

Part 2A Appendix 1 of Form ADV: Wrap Fee Program Brochure

Form ADV, Part 2A, Item 1

Cover Page

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**FORM ADV PART 2A APPENDIX 1
WRAP FEE PROGRAM BROCHURE**

This brochure provides information about the qualifications and business practices of The Wealth Group – Austin B. Colby & Associates. If you have any questions about the contents of this brochure, please contact us at (952) 937-9423. 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 The Wealth Group – Austin B. Colby & Associates is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for The Wealth Group – Austin B. Colby & Associates is 311385.

The Wealth Group – Austin B. Colby & Associates is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

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. Each year, we will ensure that you receive a summary of any material changes to this and subsequent brochures by April 30th. We will further provide you with our most recent brochure at any time at your request, without charge. You may request a brochure by contacting us at (952) 937-9423.

Material Changes since the Last Update

This is the firm's first Brochure filing. The Wealth Group – Austin B. Colby & Associates was established as a new Registered Investment Advisor in January 2021 with the Securities and Exchange Commission ("SEC"), under the rules and regulations of the US Investment Advisers Act of 1940, as amended (the "Advisers Act").

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Services, Fees and Compensation

The Wealth Group – Austin B. Colby & Associates (hereinafter referred to as "TWG") is a Registered Investment Adviser based in Eden Prairie, Minnesota, and incorporated under the laws of the State of Minnesota. TWG is primarily owned by Austin B. Colby. TWG is registered with the SEC and subject to the rules and regulations of the US Advisers Act. In January 2021, The Wealth Group – Austin B. Colby & Associates became an independently registered investment advisor, and provides investment advisory services, which may include, but are not limited to, the review of client investment objectives and goals, recommending asset allocation strategies of managed assets among investment products such as cash, stocks, mutual funds and bonds, annuities, and/or preparing written investment strategies. Our investment advice is tailored to meet our clients' needs and investment objectives. Clients may impose restrictions on investing in certain securities or types of securities (such as a product type, specific companies, specific sectors, etc.) by providing a signed and dated written notification, of which an e-mail is also an acceptable form of notification. TWG also provides financial planning consulting services including, but not limited to, risk assessment/management, investment planning, estate planning, financial organization, or financial decision making/negotiation and retirement planning.

A "wrap fee program" for purposes of the SEC is a program under which investment advisory and brokerage execution services are provided for a single "wrapped" fee that is not based on the transactions in a client account. TWG provides discretionary investment advisory services to its clients through a managed account program ("the Wrap Fee Program"). Meaning, you pay us and we pay every other associated custodial and trading cost.

In order for TWG to provide asset management services, we utilize the brokerage and custodial services of Raymond James Financial, Inc. ("Raymond James"), for which we have an existing relationship. Raymond James and The Wealth Group – Austin B. Colby & Associates are separate and unaffiliated.

WRAP FEE PROGRAM

TWG's Wrap Fee Program is offered as a part of the Asset Management Services described above. TWG provides portfolio management services for this program based on the Client's investment goals and objectives. Managed Accounts are available to primarily individuals and high net worth individuals.

Fees and Compensation

The following types of fees will be assessed:

Asset Management – Fees are charged quarterly in advance and are based primarily on asset size and the level of complexity of the services provided. In individual cases, TWG has the sole discretion to negotiate fees that are lower than the standard fee shown or to waive fees. Fees are

not based on the share of capital gains or capital appreciation of the funds or any portion of the funds. Comparable services for lower fees may be available from other sources. Fees for the initial quarter will be prorated based upon the number of calendar days in the calendar quarter that the advisory agreement is in effect. Fees are based on the market value of the assets on the last business day of the previous quarter. Annual fees range from .25% - 1.20% depending on the amount of assets under management (“AUM”) – See chart below. Consulting services are included in these fees for asset management services with the exception of unique circumstances that may require a separate agreement for financial planning services (description and fees are discussed below). If the situation warrants separate financial planning fees, it will be discussed upfront.

Fee Schedule for Asset Management:

Total Account Value	Annual Advisory Fee
First \$1,000,000	1.20%
Next \$1,000,000	0.85%
Next \$3,000,000	0.65%
Next \$5,000,000	0.50%
Over \$10,000,000	0.25%

**Any household total portfolio that is <\$1,000,000 can be charged up to 1.95%*

As authorized in the client agreement, the account custodian withdraws TWG’s advisory fees directly from the clients’ accounts according to the custodian’s policies, practices, and procedures. The custodian in turn remits these fees to TWG. The custodial statement includes the amount of any fees paid directly to TWG to manage the account. You should compare the statement we send to your custodian/broker-dealer’s statement and verify the calculation of fees. Your custodian/broker-dealer does not verify the accuracy of fees calculations. If the account does not contain sufficient funds to pay advisory fees, TWG has limited authority to sell or redeem securities in sufficient amounts to pay advisory fees. With the exception of IRA accounts, clients may reimburse the account for advisory fees paid to TWG.

Fees are charged in advance on a quarterly basis, meaning that advisory fees for a quarter are charged on the first day of the quarter. Clients may terminate investment advisory services obtained from TWG, without penalty, upon written notice within five (5) business days after entering into the advisory agreement with TWG. The client is responsible for any fees and charges incurred by the client from third parties as a result of maintaining the account such as transaction fees for any securities transactions executed and account maintenance or custodial fees. Thereafter, the client may terminate advisory services upon written notice delivered to and received by TWG. Clients who terminate investment advisory services during a quarter are charged a prorated advisory fee based on the date of TWG’s receipt of client’s written notice to terminate. Any earned but unpaid fees are immediately due and payable, and any prepaid and unearned fees will be immediately refunded.

Financial Planning – Financial planning services are charged in advance through a fixed fee arrangement as agreed upon between the client and TWG. There will never be an instance where \$1,200 or more in fees is charged six or more months in advance. Fixed fees are generally quoted to the client for longer term consulting projects. Fees are negotiable and vary depending

upon the complexity of the client situation and services to be provided. Fixed fees are \$250 - \$2,500 per plan. Similar financial planning services may be available elsewhere for a lower cost to the client.

Clients may be invoiced quarterly for all time spent by TWG as agreed upon by client or upon completion of the services if less than a month. Clients who wish to terminate the planning process prior to completion may do so with written notice. Upon receipt of written notification, any earned fee will immediately become due and payable, and any prepaid and unearned fees will be immediately refunded. A client may terminate an advisory agreement without being assessed any fees or expenses within five (5) days of its signing.

Additional Fees and Expenses

In addition to advisory fees paid to TWG as explained above, clients may be charged custodial service, account maintenance, transaction, and other fees associated with maintaining the account, however TWG pays some or all of these fees for designated Wrap Accounts. Therefore, these fees are included in the fee stated above. These fees vary by broker dealer and/or custodian.

Some investments (i.e. mutual funds and ETF's) impose internal fees and expenses on clients. These fees are in addition to the costs associated with the investment advisory services as described above. Complete details of such internal expenses are specified and disclosed in each investment company's prospectus. Clients are strongly advised to review the prospectus(es) prior to investing in such securities.

Mutual funds purchased or sold in broker-dealer accounts may generate transaction fees that would not exist if the purchase or sale were made directly with the mutual fund company, however TWG pays any of those potential costs.

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Account Requirements and Types of Clients

TWG offers investment advisory services primarily to individuals and high net worth individuals. There is no minimum account size to open and maintain an advisory account.

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Portfolio Manager Selection and Evaluation

TWG may act as the portfolio manager for its Wrap Fee Program accounts. There is no conflict of interest with the arrangement.

Advisory Business

The Wealth Group – Austin B. Colby & Associates is a Registered Investment Adviser based in Eden Prairie, Minnesota, and incorporated under the laws of the State of Minnesota. TWG is primarily owned by Austin B. Colby. TWG is registered with the SEC and subject to the rules and regulations of the US Advisers Act. In January 2021, The Wealth Group – Austin B. Colby & Associates became an independently registered investment advisor, and provides investment advisory services, which may include, but are not limited to, the review of client investment objectives and goals, recommending asset allocation strategies of managed assets among investment products such as cash, stocks, mutual funds and bonds, annuities, and/or preparing written investment strategies. Our investment advice is tailored to meet our clients' needs and investment objectives. Clients may impose restrictions on investing in certain securities or types of securities (such as a product type, specific companies, specific sectors, etc.) by providing a signed and dated written notification, of which an e-mail is also an acceptable form of notification. TWG also provides financial planning consulting services including, but not limited to, risk assessment/management, investment planning, estate planning, financial organization, or financial decision making/negotiation and retirement planning.

The Wealth Group – Austin B. Colby & Associates provides investment advisory and other financial services through its Investment Advisory Representatives ("IAR") to accounts opened with The Wealth Group – Austin B. Colby & Associates. Managed Accounts are available to individuals and high net worth individuals.

Asset Management

The Wealth Group – Austin B. Colby & Associates provides discretionary investment advisory services to its clients through various managed account programs. The Wealth Group – Austin B. Colby & Associates will assist clients in determining the suitability of the Managed Account Programs for the client. The IAR is compensated through a comprehensive single fee and the account may be assessed other charges associated with conducting a brokerage business. The firm and its IAR, as appropriate, will be responsible for the following:

- Performing due diligence
- Recommending strategic asset and style allocations
- Providing research on investment product options, as needed
- Providing client risk profile questionnaire
- Obtaining investment advisory contract from client with required financial, risk tolerance, suitability and investment vehicle selection information for each new account
- Performing client suitability check on account documentation, reviewing the investment objectives and evaluating the investment vehicle selections

- Providing Firm Brochure (this document)

TWG may recommend a Wrap Fee Program for the client's account(s). A "Wrap Fee Program" for purposes of the SEC is a program under which investment advisory and brokerage execution services are provided for a single "wrapped" fee that is not based on the transactions in a client account. TWG provides discretionary investment advisory services to its clients through a Wrap Fee Program. Currently, 100% of TWG's accounts are Wrap Fee Program accounts. TWG's fee schedule for Wrap Fee Program accounts is the same as for non-Wrap accounts, however TWG pays for all of the custodian costs for all of its clients, therefore non-Wrap accounts are not applicable to our firm. TWG's Wrap Fee Program accounts are not managed differently than if the firm also serviced non-Wrap Fee Program accounts. Because brokerage execution costs are included in the client's overall advisory fee, the client's fee may be greater than in non-Wrap Fee Program accounts serviced elsewhere. TWG's fees will not exceed the fee schedule stated in this Wrap Fee Brochure. All clients with Wrap Fee Program accounts will be provided with this Wrap Fee Brochure, as this Brochure is focused on Wrap Fee Program accounts.

The firm currently does not have any assets under management.

Performance-Based Fees and Side By Side Management

TWG does not charge performance-based fees or participate in side-by-side management. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Performance-based fees are fees that are based on a share of capital gains or appreciation of the assets of a client. Our fees are calculated as described in Fees and Compensation section above and are not charged on the basis of performance of your advisory account.

Methods of Analysis, Investment Strategies, and Risk of Loss

TWG's methods of analysis and investment strategies incorporate the client's needs and investment objectives, time horizon, and risk tolerance. TWG is not bound to a specific investment strategy for the management of investment portfolios, but rather consider the risk tolerance range of each portfolio and the risk level of each level when the account is opened. Examples of methodologies that our investment strategies may incorporate include:

Asset Allocation – Asset Allocation is a broad term used to define the process of selecting a mix of asset classes and the efficient allocation of capital to those assets by matching rates of return to a specified and quantifiable tolerance for risk. Asset Allocation has the potential of all the risks listed below.

Dollar-Cost Averaging – Dollar-cost averaging is the technique of buying a fixed dollar amount of securities at regularly scheduled intervals, regardless of the price per share. This will gradually, over time, decrease the average share price of the security. Dollar-cost averaging lessens the risk of investing a large amount in a single investment at the wrong time. Dollar-Cost Averaging has the potential of all the risks listed below.

Technical Analysis – involves studying past price charts, patterns and trends in the financial markets to predict the direction of both the overall market and specific stocks. Technical Analysis has the potential of all the risks listed below.

Long-Term Purchases – securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year. Long-Term Purchases have the potential of all the risks listed below.

Short-Term Purchases – securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short term price fluctuations. Short-term Purchases primarily have the potential of Market Risk, Business Risk, and Liquidity Risk as listed below.

Our strategies and investments may have unique and significant tax implications. Regardless of your account size or other factors, we strongly recommend that you continuously consult with a tax professional prior to and throughout the investing of your assets.

Investing in securities involves risk of loss that clients should be prepared to bear. Although we manage your portfolio with strategies and in a manner consistent with your risk tolerances, there can be no guarantee that our efforts will be successful. You should be prepared to bear the risk of loss.

All investments involve the risk of loss, including (among other things) loss of principal, a reduction in earnings (including interest, dividends, and other distributions), and the loss of future earnings. Regardless of the methods of analysis or strategies suggested for your particular investment goals, you should carefully consider these risks, as they all bear risks.

TWG's primary goal for investing is to help the client maintain purchasing power over the long term. This may result in short term variability and loss of principal. Time horizon and risk tolerance are key determinates of the proper asset allocation. TWG's approach focuses on taking appropriate risks for which clients are compensated (i.e. market risk) and seeking to limit or eliminate risks that do not provide compensation over the long term (i.e. individual stock risk or lack of portfolio risk).

Below are some more specific risks of investing:

Market Risk. The prices of securities 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 the client or an underlying 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.

Management Risk. TWG's investment approach may fail to produce the intended results. If our perception of the performance of a specific asset class or underlying fund is not realized in the expected time frame, the overall performance of 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 is likely to decrease. A nominal interest rate is the sum of a real interest rate and an expected inflation rate.

Municipal Securities Risk. The value of municipal obligations can fluctuate over time, and may be affected by adverse political, legislative and tax changes, as well as by financial developments that affect the municipal issuers. Because many municipal obligations are issued to finance similar projects by municipalities (e.g., housing, healthcare, water and sewer projects, etc.), conditions in the sector related to the project can affect the overall municipal market. Payment of municipal obligations may depend on an issuer's general unrestricted revenues, revenue generated by a specific project, the operator of the project, or government appropriation or aid. There is a greater risk if investors can look only to the revenue generated by the project. In addition, municipal bonds generally are traded in the "over-the-counter" market among dealers and other large institutional investors. From time to time, liquidity in the municipal bond market (the ability to buy and sell bonds readily) may be reduced in response to overall economic conditions and credit tightening.

Investment Companies Risk. When a client invests in open end mutual funds or ETFs, the client indirectly bears its proportionate share of any fees and expenses payable directly by those funds. Therefore, the client will incur higher expenses, many of 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; (ii) the ETF may employ an investment strategy that utilizes high leverage ratios; or (iii) 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. TWG has no control over the risks taken by the underlying funds.

Voting Client Securities

TWG does not vote proxies on behalf of Client advisory accounts. At the Client's request, TWG may offer the Client advice regarding corporate actions and the exercise of proxy voting rights. If

the Client owns shares of common stock or mutual funds, the Client is responsible for exercising the right to vote as a shareholder.

In most cases, the Client will receive proxy materials directly from the account custodian. However, in the event TWG receives any written or electronic proxy materials, we would forward them directly to the Client by mail, unless the Client has authorized our firm to contact you by electronic mail, in which case, TWG would forward any electronic solicitation to vote proxies.

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Client Information Provided to Portfolio Managers

TWG may directly provide the portfolio management services for the Wrap Fee Program accounts. As such, TWG receives all information provided by the Client through a formal Needs Analysis and consultation with the Client. Advice is provided through consultation with the client and may include: determination of financial objectives, identification of financial problems, cash flow management, tax planning, insurance review, investment management, education funding, retirement planning, and estate planning.

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Client Contact With Portfolio Managers

There are no restrictions placed on TWG's clients' ability to contact and consult with their portfolio manager(s).

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Additional Information

Disciplinary Information

TWG or its Principal Executive Officers have not had any reportable disclosable events in the past ten years.

Other Financial Industry Activities and Affiliations

Austin B. Colby and other representatives of the firm are also licensed insurance agents. From time to time, they will offer clients advice or products from those activities. Clients should be aware that these services pay a commission and involve a possible conflict of interest, as commissionable products can conflict with the fiduciary duties of registered investment advisers. TWG always acts in the best interest of the client; including the sale of commissionable products to advisory clients. Clients are in no way required to implement the plan through any representative of TWG in their capacity as an insurance agent. Not more than 1% of Austin B. Colby's time is spent on this activity.

The IARs of TWG are not currently registered with any broker dealer.

Neither TWG nor its representatives are registered as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor.

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

TWG's Code of Ethics includes guidelines for professional standards of conduct for our Associated Persons. Our goal is to protect client interests at all times and to demonstrate our commitment to fiduciary duties of honesty, good faith, and fair dealing. All of TWG's Associated Persons are expected to strictly adhere to these guidelines. Persons associated with TWG are also required to report any violations to the Code of Ethics. Additionally, the firm maintains and enforces written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about our clients or client accounts by persons associated with our firm.

TWG may buy or sell securities for itself that we also recommend to clients. In addition, the individual IARs may buy or sell the same securities for their personal and family accounts that are bought and sold for your account(s).

TWG does not have, nor plans to have, an interest or position in a security which is then also recommended to the client. As these situations may present a conflict of interest, the advisor has established the following restrictions in order to ensure its fiduciary responsibilities should this issue ever arise:

1. A director, officer or employee of the advisor shall not buy or sell a security for their personal portfolio(s) where their decision is substantially derived, in whole or part, by reason of his or her employment, unless the information is also available to the investing public. No owner/employee of TWG shall prefer their own interest to that of the client.
2. The advisor maintains a list of all securities held by the company and all directors, officers, and employees. These holdings are reviewed on a quarterly basis by the principal of the firm.
3. The advisor requires that all employees must act in accordance with all applicable Federal and State regulations governing registered investment advisors.
4. The advisor will monitor any blocking of personal trades with those of clients to ensure that clients are not at a disadvantage.

TWG's Code of Ethics is available to you upon request. You may obtain a copy of our Code of Ethics by contacting Adam Colby at (952) 937-9423.

TWG does not recommend or select other investment advisors to our clients for which we receive compensation, directly or indirectly, from those advisors, nor do we have business relationships with any other investment advisors.

Review of Accounts

Client accounts are reviewed at least quarterly by Adam Colby, the Chief Compliance Officer of the firm. Client accounts are reviewed with regard to their investment policies and risk tolerance levels. All accounts at TWG are reviewed by this reviewer.

Reviews may also be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

Each client will receive at least quarterly a written report that details the clients' account which may come from the custodian. Clients are encouraged to review these statements to verify accuracy and calculation correctness.

Client Referrals and Other Compensation

TWG does not compensate any individual or firm for client referrals, nor does TWG receive compensation for referrals made to other professional service providers.

Financial Information

TWG is not required to provide financial information to our clients because we do not require or solicit the prepayment of more than \$1,200 six or more months in advance.

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Requirements for State-Registered Advisers

This section is not applicable as TWG is SEC registered and not state registered.