FORM A D V PART 2 A
DISCLOSURE BROCHURE

April 5, 2021

This brochure provides information about the qualifications and business practices of Prosperity Advisers, 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 267-405-6166. 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. **www.retirementprosperity.com**
Additional information about Prosperity Advisers, LLC (IARD #282998) is available on the SEC's website at www.adviserinfo.sec.gov.

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 Prosperity Advisers, LLC Brochure.

Material Changes since the Last Update
Since the last filing of this brochure on 3/30/2021, the following has been updated:

Prosperity Advisers, LLC amended its fee structures (see Item 5: Fees) as of April 5, 2021. All existing clients under agreement will maintain their existing fee structure with Prosperity Advisers and will not be impacted by the new fees. If you have any questions, please feel free to contact the Firm.

Full Brochure Available
This Firm Brochure being delivered is the complete brochure for Prosperity Advisers, LLC.

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Firm Description

Prosperity Advisers, LLC ("Prosperity Advisers") is a registered investment adviser based in Pennsylvania. Prosperity Advisers is organized as a limited liability company under the laws of the State of Florida. Daniel and Lisa Barram are co-owners. The firm became registered to provide investment advisory services in May 2016.

Prosperity Advisers is a fee only financial planning and investment advisory firm. Prosperity Advisers does not sell annuities, stocks, bonds, mutual funds, limited partnerships, or other commissioned products. However, Prosperity Advisers might recommend that an insurance policy be acquired. Such policies can be obtained through an insurance agent or through the Managing Member's affiliated insurance agency, Retirement Prosperity Group. Investment advice is an integral part of financial planning. In addition, Prosperity Advisers advises clients regarding cash flow, college planning, retirement planning, tax planning and estate planning.

Other professionals (e.g., lawyers, accountants, tax preparers, insurance agents, etc.) are engaged directly by the client on an as-needed basis and may charge fees of their own. Conflicts of interest will be disclosed to the client in the event they should occur.

Types of Advisory Services

Prosperity Advisers provides investment supervisory services, also known as asset management, ERISA plan services and financial planning services. The firm provides investment advice only with respect to limited types of investments.

ASSET MANAGEMENT

Prosperity Advisers offers discretionary asset management services to advisory Clients. Prosperity Advisers will offer Clients ongoing asset management services through determining individual investment goals, time horizons, objectives, and risk tolerance. Investment strategies, investment selection, asset allocation, portfolio monitoring and the overall investment program will be based on the above factors. The Client will authorize Prosperity Advisers discretionary authority to execute selected investment program transactions as stated within the Investment Advisory Agreement.

ALTERNATIVE INVESTMENT ASSET MANAGEMENT

After a thorough discovery and needs analysis of a client's financial situation, Prosperity Advisers may advise qualified clients on investing in a range of alternative investments.

ANNUITY MANAGEMENT

Prosperity Advisers offers discretionary direct asset management services to advisory Clients on their fee-only annuities. Prosperity Advisers will work with individuals to assemble an appropriate portfolio of investment options as provided through the insurance company that services annuity investments.

ERISA PLAN SERVICES

Prosperity Advisers provides service to qualified and non-qualified retirement plans including 401(k) plans, 403(b) plans, pension and profit sharing plans, cash balance plans, and deferred compensation plans. Prosperity Advisers may act as a 3(21).

Limited Scope ERISA 3(21) Fiduciary. Prosperity Advisers typically acts as a limited scope ERISA 3(21) fiduciary that can advise, help and assist plan sponsors with their investment decisions on a non-discretionary basis. As an investment advisor Prosperity Advisers has a fiduciary duty to act in the best interest of the client. The plan sponsor is still ultimately responsible for the decisions made in their plan, though using Prosperity Advisers can help the plan sponsor delegate liability by following a diligent process.

1. Fiduciary Services include:
   - Provide non-discretionary investment advice to the Client about asset classes and investment alternatives available for the Plan in accordance with the Plan's investment policies and objectives. Client will make the final decision regarding the initial selection, retention, removal and addition of investment options.
   - Assist the Client in the development of an investment policy statement ("IPS"). The IPS establishes the investment policies and objectives for the Plan. Client shall have the ultimate responsibility and authority to establish such policies and objectives and to adopt and amend the IPS.
   - Provide non-discretionary investment advice to the Plan Sponsor with respect to the selection of a qualified default investment alternative for participants who are automatically enrolled in the Plan or who have otherwise failed to make investment elections. The Client retains the sole responsibility to provide all notices to the Plan participants required under ERISA Section 404(c) (5) and 404(a)-5.

2. Non-fiduciary Services are:
   - Assist in the education of Plan participants about general investment information and the investment alternatives available to them under the Plan. Client understands Prosperity Advisers' assistance in education of the Plan participants shall be consistent with and within the scope of the Department of Labor's definition of investment education (Department of Labor Interpretive Bulletin 96-1). As such, Prosperity Advisers is not providing fiduciary advice as defined by ERISA 3(21)(A)(ii) to the Plan participants. Prosperity Advisers will not provide investment advice concerning the prudence of any investment option or combination of investment options for a particular participant or beneficiary under the Plan.
   - Assist in monitoring investment options by preparing periodic investment reports that document investment performance, consistency of fund management and conformance to the guidelines set forth in the IPS and make recommendations to maintain, remove or replace investment options.
   - Assist in the group enrollment meetings designed to increase retirement plan participation among the employees and investment and financial understanding by the employees.

- Meet with Client on a periodic basis to discuss the reports and the investment recommendations.
  Prosperity Advisers may provide these services or, alternatively, may arrange for the Plan's other providers to offer these services, as agreed upon between Prosperity Advisers and Client.

Prosperity Advisers has no responsibility to provide services related to the following types of assets ("Excluded Assets"):

- Employer securities;
- Real estate (except for real estate funds or publicly traded REITs);
- Stock brokerage accounts or mutual fund windows;
- Participant loans;
- Non-publicly traded partnership interests;
- Other non-publicly traded securities or property (other than collective trusts and similar vehicles); or
- Other hard-to-value or illiquid securities or property.

Excluded Assets will not be included in the calculation of Fees paid to Prosperity Advisers under this Agreement. Specific services will be outlined in detail to each plan in the 408(b)2 disclosure.

FINANCIAL PLANNING AND CONSULTING

If financial planning services are applicable, a thorough review of all applicable topics including but not limited to, Wills, Estate Plans and Trusts, Investments, Taxes, Qualified Plans, Insurance, Retirement Income, Social Security, and College Planning will be reviewed. If a conflict of interest exists between the interests of Prosperity Advisers and the interests of the Client, the Client is under no obligation to act upon Prosperity Advisers' recommendation. If the Client elects to act on any of the recommendations, the Client is under no obligation to affect the transaction through Prosperity Advisers. Financial plans will be completed and delivered inside of thirty (30) days contingent upon timely delivery of all required documentation.

SEMINARS AND WORKSHOPS

Prosperity Advisers 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. Prosperity Advisers offers these seminars at no cost.

SELECTION OF OTHER ADVISERS

Prosperity Advisers has a small group of legacy clients who utilize the services of the following Third Party Money Managers ("TPM") for asset management: Gradient Investments LLC ("Gradient"), Fairfax Global Markets ("Fairfax"), and FormulaFolio Investments, LLC ("FFI"). Prosperity Advisers receives a portion of the ongoing advisory fee charged by the TPM. This service is not offered to new clients.

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
Prosperity Advisers does not sponsor any wrap fee programs.

Client Assets under Management
As of December 31, 2020, Prosperity Advisers has reported $132,488,000 in discretionary client assets under management and $1,867,000 in non-discretionary assets under management.

Item 5: Fees and Compensation

Method of Compensation and Fee Schedule
Prosperity Advisers bases its fees on assets under management, negotiable fixed fees and solicitor fees from TPMs for legacy clients only.

ASSET MANAGEMENT
Prosperity Advisers charges an annual investment advisory fee based on the total assets under management. The same fee schedule applies to all investments offered inclusive of Stocks, Bonds, Mutual Funds, ETFs, Alternative Investments, Annuities, etc.:

Asset Valuation	Annual Advisory Fee	Quarterly Advisory Fee
Up to $1,000,000	1.50%	0.3750%
$1,000,001 - $2,000,000	1.250%	0.3250%
2,000,001 - $3,000,000	1.10%	0.2750%
$3,000,001 - $5,000,000	1.00%	0.2500%
Over $5,000,000	To Be Discussed	

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 $11,250 on an annual basis. $750,000 x 1.50% = $11,250.

The annual fee is negotiable 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, etc.). Fees are billed in arrears, most often quarterly, though for some investments the fees are billed monthly and some annually, based on the amount of assets managed as of the close of business on the last business day of the previous period. Lower fees for comparable services may be available from other sources.
For billing purposes, fee structures will be assessed on an annual basis to determine if the account qualifies for a new fee tier discount. The annual assessment will be evaluated on

values available on December 31st of each calendar year per household. The correlated fee will be adjusted where applicable and remain the same throughout the new year.

The valuations of marketable securities are made by the qualified custodian holding the assets and the qualified custodian follows their standard valuation procedures. Valuations on private equities or private funds are based upon the valuations made by the manager or general partners of the private equities or funds. For billing purposes and in the event, valuation is not promptly available at the end of each quarter, fees will be based on the most recent reported net asset value ("NAV") or asset value at that time.

Clients may terminate their account within five (5) business days of signing the Investment Advisory Agreement with no obligation and without penalty. Clients may terminate advisory services with thirty (30) days written notice. For accounts opened or closed mid-billing period, any unpaid earned fees will be due to Prosperity Advisers. 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. If this Agreement is terminated prior to the end of the billing cycle, Prosperity Advisers shall be entitled to a prorated fee based on the number of days during the fee period services were provided.

ERISA PLAN SERVICES

The annual fees are based on the market value of the Included Assets and will not exceed 1.5%. The annual fee is negotiable and may be charged as a percentage of the Included Assets or as a flat fee. Fees may be charged monthly or quarterly in arrears or in advance based on the assets as calculated by the custodian or record keeper of the Included Assets (without adjustments for anticipated withdrawals by Plan participants or other anticipated or scheduled transfers or distribution of assets). If the services to be provided start any time other than the first day of a quarter or month, the fee will be prorated based on the number of days remaining in the quarter or month. If this Agreement is terminated prior to the end of the billing cycle, Prosperity Advisers shall be entitled to a prorated fee based on the number of days during the fee period services were provided or Client will be due a prorated refund of fees for days services were not provided in the billing cycle.

The fee schedule, which includes compensation of Prosperity Advisers for the services is described in detail in Schedule A of the ERISA Plan Agreement. The Plan is obligated to pay the fees; however the Plan Sponsor may elect to pay the fees. Client may elect to be billed directly or have fees deducted from Plan Assets. Prosperity Advisers does not reasonably expect to receive any additional compensation, directly or indirectly, for its services under this Agreement. If additional compensation is received, Prosperity Advisers will disclose this compensation, the services rendered, and the payer of compensation. Prosperity Advisers will offset the compensation against the fees agreed upon under the Agreement.

FINANCIAL PLANNING AND CONSULTING

Prosperity Advisers charges an hourly fee for financial planning. Financial planning services may include, but are not limited to, the following services:

. Social Security Analysis
. Pension Review

. Income Planning
. Insurance Policy Review and Recommendations
. Fee Analysis
. Asset Allocation Review
. Tax Planning
. Legacy Planning
. Roth Conversion Analysis
. Annual Review of Portfolio Recommendations

Prior to the planning process the Client will be provided an estimated plan fee and an outline of services to be provided. Services are completed and delivered inside of thirty (30) days contingent upon timely delivery of all required documentation. Client may cancel within five (5) business days of signing Agreement with no obligation and without penalty. If the Client cancels after five (5) business days, any unearned fees will be refunded to the Client, or any unpaid earned fees will be due to Prosperity Advisers. Prosperity Advisers reserves the right to waive the fee should the Client implement the plan through Prosperity Advisers.

HOURLY FEES

Financial Planning Services are offered based on an hourly fee of $400 per hour. Fees for financial plans are: billed 50% in advance with the balance due upon plan delivery, however, we will never require prepayment of any fees of $1,200 or more, six months in advance or more.

SELECTION OF OTHER ADVISER FEES

Fees for the selection of other advisers are detailed in the agreements between Prosperity Advisers, the specific TPM, and the client. The total fee will not exceed 2.20% and Prosperity Advisers' share of the fee will not exceed 1.35%. **This service is NOT offered to new clients.**

Client Payment of Fees

Fees for asset management are usually deducted from each individual account being managed. However, for various reasons such as limited liquidity or client preference, fees from one account being managed might be deducted from another account, for example:

- A non-qualified account may be designated as the account to take some or all investment management fees from;
- An IRA account may be designated as the account to take all or some of the IRA account fees from;
- A Roth account may be designated as the account to take all or some of the Roth IRA account fees from.

The Client must consent in advance to direct debiting of their investment account.

Fees for financial plans are due 50% in advance with the remaining portion upon the completion of the services rendered, however, we will never require prepayment of any fees of $1,200 or more, six months in advance or more.

Clients will be billed in accordance with the TPM's fee schedule which will be disclosed to the client's prior to signing an agreement.

Additional Client Fees Charged
Custodians may charge transaction fees on purchases or sales of certain mutual funds, 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).
For more details on the brokerage practices, see Item 12 of this brochure.

Prepayment of Client Fees
Fees for financial planning and consulting services are due 50% in advance with the remaining portion upon the completion of the services rendered, however, we will never require prepayment of any fees of $1,200 or more, six months in advance or more.

Some third-party money managers bill fees in advance. This will be disclosed to clients in their investment advisory agreement.

Fees for ERISA 3(21) services may be billed in advance.

External Compensation for the Sale of Securities to Clients
Prosperity Advisers does not receive any external compensation for the sale of securities to clients, nor do any of the investment advisor representatives of Prosperity Advisers.

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. Prosperity Advisers does not use a performance-based fee structure or participate in side-by-side management. 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

Prosperity Advisers provides investment advice to individuals, high net worth individuals, pension and profit-sharing plans, trusts, estates, charitable organizations, corporations, and other business entities. Client relationships vary in scope and length of service. There is no minimum to open an account.

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

Methods of Analysis

Security analysis methods may include fundamental analysis, technical analysis, and cyclical analysis. Investing in securities involves risk of loss that clients should be prepared to bear. Past performance is not a guarantee of future returns. Fundamental analysis involves evaluating a stock using real data such as company revenues, earnings, return on equity, and 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. When creating a financial plan, Prosperity Advisers utilizes fundamental analysis to provide review of insurance policies for economic value and income replacement. Technical analysis is used to review mutual funds and individual stocks. The main sources of information include Morningstar, client documents such as tax returns and insurance policies.

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

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

Investment Strategy

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time.

Security Specific Material Risks

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 and should discuss these risks with Prosperity Advisers:

- *Market Risk*: The prices of securities held by mutual funds in which Clients invest may decline in response to certain events taking place around the world, including those directly involving the companies whose securities are owned by a fund; conditions affecting the general economy; overall market changes; local, regional or global political, social or economic instability; and currency, interest rate and commodity price fluctuations. Investors should have a long-term perspective and be able to tolerate potentially sharp declines in market value.

- *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.

- *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.

- *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.

- *Management Risk:* The advisor's investment approach may fail to produce the intended results. If the advisor's assumptions regarding the performance of a specific asset class or fund are not realized in the expected time frame, the overall performance of the Client's portfolio may suffer.

- *Equity Risk:* Equity securities tend to be more volatile than other investment choices. The value of an individual mutual fund or ETF can be more volatile than the market as a whole. This volatility affects the value of the Client's overall portfolio. Small and mid-cap companies are subject to additional risks. Smaller companies may experience greater volatility, higher failure rates, more limited markets, product lines, financial resources, and less management experience than larger companies. Smaller companies may also have a lower trading volume, which may disproportionately affect their market price, tending to make them fall more in response to selling pressure than is the case with larger companies.

- *Fixed Income Risk:* The issuer of a fixed income security may not be able to make interest and principal payments when due. Generally, the lower the credit rating of a security, the greater the risk that the issuer will default on its obligation. If a rating agency gives a debt security a lower rating, the value of the debt security will decline because investors will demand a higher rate of return. As nominal interest rates rise, the value of fixed income securities held by a fund is likely to decrease. A nominal interest rate is the sum of a real interest rate and an expected inflation rate.

- *Investment Companies Risk:* When a Client invests in open end mutual funds or ETFs, the Client indirectly bears their proportionate share of any fees and expenses payable directly by those funds. Therefore, the Client will incur higher expenses, which may be duplicative. In addition, the Client's overall portfolio may be affected by losses of an underlying fund and the level of risk arising from the investment practices of an underlying fund (such as the use of derivatives). ETFs are also subject to the following risks: (i) an ETF's shares may trade at a market price that is above or below their net asset value or (ii) trading of an ETF's shares may be halted if the listing exchange's officials deem such action appropriate, the shares are de-listed from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally. Adviser has no control over the risks taken by the underlying funds in which Client invests.

- *Foreign Securities Risk:* Funds in which Clients invest may invest in foreign securities. Foreign securities are subject to additional risks not typically associated with investments in domestic securities. These risks may include, among others, currency risk, country risks (political, diplomatic, regional conflicts, terrorism, war, social and economic instability, currency devaluations and policies that have the effect of limiting or restricting foreign investment or the movement of assets), different trading practices, less government supervision, less publicly available information, limited trading markets and greater volatility. To the extent that underlying funds invest in issuers located in emerging markets, the risk may be heightened by political changes, changes in taxation, or currency controls that could adversely affect the values of these investments. Emerging markets have been more volatile than the markets of developed countries with more mature economies.

- *Long-term purchases*: Long-term investments are those vehicles purchased with the intension of being held for more than one year. Typically, the expectation of the investment is to increase in value so that it can eventually be sold for a profit. In addition, there may be an expectation for the investment to provide income. One of the biggest risks associated with long-term investments is volatility, the fluctuations in the financial markets that can cause investments to lose 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.

- *First Trust Deed Risk*: The investments are not liquid, meaning investors cannot retrieve their money on demand. Also, investors can expect only the interest the loan generates, with any additional capital appreciation unlikely. Invested parties may exploit any legal discrepancies in the trust deed, causing costly legal entanglements that may endanger the investment. The typical investor with little experience may have difficulty investing in the sector as a certain set of expertise is required to find credible and trustworthy developers, lenders and brokers.

- *Annuities* are retirement products for those who may have the ability to pay a premium now and want to guarantee they receive certain payments or a return on investment in the future. Annuities are contracts issued by a life insurance company designed to meet requirement or other long-term goals. An annuity is not a life insurance policy. Annuities are designed to be long term investments, to meet retirement and other long-range goals. Annuities are not suitable for meeting short-term goals because substantial taxes and insurance company charges may apply if you withdraw your money early. Variable annuities also involve investment risks, just as mutual funds do.

All investment programs have certain risks that are borne by the investor. The risks associated with utilizing TPMs ("TPM") include:

- Manager Risk
- TPM fails to execute the stated investment strategy
- Business Risk
- TPM has financial or regulatory problems

- The specific risks associated with the portfolios of the TPM's which is disclosed in the TPM's Form ADV Part 2.

Item 9: Disciplinary Information

Criminal or Civil Actions

Prosperity Advisers was sanctioned by the Kansas Securities Commission in August 2020, for transacting business in the state of Kansas as an investment adviser during which time prosperity advisers was not registered with the state, although an application for registration was pending. Prosperity Advisers paid the Kansas State Securities Commission a $500 fine for this civil action.

Administrative Enforcement Proceedings

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

Self-Regulatory Organization Enforcement Proceedings

Prosperity Advisers 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

Prosperity Advisers is not a broker-dealer nor does it have any representatives or employees who are registered representatives of a broker dealer.

Futures or Commodity Registration

Neither Prosperity Advisers 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

Daniel Barram and Edward Rivas are also licensed insurance agents with Retirement Prosperity Group. Approximately 10%-15% of their time is spent in this practice. From time to time, they will offer clients products and/or services from this activity. Mr. Barram and Mr. Rivas will only offer insurance products to clients residing in the states in which they are appropriately licensed.

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

Recommendations or Selections of Other Investment Advisors and Conflicts of Interest

Prosperity Advisers has in the past utilized the services of a Sub-Advisor to manage Clients' investment portfolios. Sub-Advisors will maintain the models or investment strategies agreed upon between Sub-Advisor and Prosperity Advisers. Sub-Advisors execute all trades on behalf of Prosperity Advisers in the client accounts. Prosperity Advisers will be responsible for the overall direct relationship with the Client. Prosperity Advisers retains the authority to terminate the Sub-Advisor relationship at Prosperity Advisers' discretion.

In addition to the authority granted to Prosperity Advisers under the Agreement, Client will grant Prosperity Advisers full discretionary authority and authorizes Prosperity Advisers to select and appoint one or more independent investment advisors ("Advisors") to provide investment advisory services to Client without prior consultation with or the prior consent of Client. Such Advisors shall have all of the same authority relating to the management of Client's investment accounts as is granted to Prosperity Advisers in the Agreement. In addition, at Prosperity Advisers' discretion, Prosperity Advisers may grant such Advisors full authority to further delegate such discretionary investment authority to additional Advisors.

Clients placed with TPMs will be billed in accordance with the TPM's Fee Schedule which will be disclosed to the client prior to signing an agreement. Third Party Money Managers ("TPMs") are only used for legacy clients.

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

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

Our 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 Prosperity Advisers 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.

Our Code is based on the guiding principle that the interests of the client are our top priority. Our 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 nonpublic 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.

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

Investment Recommendations Involving a Material Financial Interest and Conflict of Interest

Prosperity Advisers and its employees do not recommend securities to clients in which Prosperity Advisers has a material financial interest.

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

Prosperity Advisers 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 us with copies of their brokerage statements.

The Chief Compliance Officer of Prosperity Advisers is Daniel Barram. He reviews all employee trades each quarter. The personal trading reviews helps mitigate that the personal trading of employees does not affect the markets and that clients of Prosperity Advisers have received preferential treatment over employee trades.

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

Prosperity Advisers does not maintain a firm proprietary trading account and do 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 us with copies of their brokerage statements.

The Chief Compliance Officer of Prosperity Advisers is Daniel Barram. 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 Prosperity Advisers receive preferential treatment over employee transactions.

Item 12: Brokerage Practices Factors Used to Select Broker-Dealers for Client Transactions

Prosperity Advisers will utilize the broker-dealer TD Ameritrade. Prosperity Advisers will select appropriate brokers based on a number of factors including but not limited to their relatively low transaction fees and reporting ability. Prosperity Advisers 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 Prosperity Advisers.

- *Directed Brokerage*

Prosperity Advisers does not allow clients to direct brokerage. Not all advisers require their clients to direct brokerage. Further, by directing brokerage you may be unable to achieve the most favorable execution of client transactions, and that this practice may cost clients more money.

- *Best Execution*

Investment advisors who manage or supervise client portfolios 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.

- *Soft Dollar Arrangements*

Prosperity Advisers does not have any soft dollar arrangements.

Aggregating Securities Transactions for Client Accounts

Prosperity Advisers is authorized in its discretion to aggregate purchases and sales and other transactions made for the account with purchases and sales and transactions in the same securities for other Clients of Prosperity Advisers. All clients participating in the aggregated order shall receive an average share price with all other transaction costs shared on a pro-rated basis.

Item 13: Review of Accounts Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved

Reviews of the client accounts managed by TPMs are reviewed quarterly by Daniel Barram, Chief Compliance Officer. Account reviews are performed more frequently when market conditions dictate. Financial Plans are considered complete when recommendations are delivered to the client and a review is done only upon request of client.

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
Legacy clients receive written account statements no less than quarterly for accounts managed by TPMs and are issued by the TPM's custodian. Client may receive additional reports from the TPM as disclosed in the Form ADV Part 2 of the TPM. Client receives confirmations of each transaction in the account from the Custodian and an additional statement during any month in which a transaction occurs. Under financial planning services, the client will receive a one-time written financial plan.

Item 14: Client Referrals and Other Compensation

Prosperity Advisers receives a portion of the annual management fee compensation collected from the TPMs to whom Prosperity Advisers has referred certain legacy clients. Third Party Money Managers ("TPMs") are only used for legacy clients.

Advisory Firm Payments for Client Referrals
Prosperity Advisers does not compensate for client referrals.

Item 15: Custody

Pursuant to Rule 206(4)-2 of the Advisers Act, the firm is deemed to have "constructive custody" of accounts in which advisory fees are deducted directly from clients' accounts. All assets are held at qualified custodians. As part of this billing process, we advise the custodian of the amount of the fee to be deducted from that client's account. On a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period. In some cases, we have "standing letters of authorization" (SLOA) to direct funds to a third party on client accounts, which is also deemed to be "constructive custody".

Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Furthermore, clients are urged to compare the account statements received directly from their custodians to the performance reports prepared by the TPMs. Clients should contact us directly if they believe that there may be an error in their statement. Our policy is to not have custody of client assets beyond "constructive custody" arising from debiting fees or accepting a third-party SLOA that meets all the conditions in SEC No-Action Letter dated 2/21/2017.

Item 16: Investment Discretion

Discretionary Authority for Trading
Prosperity Advisers requires discretionary authority to manage securities accounts on behalf of clients. Prosperity Advisers 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. The client will authorize Prosperity Advisers discretionary authority to

execute selected investment program transactions as stated within the Investment Advisory Agreement.

Prosperity Advisers 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 Prosperity Advisers in writing.

Item 17: Voting Client Securities Proxy Votes

Prosperity Advisers 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, Prosperity Advisers will provide recommendations to the client. If a conflict of interest exists, it will be disclosed to the client. Clients can contact the firm if they have questions about proxies by calling 267405-6166.

Item 18: Financial Information

Balance Sheet
A balance sheet is not required to be provided because Prosperity Advisers does not serve as a custodian for client funds or securities and Prosperity Advisers does not require prepayment of fees of more than $1,200 per client and six months or more in advance.

Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients
Prosperity Advisers 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
There are no bankruptcy petitions to report.