FINRA member broker dealer. Everspire is independent of Schwab and is the client's primary point of contact. Schwab provides technology and related trading services and automates key parts of the investment process.

IIP platform signup includes a questionnaire completed by the client that determines the client's investment objectives and risk profile. The results generate a recommendation for a suitable model portfolio designed and monitored by Everspire. The recommendation is agreed to by the client and reviewed by Everspire. Client assets are then allocated to a model portfolio and rebalanced on an ongoing basis, including tax-loss harvesting in taxable accounts if the client elects this feature. The recommended model portfolios use passive, low cost Mutual Funds and ETFs offered by Dimensional Funds (DFA), Vanguard, Schwab, and others.

Everspire contracts and compensates Schwab for the IIP technology platform, trading, and account management services. Schwab delivers the Everspire Firm Brochure, Fee Agreement, and Privacy Policy and ensures that the platform operates as described. Clients do not pay brokerage commissions or any other fees to Schwab as part of the IIP program. Everspire reviews the performance of the IIP platform regularly to ensure that clients are invested according to the parameters of the Everspire model. Item 12 provides more information about the trading and execution functions of the IIP program.

Investment Discretion

Everspire clients are required to grant Everspire discretionary trading authority to buy and sell publicly traded investments on behalf of the client in order to implement the investment model and risk score agreed upon with their advisor (see Item 16). In their agreements executed with the qualified custodian, the client authorizes the custodian to follow Everspire's instructions concerning trading and other investment activity in the account on behalf of the client. Clients may impose reasonable restrictions on the management of their Account. Everspire primarily allocates assets in mutual funds and ETFs and cannot guarantee that a restricted security is not a position in a mutual fund that is owned by a Client.

Everspire clients are assessed a fee calculated as an annual percentage of assets under management based on which services are utilized according to the following schedule:

Financial Planning

0.3%

Wealth Management / Dedicated Advisor (Financial Plan Implementation)

0.7%

Investment Management (SMA)

0.25%

Unified Managed Accounts (UMA)

0.25%

Fee Calculation and Manner of Payment

Fees are deducted from client accounts monthly in arrears and are calculated based on the average daily balance of the account during the month. Advisory fees are not collected in advance. The client's agreement with Everspire and with their qualified custodian provide authorization to deduct management fees from the client's account directly and remit that fee to the firm. Everspire will send a bill to the qualified custodian indicating the amount of the fee to be paid. The custodian will send a statement to the client, at least quarterly, indicating the fee dispersed. Each time the fee is assessed, Everspire will deliver a statement to the client showing the amount of the fee and how the fee was calculated. Everspire will disclose to clients their responsibility to verify the accuracy of the fee calculation.

Everspire believes that its advisory fees are reasonable but the firm's fees may be more than the cost of purchasing comparable services separately or through other investment advisors. Fees are reduced for employees and may be reduced for employee family members. Fees are not negotiable but some clients may pay a lower, grandfathered rate because of a preexisting advisory agreement. Client households with more than \$5 million in RIA assets will not pay Financial Planning, Investment management, or UMA fees on assets over \$5 million. Everspire does not bill on the value of margin debit balances, cash or cash equivalents, unmanaged positions, or accrued interest.

Other Costs

Custodians and/or broker-dealers generally charge commissions, transaction fees, custodial costs, and other fees for effecting securities transactions and maintaining client accounts.

These charges are separate from Everspire's management fee and are governed by the custodial agreement. Clients in Everspire's wrap fee program do not bear commission costs. Clients outside of wrap accounts incur transaction costs at the same negotiated rate as Everspire pays for transactions that take place in wrap accounts. See Item 12 for more information on Brokerage Practices.

Certain investment products (such as mutual funds or ETFs) incur additional fund-level expenses borne by the client. These may include investment management costs or transaction costs. A full description is available in each investment company security's prospectus.

Institutional Intelligent Portfolios

Clients do not pay fees to Charles Schwab as part of the IIP program. Schwab does receive other revenues including profit on cash held in the IIP program, revenue from fund fees charged by Schwab ETFs or Mutual funds if included in the model portfolio, and remuneration Schwab receives from the market centers where it routes ETF trade orders for execution.

Insurance and Broker-Dealer Transactions

Everspire's Investment Advisor Representatives may be licensed insurance agents capable of recommending various insurance products through third-party relationships with insurance carriers. Everspire Investment Advisor Representatives may be licensed Registered Representatives of a Broker-Dealer (see Items 10 and 12 below).

As Broker-Dealer representatives, Roy Jones, Joshua Jones, Ryan Tucker, and Mark Lott accept asset-based charges for the sale of alternative investments that are not publicly traded. They receive service fees from mutual funds and annuities. This represents a conflict of interest because it may create an incentive to recommend products based on the compensation received, rather than on the client's needs. These conflicts are disclosed through delivery of the Form ADV Brochure.

Everspire addresses these conflicts by recommending products not available through the advisory platform only in accordance with its fiduciary obligation to act in the best interest of the client. Everspire also limits recommendations to "no-load" mutual funds; waives fees on packaged products that carry a commission, regardless of where it was purchased; and does not accept 12b-1 fees in advisory accounts. Furthermore, Everspire does not participate in revenue sharing. Clients may purchase insurance and investment products recommended by Everspire through any channel they choose including brokers or agents not affiliated with Everspire.

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

Everspire does not accept performance performance-based fees.

ITEM 7 – TYPES OF CLIENTS

Everspire serves individuals, families, businesses, charitable organizations, and retirement plans.

Participation in the Intelligent Investor Program (IIP) requires a minimum account size of \$5,000 and organization accounts (corporations and partnerships, for example) are not eligible to participate.

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

Everspire's approach to financial planning is modelled on the process published by the Financial Planning Standards Board. It is a goals-based, liability-driven strategy, which means that investment decisions are based on estimating the cash flows needed to fund future liabilities (needs in retirement, liquidity requirements, etc). In this way Everspire strives to prepare the client to meet their future needs with the highest possible degree of probability.

Methods of Analysis

Everspire relies on renowned experts including Chartered Financial Analysts (CFA), research firms, and Nobel Prize winning economists for advice on asset allocation and security selection. The firm's investment team uses tools that include:

- Fundamental analysis of security, sector, and asset class characteristics
- Consideration of Modern Portfolio Theory (MPT) best practices, including optimal allocation across asset classes and geographic regions, optimal index constitution, etc.
- Analysis of broader market and macroeconomic trends and conditions such as GDP, interest rates, etc.
- Monitoring of investment vehicle characteristics, asset class coverage, performance, and cost

Investing Risks

Investing in securities involves risk of loss that clients should be prepared to bear. Securities are not FDIC insured and have no bank guarantee. All of Everspire's strategies involve some element of risk. Stocks may decline in value or may not appreciate enough to meet expectations. There is the risk that the rate of return on low-risk investments will not exceed

inflation. The value of a bond portfolio may decline if interest rates rise or credit-worthiness declines or bonds may default and cease payment of dividends. Financial planning assumptions about a client's expected costs or investment returns may be inaccurate. Liability-driven investment strategies are not guaranteed to provide adequate funding.

Mutual Fund & ETF Risks

In addition to market and other risks outlined above, Mutual fund and ETF shareholders are also subject to product-specific risks. Risks may stem from the operations of the fund issuers. Clients invested in different funds with similar underlying holdings may reduce the benefits of diversification for the investor (fund overlap).

Mutual funds distribute capital gains to investors and may do so sub-optimally. Mutual fund trading prices may differ significantly from the fund's net asset value (NAV) during periods of market volatility, which may lead to the fund's shares trading at a premium or discount.

ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV but inefficiencies or volatile markets may cause the shares to trade at a premium or discount to their NAV. There is no guarantee that a liquid secondary market for ETF shares will develop or continue to exist, leaving shareholders no way to dispose of such shares.

Cybersecurity Risk

Investing involves operational and cybersecurity risks. Unintentional events or deliberate attacks on Everspire, its service providers, or investment issuers may result in a loss or corruption of data or the unauthorized release of confidential information. Everspire has established business continuity plans and risk management systems designed to reduce the risks associated with cybersecurity breaches but there are inherent limitations in these plans and systems: certain risks may not yet have been identified, unknown threats may emerge in the future, and Everspire does not control the cybersecurity systems of third-parties.

ITEM 9 – DISCIPLINARY INFORMATION

There are no legal or disciplinary events that are material to a client's evaluation of Everspire or the integrity of the management.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

M. H. LeBlang, Inc. (/dba "MHL") is a broker-dealer and a related person of Everspire. The following Everspire representatives or employees ("Associates") are registered representatives of MHL: Joshua Jones, Roy Jones, Ryan Tucker, and Mark Lott. Additionally, Joshua Jones and

Roy Jones are owners of MHL. Associates may receive standard sales commissions from sponsors of alternative investment products through MHL. All sales commissions are paid from the revenues of the product sponsors. This compensation described above is separate and distinct from Everspire's wrap fee program and advisory fees.

These relationships with MHL create a conflict of interest because it may create an incentive to recommend products based on the compensation received. Measures to address these conflicts of interest are described in Item 5.

MHL is a member of FINRA and the Securities Investor Protection Corporation (SIPC).

Everspire does not recommend or select other investment advisors for clients and does not receive compensation directly or indirectly from other advisors.

ITEM 11 – ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Everspire, LLC ("Everspire") has adopted a Code of Ethics in accordance with rules issued by the SEC under the Investment Advisers Act of 1940. The Code of Ethics contains provisions that, among other things:

- Set forth standards of conduct expected of advisory personnel;
- Safeguard material non-public information about clients and client transactions;
- Require access persons to report their personal securities transactions;
- Defines conflicts of interest and describes prohibited activities; and
- Requires compliance with the broad antifraud provisions of the Advisers Act.

Everspire adheres to the principles outlined in a document published by the Institute for the Fiduciary Standard entitled "Real Fiduciary Practices: Professional Conduct Guidance for Advisors" and has incorporated the document into its Code of Ethics. Everspire's complete Code of Ethics is available upon request by contacting our office by phone or written request or by email at hello@everspire.com.

Everspire advisors and related persons often invest in the same or similar securities to those that are held by clients. Most transactions of this type are mutual funds, which do not present conflicts of interest related to trading. ETF, stock, and bond transactions are less common but may present a conflict of interest because client trades in the security may affect the share price and create opportunities for "front running." To mitigate conflicts of interest, advisors and related persons are required to link all securities accounts to the Everspire platform for supervision. The Everspire Chief Compliance Officer reviews all employee trades regularly to ensure that personal trading of advisors and related persons does not affect the markets and that Everspire clients receive the same treatment as Everspire employee transactions.

Everspire and its associated persons do not recommend to or buy or sell for clients any securities in which the firm or its associated persons have a material financial interest.

ITEM 12 – BROKERAGE PRACTICES

Everspire generally recommends Schwab Advisor Services or Interactive Brokers, LLC to clients as qualified custodian and broker-dealer for client transactions. Everspire makes this recommendation based on quality of execution, cost, reliability, impartiality, service, capabilities, and quality of technology. Everspire does not direct clients to broker-dealers due to soft dollar benefits and clients are free to choose their custodian within these parameters.

Qualified custodians provide Everspire and its clients access to institutional brokerage services including access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through institutional platforms include some to which clients might not otherwise have access or that would require a higher minimum investment by clients acting individually. These services directly benefit clients or their account(s) and they are made available on an unsolicited basis and at no charge to us or the client.

Qualified custodians also make available other products and services that benefit Everspire but may not directly benefit the client or their account(s). For example, research resources provided by the custodian might be used to improve service to all or some client accounts, including accounts not maintained at the custodian providing the research. Qualified custodians also provide software and other technology; support for third-party service providers; trade aggregation for multiple client accounts; market data; and assistance with back-office functions, recordkeeping, and client reporting.

Other services may help Everspire develop its business. These services might include educational conferences and events; technology, compliance, legal, and business consulting; publications and conferences on practice management; and access to employee benefits providers, human capital consultants and insurance providers. Custodians may provide some of these services themselves or may arrange for third-party vendors to provide the services to Everspire and may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. These services provided by the custodian are not contingent on Everspire committing any specific amount of business to the custodian in trading commissions or assets in custody, nor are they based on Everspire giving any particular investment advice, such as buying particular securities for clients.

Access to some of these resources that do not directly benefit clients may play a part in Everspire's choice of custodians. Everspire addresses this conflict of interest by carefully vetting its custodians and providing clients a choice of custodians.

Everspire does not receive client referrals from its qualified custodians.

Everspire does not generally aggregate client trades. The bulk of client assets are invested in mutual funds which are not vulnerable to trading conflicts of interest. A smaller proportion of client trading is done through ETFs or individual securities. These transactions are generally small in size and Everspire chooses securities with high daily trading volumes in order to minimize any potential inequities created by sequence of transaction. Other circumstances inherently preclude aggregation, such as client-directed liquidation or distribution of funds, new deposits arriving in only one account, etc. It is possible that these aggregation practices may result in less favorable execution for one client than another. Everspire may use aggregated trading on a case by case basis where the same ETF or security is purchased or sold for a large number of clients at the same time. In cases where aggregated trading is used, a target trade size and allocation among client accounts will be established, the shares will be purchased or sold, an average price established, and the trade allocated among client accounts at the established average price. If it is not possible to buy or sell the planned number of shares, the partial trade will be allocated among clients proportionally according to the planned allocation.

Institutional Intelligent Portfolios (IIP)

Clients in the IIP are required to use Charles Schwab as custodian in order to participate in the program. Clients are required to open accounts and enter into an agreement for custody services directly with Schwab. Schwab may aggregate purchase and sale orders for funds across accounts enrolled in the program, including both accounts for our clients and accounts for clients of other independent investment advisor firms using the platform.

ITEM 13 – REVIEW OF ACCOUNTS

Clients with active financial plans have their plans maintained on an ongoing basis and reviewed in detail at least annually by their advisor. All clients, whether or not they receive financial planning services, have their investment goals and suitability reviewed annually and Everspire requests that clients meet at least annually with their advisor. All clients are required to apprise the firm of material changes in their personal, tax, or financial situation. Changes to this information may prompt additional reviews during the year.

Everspire's also reviews and updates all of the firm's portfolio strategies regularly in response to market and macroeconomic events. The investments in each client's portfolios are therefore monitored on an ongoing basis by the Director of Investments. Each client account is also monitored on an ongoing basis for performance, consistency with the relevant investment strategy, and cash inflows or outflows. Additional reviews may be prompted by dramatic movements in the market.

Everspire publishes monthly a written Complete Wealth Statement for each client which is available online or from the mobile app. This report shows a summary of activity (including fees and performance), allocation information, detailed analytics, and a fee calculation and invoice. For Financial Planning clients, these reports include an assessment of the client's probability of

success at meeting financial goals. Additionally, clients can print a wide variety of custom reports on demand.

Account custodians generate brokerage statements no less than quarterly. These statements are provided by the custodian to the client and list the account positions, activity, and the fees paid to Everspire. Trade confirmations are also sent unless they have been waived by the client.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

The firm does not directly or indirectly compensate any person who is not a supervised person, nor receive any economic benefit from anyone other than a client for providing services to the firm's clients. Everspire pays dues to professional trade groups or associations which may provide a listing of their members, including Everspire and its IARs, to consumers who inquire. These organizations are not compensated by the sale of securities or assets under management.

ITEM 15 – CUSTODY

Everspire will never take custody of client funds or securities. However, because Everspire may withdraw advisory fees directly from client accounts, the firm is deemed by the SEC to have custody in a limited capacity. A qualified custodian sends account statements quarterly, or more frequent, directly to Everspire clients and clients should carefully review those statements.

Everspire also publishes a statement capable of supporting a large range of custodians for the purposes of simplification, analysis, and monitoring. The firm makes every effort to insure these consolidated statements are accurate but clients are urged to compare them to the statements they receive from the qualified custodian.

ITEM 16 – INVESTMENT DISCRETION

Everspire accepts discretionary authority to manage securities accounts on behalf of clients after the client executes a limited power of attorney. Everspire is not authorized to withdraw fees or transfer assets out of the client's account(s) without the written permission of the client.

The firm obtains prior written authorization from clients to determine the securities and quantity of securities to be bought and sold, the time of execution, the price at which the trades will be executed, the broker/dealer to be used, and the commission rates to be paid. Clients may establish reasonable restrictions on the investments in their portfolio (such as restricting the purchase of certain kinds of stocks) if agreed upon in advance with the Advisor. However, Everspire cannot guarantee that mutual funds and ETFs held by the client do not hold

the restricted position. Unless otherwise agreed, accounts transferred to Everspire will be liquidated and the proceeds reinvested in the Everspire strategy chosen by the client.

ITEM 17 – VOTING CLIENT SECURITIES

Everspire does not accept authority to vote Client securities. Clients will receive proxy voting information directly from their account custodian unless the client directs the custodian that they do not wish to receive those communications. Everspire does not generally provide information or recommendations to clients regarding specific proxy votes.

ITEM 18 – FINANCIAL INFORMATION

Everspire does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.

Everspire has never been the subject of a bankruptcy petition and there are no current financial circumstances that are likely to impair its ability to meet fiduciary or contractual commitments to clients.