

Wall Capital Group, Inc.

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Suite 216
Phoenix, Arizona 85027
www.wallcapitalgroup.com

**FORM ADV PART 2A
BROCHURE**

ADV Part 2A, Item 1

This brochure provides information about the qualifications and business practices of Wall Capital Group. If you have any questions about the contents of this brochure, please contact Dave Wall at (630) 213-8885 or at dave@wallcapitalgroup.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.

Additional information about Wall Capital Group is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for this Adviser is 105913 and the SEC File Number is 801-41815.

Wall Capital Group 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.

March 2021

Material Changes

Form ADV Part 2A, Item 2 (Exhibit to Part 2A)

This brochure dated March 2021 contains the following material changes from the brochure dated March 2020, which was filed with our last annual updating amendment, and from the brochure dated June 2020, as indicated below:

- Assets under management is updated as of December 31, 2020 (please see Item 4);
- We reduced the requested minimum account size for individual clients (please see Item 7); and
- We reduced our financial planning services fee (please see Item 5).

Additional information about Wall Capital Group is also available on the SEC's website at www.adviserinfo.sec.gov.

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Advisory Business

ADV Part 2A, Item 4

Wall Capital Group, Inc. (“WCG”) is an SEC-registered investment adviser. Prior to March 2018, WCG did business as Wall & Associates and Wall Wealth Advisors. Associated persons of WCG are referred to herein as “Advisory Representatives.”

WCG was incorporated in the State of Illinois and began its advisory business in May 1990. The principal owners are David J. Wall and his wife Colleen M. Wall. Each owns 50% of the firm’s outstanding stock. Until March 2018, the firm’s corporate name was Money Matters Financial Group, Inc. The firm changed its name to reflect the Wall brand that its clients have known over the years while operating using the names Wall & Associates and Wall Wealth Advisors.

Investment Consulting

WCG provides non-discretionary institutional consulting/advisory services, continuous discretionary investment supervisory management services and personal financial planning services. Approximately 90% of WCG’s advisory services are institutional advisory services. Approximately 10% of advisory services are personal financial planning and individual asset management services.

WCG’s primary clients are police and fire pension accounts. WCG will evaluate and provide analysis with respect to the liquidity of the pension account, develop a written investment policy statement, assist in defining risk tolerance, perform separate account manager search and due diligence, monitor manager and plan/account performance, assist in complying with pension code guidelines, and provide regular quarterly performance reports.

We also provide individual personal financial planning and asset management.

Asset Management Program

Clients wanting to engage WCG to manage client’s account will need to establish an account (“Account”) with Charles Schwab and Company (“Charles Schwab”) or a broker/dealer or other custodian of client’s choice and grant trading authorization to WCG. Clients who choose another broker/dealer are advised that the broker/dealer should be able to provide duplicate statements and confirmations to WCG and accept trades from WCG. Additionally, if possible, WCG should be given electronic access to client’s account. WCG will not maintain custody of client’s funds or securities.

WCG offers asset management services on a discretionary basis using mutual funds and Exchange Traded Funds (ETF's). Advisory Representatives will gather information on a client's financial history, goals, objectives, and financial concerns and assist client in developing an asset allocation strategy. All information gathered from client is confidential. Client will establish an account and deposit cash, cash equivalents and securities and engage an Advisory Representative to manage the Account. Based on client's investment objectives, risk tolerance, and financial situation, WCG will provide the advisory services requested by the client. WCG will exercise discretionary authority to purchase, sell, and exchange and otherwise transact securities in accounts receiving continuous supervisory management services. Therefore, securities transactions will be conducted without discussing the securities transactions with the client prior to the transactions.

WCG does not allow restrictions.

Financial Planning Services

WCG offers financial, tax, estate, retirement, and educational planning services. WCG will gather financial information and history from the client including, but not limited to, retirement and financial goals, investment objectives, investment horizon, financial needs, cash flow analysis, cost of living needs, education needs, savings tendencies, and other applicable financial information required by WCG in order to provide the investment advisory services requested. Based on WCG's analysis of a client's information and needs, WCG will provide clients with recommendations. Financial plans are based on the client's financial situation at the time and are based on financial information disclosed by the client to WCG. Clients are advised that certain assumptions may be made with respect to interest and inflation rates and use of past trends and performance of the market and economy. However, past performance is in no way an indication of future performance. WCG cannot offer any guarantees or promises that a client's financial goals and objectives will be met. Further, each client must continue to review any plan and update the plan based upon changes in the client's financial situation, goals, or objectives or changes in the economy. Should a client's financial situation or investment goals or objectives change, clients must notify WCG promptly of the changes.

Advisory Representatives may offer advice and tailor insurance needs for WCG's clients. WCG employees are licensed to recommend and sell life insurance and annuities products in the States of Illinois and Arizona. WCG may make recommendations to purchase certain insurance products when it satisfies a client's investment goals and objectives.

WCG will prepare personal financial plans for a fee. Fees are negotiable because there may be differences in the complexity of the services requested. Our standard fee to create a financial plan is set forth in Item 5, Fees and Compensation.

Needs of Our Clients

Police and fire advisory services are tailored to meet the liquidity, risk tolerance, plan objectives and statutory requirements of the plan. These are identified by meeting with the Board of Trustees and discussing the specifics of their plan.

Personal asset management and financial planning services are tailored to meet specific client goals and objectives as well. Client data is gathered using questionnaires which aid in establishing those goals and objectives. Exhibits displaying the historical risk and return characteristics of various stock and bond asset mixes are available to assist in evaluating the merits of various investment allocations. Models using unmanaged market indices are used to illustrate this information and are not actual returns of client's investment portfolios, but merely illustrations based upon historical capital market behavior.

After identifying the client's specific goals, objectives, and risk tolerance, accounts are managed to one of the following asset mix targets: 1. Preservation of capital - 100% fixed income and cash; 2. Conservative - 30% equity and 70% fixed income; 3. Moderate Conservative - 40% equity and 60% fixed income; 4. Moderate - 50% equity and 50% fixed income; 5. Moderate Aggressive - 60% equity and 40% fixed income; and 6. Aggressive - 70% equity and 30% fixed income. Portfolios are rebalanced back to targets when asset class weights are plus or minus 5% from the intended target.

Wrap Fee Program

WCG does not participate in any wrap fee programs.

Assets Under Management

As of December 31, 2020, discretionary assets were approximately \$517,676,000 and non-discretionary assets were approximately \$986,295,000, for a total of approximately \$1,503,971,000 (all rounded to the nearest thousand.)

Fees and Compensation

ADV Part 2A, Item 5

Asset Management Fees

Advisory fees are charged in arrears each calendar quarter based upon the value of the client's account (including accrued income, if any) on the last business day of the previous calendar quarter. Fees for partial calendar quarters will be prorated for the number of days the account was being advised upon by WCG.

Fees are negotiable and are not based on a share of capital gains upon or capital appreciation of the funds or any portion of the funds. WCG may waive the management fee for special circumstances, particularly for those accounts related to police officer and firefighter widows.

Advisory fees are in accordance with the fee schedules below.

Institutional Consulting Fee Schedule (Pension and Profit Sharing Accounts)

- 0.10% on the first \$25,000,000
- 0.05% on the next \$25,000,000
- 0.01% on assets over \$50,000,000

A minimum annual fee of \$5000.00 is charged for institutional consulting services.

Managed Institutional Accounts Fee Schedule

- 0.25% on all assets

Managed Non-Institutional Accounts Fee Schedule

- 0.90% on the first \$250,000
- 0.80% on the next \$250,001-\$1,000,000
- 0.70% on assets greater than \$1,000,000.

WCG may conduct securities transactions on behalf of clients who are its discretionary management clients.

Advisory fees may be paid by client upon receipt of an invoice from WCG or collected directly from the account, provided the client has given WCG written authorization. Clients will be provided with a fee invoice that identifies the advisory fee, the value of the Account and how the fee was calculated. Clients who have advisory fees deducted directly from their account will be provided with an account statement reflecting the deduction of the advisory

fee. If the Account does not contain sufficient funds to pay advisory fees, WCG has limited authority to sell or redeem securities in sufficient amounts to pay advisory fees. Client may reimburse the account for advisory fees paid to WCG, except for ERISA and IRA accounts.

Finally, WCG may provide limited, impersonal, non-discretionary investment advice in the form of a recommended list of registered investment companies that WCG believes are suitable to categories and criteria requested through an employee benefit plan sponsor or administrator. The fee WCG receives for such advice is negotiable by the plan sponsor or administrator.

Transaction Costs

WCG has an arrangement with Charles Schwab for custodial and execution services. WCG and Charles Schwab are not related or affiliated companies. Securities transactions executed through Charles Schwab may incur tickets charges. A \$25.00 ticket charge is charged by Charles Schwab for all transaction fee mutual funds. Charles Schwab also offers mutual funds and some ETFs that are traded with no additional costs. The mutual funds are called One Source funds and often carry 12b-1 expenses which are paid to Charles Schwab. WCG does not receive compensation from Charles Schwab as a result of these securities transactions. Purchases or sales of individual stocks and all other ETFs incur ticket charges of \$4.95 per transaction. Commissions for clients with intelligent portfolios may be waived entirely by Charles Schwab. Commissions and account maintenance fees and expenses may be higher or lower at Charles Schwab than at other broker dealers. For more information about brokerage fees and related costs, please refer to Item 12 – Brokerage Practices, below.

Mutual funds and exchange traded funds charge asset management fees, commonly referred to as the expense ratio. These fees are paid to the fund investment advisor of the funds and not to WCG. Mutual funds may also charge a 12b-1 fee which is paid to the broker dealer of record. WCG is not affiliated with a broker dealer or mutual fund manager and does not receive any revenue from these sources. However, these instruments are commonly utilized in a client's investment portfolio and, as a result, these fees are indirectly paid by the client.

Please Note:

- Our asset management fees are never paid in advance. All fees are billed quarterly and paid in arrears.
- WCG is a fee only advisor, does not have an affiliated broker dealer relationship, and does not receive compensation from any other source.

Financial Planning Services Fees

There are no additional fees for financial planning services to individual clients for whom we are also providing asset management services for a fee. For those to whom we do not provide asset management services, the cost to prepare a financial plan for a client is \$495. However, we may negotiate this fee in recognition of the complexity of the services requested.

If a client for whom we have developed a financial plan thereafter chooses our firm to manage the client's assets, we may, as a courtesy, credit all or a portion of the amount paid by the client for the financial plan against the client's initial asset management fees. However, our fee to prepare a client's financial plan is not intended to represent payment for asset management services.

Performance-Based Fees and Side-By-Side Management

ADV Part 2A, Item 6

WCG does **not** accept performance-based fees which are fees based on a share of capital gains or capital appreciation of the assets of a client (such as a client that is a hedge fund or other pooled investment vehicle).

Types of Clients

ADV Part 2A, Item 7

As of the date of this brochure, WCG clients are largely (1) Illinois Police and Fire Pension Funds and (2) individuals. Managed accounts are generally opened with Charles Schwab & Company.

For public pension funds, there are no minimum account size restrictions other than those that may be set by managers who are retained as a third party manager who provide services on the Charles Schwab Managed Account platform.

For individual clients, there is no minimum account size restriction. Although we request \$50,000 as the minimum account size for individual clients for whom we provide both asset management and full-scale financial planning services, we will accept individual client accounts with a smaller minimum account size in our discretion.

Methods of Analysis, Investment Strategies and Risk of Loss

ADV Part 2A, Item 8

WCG utilizes research provided by Morningstar, Ned Davis Research, Dorsey Wright and Associates and Charles Schwab & Company to evaluate separate account managers and mutual funds. WCG looks for managers and funds with a discipline and track record and evidence that the funds are consistent with their disciplines and track records.

Within the context of a client's risk tolerance and objective, strategic asset mixes are established. The broad asset classes are then managed in a dynamic manner. WCG is agnostic to company size (Small vs. Large), Style (Growth vs. Value) and Country (Domestic vs. Foreign) with respect to tactical allocations in the investment portfolio. Based upon the current fundamental macroeconomic environment, asset class or asset class sub-set valuations, and momentum factors, tilts are made in the investment portfolio to overweight or underweight various segments of the capital markets.

This discipline may be implemented through the use of mutual funds or exchange traded funds (ETF's). Inverse and leveraged ETFs or mutual funds that employ shorting or leveraging strategies are not held in an investment portfolio.

Risk of Loss

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

- *Interest-rate Risk:* Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- *Market Risk:* The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- *Inflation Risk:* When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.

- *Currency Risk:* Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- *Reinvestment Risk:* This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- *Business Risk:* These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- *Liquidity Risk:* Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- *Financial Risk:* Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy.

Disciplinary Information

ADV Part 2A, Item 9

Neither WCG nor its owners, David J. Wall and Colleen M. Wall, have any disciplinary information to report.

Other Financial Industry Activities and Affiliations

ADV Part 2A, Item 10

Neither WCG nor any of its investment professionals is, or has an application pending to register as, a: broker-dealer or a registered representative of a broker-dealer; futures commission merchant; commodity pool operator; commodity trading advisor; or associated person of the foregoing entities.

WCG is an independent fee only advisor and may assist clients in the selection of separate account managers. WCG does not receive any compensation from any manager and managers are not required to pay a fee to be included in any manager database which may be utilized by WCG.

WCG has employees who are licensed to sell life insurance and annuities in the States of Illinois and Arizona. WCG may make recommendations that clients purchase insurance products that fit in with the client's investment goals and objectives. Clients are not required to any recommended insurance products from WCG employees.

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

ADV Part 2A, Item 11

WCG has adopted a Code of Ethics related to such matters as insider trading, personal securities trading, gifts and confidentiality of client information. A copy of WCG's Code of Ethics is available upon request.

WCG and its Advisory Representatives may buy or sell securities identical to those securities recommended to clients. Therefore, WCG and its Advisory Representatives may have an interest or position in certain securities that are also recommended and bought or sold to clients. WCG and its Advisory Representatives will not put their interests before a client's interest. Advisory Representatives may not trade ahead of their clients or trade in such a way to obtain a better price for themselves than for their clients. WCG is required to maintain a list of all securities holdings for its associated persons. Further, associated persons are prohibited from trading on non-public information or sharing such information. Clients have the right to decline any investment recommendation. WCG and its associated persons are required to conduct their securities and investment advisory business in accordance with all applicable Federal and State securities regulations.

WCG complies with the Insider Trading and Securities Fraud Enforcement Act of 1988 and has adopted a firm policy that outlines insider-trading compliance. The statement has been distributed to all Advisory Representatives, associated persons, and employees. WCG has a written policy to help protect nonpublic information including 1) restricting access to files; 2) providing continuing education; 3) restricting and or monitoring trading on securities for which WCG has knowledge of nonpublic information; 4) requiring employees of WCG to conduct their personal trading through specified brokers and reporting transactions promptly to WCG; and 5) monitoring the securities trading of the firm and its employees.

Brokerage Practices

ADV Part 2A, Item 12

Brokerage Generally

WCG (“we” or “us”) has an arrangement with Charles Schwab & Co., Inc. (“Schwab”) for custodial and execution services. We and Schwab are independently owned and operated and are not related or affiliated companies. We do not receive compensation from Schwab as a result of securities transactions being executed. Commissions and account maintenance fees and expenses may be higher or lower at Schwab than at other broker/dealers.

We request that our clients for which we have investment discretion use Schwab, a registered broker-dealer, member SIPC, as the qualified custodian. Schwab will hold client assets in a brokerage account and buy and sell securities when we instruct them to. While we require that clients use Schwab as custodian/broker, clients decide whether to do so and will open an account with Schwab by entering into an account agreement directly with Schwab. We do not open the account for clients, although we may assist clients in doing so. If you do not wish to place your assets with Schwab, then we may not be able to manage your account on a discretionary basis, or, potentially, even on a non-discretionary basis. Even though client accounts are maintained at Schwab, we can still use other brokers to execute trades for your account as described below.

We have selected Schwab on the basis of their: combination of transaction execution services and asset custody services (generally without a separate fee for custody); effective execution; competitive commission and account expense rates; research usefulness and tools; quality of services; reputation, financial strength and stability; prior service to us and our clients; and capability to work with independent investment advisers. Research obtained from Schwab is used to benefit all client accounts.

We utilize a service offered by Charles Schwab. The service enables us to place trades away from Schwab with other brokerage firms in order to try to take advantage of resources throughout the investment community. As a result, clients may have access to securities that may not be otherwise accessible and may obtain better prices than otherwise available.

We may also use a fixed income broker for fixed income trades that may not be the prime broker in that security. Therefore, WCG’s inter-positioning of the broker between the client and the market *may* cause the client to pay a mark-up higher than if the trade were placed directly with Schwab. We will use such a broker if a security is not readily available to purchase from or sell through Schwab, or if we otherwise believe we can obtain best execution of the trade from the broker instead of Schwab. Schwab charges clients a flat

dollar amount as a “prime broker” or “trade away” fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into a client’s Schwab account.

For our clients’ accounts that Schwab maintains, Schwab generally does not charge clients separately for custody services but is compensated by charging clients commissions or other fees on trades that it executes or that settle into clients’ Schwab accounts. For clients using Schwab’s “intelligent portfolios” services, Schwab does not normally charge commissions on trades but requires clients to maintain approximately four percent of their accounts in cash. Also, Schwab may receive commissions or payments from investment company issuers whose shares are traded on the intelligent portfolio platform.

We are not required to select the broker or dealer that charges the lowest transaction cost, even if that broker provides execution quality comparable to other brokers or dealers. Although we are not required to execute all trades through Schwab, we determined that having Schwab execute most trades is consistent with our duty to seek “best execution” of client trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those discussed above.

Soft Dollars and Products and Services Available to Us from Schwab

We do not utilize soft dollars.

Schwab Advisor Services™ is Schwab’s business serving independent investment advisory firms like us. They provide us and our clients with access to its institutional brokerage services (trading, custody, reporting, and related services), many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients’ accounts, while others help us manage and grow our business. Schwab’s support services are generally available on an unsolicited basis (we don’t have to request them) and at no charge to us.

Services that benefit clients. Schwab’s institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets, including its intelligent portfolio brokerage services.

Services that may not directly benefit clients. Schwab also makes available to us other products and services that benefit us but may not directly benefit clients or their accounts. These products and services assist us in managing and administering our clients’ accounts. They include investment research, both Schwab’s own and that of third parties. We may use this research to service all or a substantial number of our clients’ accounts. In addition to investment research, Schwab also makes available software and other technology that:

- Provides access to client account data (such as duplicate trade confirmations and account statements);
- Facilitates trade execution and allocates aggregated trade orders for multiple clients;
- Provides pricing and other market data;
- Facilitates payment of our fees from our clients' accounts; and
- Assists with back-office functions, recordkeeping and client reporting.

Services that generally benefit only us. Schwab also offers other services intended to help us manage and further develop our business. These services include:

- Educational conferences and events, normally sponsored by Schwab itself;
- Consulting on technology, compliance, legal and business needs (normally through Schwab Advisor Services);
- Publications and conferences on practice management and business succession; and
- Access to employee benefits providers, human capital consultants and insurance providers.

Schwab provides some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab also discounts or waives its fees for some of these services or pays all or a part of a third party's fees. Schwab also provides us with other benefits, such as occasional business entertainment of our personnel. If you did not maintain your account with Schwab, we would be required to pay for these services from our own resources.

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services. As a result, we have an incentive to request that clients maintain their accounts with Schwab, based on our interest in receiving Schwab's services that benefit our business rather than based on client interest in receiving the best value in custody services and the most favorable execution of client transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality and price of Schwab services described above in this section.

Trade Aggregation

WCG blocks trades where possible. When blocking trades WCG aggregates clients' purchase or sales of a security, then each client will receive the average price of the security. Clients' transaction costs are a function of their commission schedule based upon trading volume, asset size or confirmation receipt method.

If WCG is unable to complete a block trade, then it will allocate, based upon these relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a *pro rata* allocation of a potential execution would result in a *de minimis* allocation in one or more accounts, the WCG may exclude the account(s) from the allocation; the transactions may be executed on a *pro rata* basis among the remaining accounts; or (vi) in case where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

Trade Errors

WCG corrects all trade errors through a trade error account at Schwab. If there is a loss in a client's account due to a WCG trade error, WCG will reimburse the client for any loss. If there is a gain due to a WCG trade error, Schwab retains the gain but may retain it on its books as a future credit to cover trade error losses or to donate to a charity. For fixed-income accounts for which Schwab is not the prime broker or custodian, we follow a similar practice.

Brokerage for Client Referrals

WCG does not direct brokerage in order to obtain client referrals.

Directed Brokerage

WCG does not allow for a client to direct brokerage.

Review of Accounts

ADV Part 2A, Item 13

Managed accounts receiving continuous supervisory management: Generally accounts are reviewed continuously and least quarterly.

Third party managed accounts receive monitoring services and not continuous supervisory management services: Reviews will be conducted not less than annually or as agreed to by the client and the client's Advisory Representative.

In all advisory services: Clients may request more frequent reviews and may establish specific criteria that would cause a review to take place. Generally, Advisory Representatives will monitor the macroeconomic environment, the capital markets, and changes in the management and structure of a mutual fund companies or separate account manager organizations in which client assets are invested. Client should notify their Advisory Representative promptly of any changes to the client's financial goals, objectives or financial situation which may require the Advisory Representative to review the client's portfolio and make recommendations for changes.

Regular Reports: Clients will be provided with account statements from their custodian reflecting the account holdings and transactions occurring in the clients account on a monthly basis, as long as there is activity during the month. Otherwise, the custodian will send a quarterly statement. Clients receiving continuous supervisory management services will be provided quarterly reports from WCG reflecting the performance of the clients account. WCG urges its clients to compare the transactions and values of the custodian statements to those prepared by WCG for accuracy.

Client Referrals and Other Compensation

ADV Part 2A, Item 14

Other than its advisory fee set forth in Item 5, WCG does not receive an economic benefit or other compensation for providing investment advice or other advisory services to its clients. WCG may compensate other professionals such as attorneys and CPA's either directly or indirectly for client referrals. Said compensation does not increase the fee charged to a client and is paid subject to the client acknowledging and authorizing in writing the compensation being paid to the professional.

WCG receives an economic benefit from Schwab in the form of support products and services it makes available to WCG and other independent investment advisors whose clients maintain their accounts at Schwab. These products and services and how they benefit us, and the related conflicts of interest, are described above (see Item 12 – Brokerage Practices). The availability to us of Schwab's products and services is not based on us giving particular investment advice such as buying particular securities for our clients.

Custody

ADV Part 2A, Item 15

WCG does not have custody of client funds. Each client's custodian sends, at least quarterly, a statement detailing the clients' holdings, transactions, and values for a particular period. Clients should carefully review those statements.

From time to time or for a client meeting, WCG may prepare reports or statements for clients. WCG urges its clients to compare the account statements they receive from the qualified custodian with those they receive from WCG.

Investment Discretion

ADV Part 2A, Item 16

Clients may grant WCG authorization to manage client's account on a discretionary basis. Client will grant such authority to WCG by execution of the client agreement and a brokerage account application. Client may terminate discretionary authorization at any time upon receipt of written notice by WCG. Additionally, client is advised that:

- 1) Client may set parameters with respect to when account should be rebalanced and set trading restrictions or limitations; and
- 2) WCG must obtain written client consent to establish any mutual fund, variable annuity, brokerage account, or any other account outside of the client's normal custodial account at Schwab.

Voting Client Securities

ADV Part 2A, Item 17

Proxy Voting Policy

In general, WCG will vote the proxies in the best interest of the client unless a client explicitly retains the responsibility for voting the proxies of the securities in its account.

On behalf of our clients, WCG acquires and holds a company's securities in the portfolios it manages in the expectation that they will be a good investment and appreciate in value. As such, WCG votes proxies with a focus on the investment implications of each matter upon which a vote is solicited.

Proxy Voting Administration

WCG's proxy review and voting process is intended to meet WCG's obligations to any clients who have delegated proxy voting authority to WCG.

Issues that are not covered by WCG's proxy voting guidelines, or that are determined by WCG on a case-by-case basis, are referred to WCG's President, who has been granted the ultimate authority and responsibility to decide how the proxies shall be voted on these issues. The President is responsible for notifying Administrators as to how to vote on these issues.

Guidelines and Policies

WCG casts most of its proxy votes, particularly on routine matters, in accordance with company management recommendations. At the same time, when we believe that the position of the management of a portfolio company may not be in the best interests of shareholders, we may vote against the management recommendation. In certain cases, WCG will vote against management in furtherance of established guidelines on specific matters.

As a general rule, WCG votes against any proposals which would reduce the rights or options of shareholders, reduce shareholder influence over the board of directors and management, reduce the alignment of interests between management and shareholders, or reduce the value of shareholders' investments. In addition, absent specific prior authorization from WCG's counsel.

WCG does not:

- Engage in conduct that involves an attempt to change or influence the control of a portfolio company.
- Participate in proxy solicitation or otherwise seek proxy – voting authority from any other portfolio company shareholder.
- Act in concert with other portfolio company shareholders in connection with any proxy issue or other activity involving the control or management of a portfolio company.

Although WCG reserves the right to vote proxy issues on a case- by – case basis if facts and circumstances so warrant, it will usually vote on issues in the manner described below.

Routine Matters

WCG generally votes in favor of ratification of accountants, changing corporate names and similar matters. It generally withholds voting authority on unspecified “other matters” that may be listed on a proxy card.

Board of Directors

WCG generally votes for management’s slate of director nominees. However, it votes against incumbent nominees with poor attendance records, or who have otherwise acted in a manner WCG believes is not in the best interest of shareholders.

WCG generally opposes attempts to classify board of directors or to eliminate cumulative voting.

Compensation

WCG believes that it is important that a company’s equity based compensation plan is aligned with the interests of shareholders. Many compensation plans are examined on a case-by-case basis by WCG, and WCG, generally opposes packages that it believes provides excessive awards or create excessive shareholder dilution. WCG, usually opposes proposals to re-price options because the underlying stock has fallen in value.

Anti-Takeover and Similar Corporate Governance Issues

WCG generally opposes poison pills, unequal voting rights plans, provisions requiring supermajority approval of a merger and other matters that are designed to limit the ability

of shareholders to approve merger transactions. WCG generally votes in favor of increases in authorized shares.

Social Issues

WCG believes that it is management's responsibility to handle such issues, and generally votes with management on these types of issues, or abstains. WCG will oppose issues that it believes will be a detriment to the investment performance of a portfolio company.

Conflict of Interest

Historically, WCG has not had situations in which the interests of its clients are at a variance with WCG's own interests. In routine matters, WCG votes proxies in accordance with established guidelines and the opportunity for conflict simply does not arise.

In matters that WCG examines on a case-by case basis or where WCG believes there may be a conflict of interest, the President will make the final decision.

Financial Information

ADV Part 2A, Item 18

All asset management fees are billed quarterly and in arrears. WCG does not solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. Neither WCG nor its principals has any financial information to report.

Additional Information/Privacy Policy

PRIVACY POLICY

FACTS

WHAT DOES WALL CAPITAL GROUP (“WCG”) DO WITH YOUR PERSONAL INFORMATION?

Why?

Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.

What?

The types of personal information we collect and share depend on the product or service you have with us. This information can include:

- Social Security number and transaction history
- Account balances and checking account information
- Purchase history and wire transfer instructions

When you are *no longer* our customer, we continue to share your information as described in this notice.

How?

All financial companies need to share investors’ personal information to run their everyday business. In the section below, we list the reasons financial companies can share their investors’ personal information; the reasons WCG chooses to share; and whether you can limit this sharing.

Reason we can share your personal information	Does WCG share?	Can you limit this sharing?
For our everyday business purposes— such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus	Yes	No
For our marketing purposes— to offer our products and services to you	Yes	No
For joint marketing with other financial companies	No	We don’t share
For our affiliates’ everyday business purposes— information about your transactions and experiences	We have no affiliates	We don’t share
For our affiliates’ everyday business purposes— information about your creditworthiness	We have no affiliates	We don’t share
For nonaffiliates to market to you	No	We don’t share

Questions?

Call 1-630-213-8885 or go to www.wallcapitalgroup.com.

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Who we are

Who is providing this notice?	Wall Capital Group, Inc., 22601 N. 19 th Avenue, Suite 216, Phoenix, AZ 85027
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What we do

How does WCG protect my personal information?	To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings.
How does WCG collect my personal information?	<p>We collect your personal information, for example, when you</p> <ul style="list-style-type: none">▪ Open an account or provide account information▪ Provide suitability information about your finances▪ Give us your contact information <p>We also collect your personal information from other companies.</p>
Why can't I limit all sharing?	<p>Federal law gives you the right to limit only</p> <ul style="list-style-type: none">▪ sharing for affiliates' everyday business purposes—information about your creditworthiness▪ affiliates from using your information to market to you▪ sharing for nonaffiliates to market to you <p>State laws and individual companies may give you additional rights to limit sharing.</p>

Definitions

Affiliates	<p>Companies related by common ownership or control. They can be financial and nonfinancial companies.</p> <ul style="list-style-type: none">▪ Although we are a single company, we use several names for marketing purposes and legal purposes. Our names are set forth at the top of this page.
Nonaffiliates	<p>Companies not related by common ownership or control. They can be financial and nonfinancial companies.</p> <ul style="list-style-type: none">▪ WCG does not share with nonaffiliates so they can market to you.
Joint marketing	<p>A formal agreement between nonaffiliated financial companies that together market financial products or services to you.</p> <ul style="list-style-type: none">▪ WCG does not jointly market.

Other important information

March 2020