

NextGen Private Wealth

Firm Brochure - Form ADV Part 2A

This brochure provides information about the qualifications and business practices of NextGen Private Wealth. If you have any questions about the contents of this brochure, please contact us at (602) 370-9130 or by email at: sean@nextgenprivatewealth.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 NextGen Private Wealth is also available on the SEC's website at www.adviserinfo.sec.gov. NextGen Private Wealth's CRD number is: 301984.

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Registration as an investment adviser does not imply a certain level of skill or training.

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Item 2: Material Changes

This item requires registered investment advisors, including NextGen Private Wealth (“NGPW” or the “Firm”) to communicate material changes to clients and prospective investors. Since the last annual updating amendment of NextGen Private Wealth on 10/22/2021 are described below. Material changes relate to NextGen Private Wealth’s policies, practices or conflicts of interests.

- The Firm transitioned to registration with the United States Securities and Exchange Commission but also maintains its prior registration at the state level in Montana whereupon we maintain our principal office. A termination request to de-register at the state level in Montana is pending as of the date of this filing. Our Firm’s state registration in Arizona was terminated in October 2021.
- The Firm since Q4 2021 is a related adviser to NextGen ETFs, LLC (“NGE”). NGE maintains the same principal office and common ownership control with NGPW.
- The Firm’s owner, Sean Thomas Puckett, is no longer the Chief Compliance Officer (“CCO”) with NextGen ETFs LLC, an affiliated investment adviser registered with the SEC nor CCO of an independent and unaffiliated investment adviser, Xiggit Financial, LLC (“Xiggit”). However, NextGen Private Wealth serves as a sub-adviser to Xiggit.
- NGPW has updated its regulatory assets under management.

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Item 4: Advisory Business

A. Description of the Advisory Firm

NextGen Private Wealth (hereinafter “NGPW” or the “Firm”) is a Limited Liability Company organized in the State of Montana. The Firm was formed in April 2019, and is owned by NextGen Financial Group, of which Sean Thomas Puckett is the managing member. Mr. Puckett is an indirect principal owner of NGPW through his control of NextGen Financial Group.

B. Types of Advisory Services

Portfolio Management and Financial Planning Services

NGPW offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. NGPW creates an Investment Policy Statement for each client, which outlines the client’s current situation (income, tax levels, and risk tolerance levels) and then constructs a plan to aid in the selection of a portfolio that matches each client's specific situation. Portfolio management services include, but are not limited to, the following:

- Investment strategy
- Asset allocation
- Risk tolerance
- Personal investment policy
- Portfolio holdings selection
- Regular portfolio monitoring

NGPW evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. NGPW will engage clients through an investment management account that provides our Firm with discretionary authority from clients to select securities, establish asset allocations, and execute transactions without permission from the client prior to each transaction. Risk tolerance levels are documented in the Investment Policy Statement, which is completed by each client.

NGPW investment decisions are made in accordance with the fiduciary duties owed to its accounts and without consideration of NGPW’s economic, investment or other financial interests. To meet its fiduciary obligations, NGPW attempts to avoid, among other things, investment or trading practices that systematically advantage or disadvantage certain client portfolios, and accordingly, NGPW’s policy is to seek fair and equitable allocation of investment opportunities/transactions among its clients to avoid favoring one client over another over time. It is NGPW’s policy to allocate investment opportunities and transactions it identifies as being appropriate and prudent, including initial public offerings (“IPOs”) and other investment opportunities that might have a limited supply, among its clients on a fair and equitable basis over time including a determination of restrictions governing IPOs applicable to investors.

Financial plans may include but are not limited to: investment planning; life insurance; tax concerns retirement or college planning; and debt/credit planning.

Sub-Advisory Services

NGPW provides sub-advisory services to registered investment advisory firms. Under a separate NGPW agreement clients agree to portfolio management services. NGPW manages the investment and reinvestment of assets in client accounts, including the purchase and sale of any assets.

NGPW creates an Investment Policy Statement for each client, which outlines the client's current situation (income, tax levels, and risk tolerance levels) and then constructs a plan to aid in the selection of a portfolio that matches each client's specific situation. Portfolio management services include, but are not limited to, the following:

- Investment strategy
- Asset allocation
- Risk tolerance
- Personal investment policy
- Portfolio selection
- Regular portfolio monitoring

NGPW evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. NGPW will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

NGPW investment decisions are made in accordance with the fiduciary duties owed to its accounts and without consideration of NGPW's economic, investment or other financial interests. To meet its fiduciary obligations, NGPW attempts to avoid, among other things, investment or trading practices that systematically advantage or disadvantage certain client portfolios, and accordingly, NGPW's policy is to seek fair and equitable allocation of investment opportunities/transactions among its clients to avoid favoring one client over another over time. It is NGPW's policy to allocate investment opportunities and transactions it identifies as being appropriate and prudent, including initial public offerings ("IPOs") and other investment opportunities that might have a limited supply, among its clients on a fair and equitable basis over time.

Services Limited to Specific Types of Investments

NGPW generally limits its investment advice to mutual funds, fixed income securities, real estate funds (including REITs), insurance products including annuities, equities, hedge funds, private equity funds, ETFs (including ETFs in the gold and precious metal sectors), treasury inflation protected/inflation linked bonds, commodities, non-U.S. securities, venture capital funds and private placements. NGPW may use other securities as well to help diversify a portfolio when applicable.

C. Client Tailored Services and Client Imposed Restrictions

NGPW will tailor a program for each individual client. This will include an interview session to get to know the client's specific needs and requirements as well as a plan that

will be executed by NGPW on behalf of the client. NGPW may use model allocations together with a specific set of recommendations for each client based on their personal restrictions, needs, and targets. Clients may impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent NGPW from properly servicing the client account, or if the restrictions would require NGPW to deviate from its standard suite of services, NGPW reserves the right to end the relationship.

D. Wrap Fee Programs

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees, transaction costs, and certain other administrative fees. NGPW does not sponsor nor participate in wrap fee programs.

E. Assets Under Management

NGPW has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$ 3,173,746	\$0.00	03/28/2022

Item 5: Fees and Compensation

A. Fee Schedule

Portfolio Management and Financial Planning Fees

Asset Based Fees

Total Assets Under Management	Annual Fee
\$1 - \$999,999	1.50%
\$1,000,000 - \$4,999,999	1.25%
\$5,000,000 - AND UP	1.00%

NGPW uses the value of the account as of the last business day of the billing period, after taking into account deposits and withdrawals, for purposes of determining the

market value of the assets upon which the advisory fee is based. Fees are negotiable at the firm's discretion, based on complexity.

Sub-Advisory Services

Asset Based Fees

Total Assets Under Management	Annual Fee
\$1 - \$999,999	1.50%
\$1,000,000 - \$4,999,999	1.25%
\$5,000,000 - AND UP	1.00%

NGPW uses the value of the account as of the last business day of the billing period, after taking into account deposits and withdrawals, for purposes of determining the market value of the assets upon which the advisory fee is based. Fees are negotiable at the firm's discretion, based on complexity.

Hourly Fees

The hourly fee for portfolio management and financial planning services is between \$200 and \$400. Hourly financial planning fees are paid via check, cash, or wire upon completion of the plan.

These fees are generally negotiable and the final fee schedule will be memorialized in the client's advisory agreement. Clients receiving these services will be invoiced at the agreed upon intervals and may terminate the agreement without penalty for a full refund of NGPW's fees within five business days of signing the written Financial Planning Agreement. Thereafter, clients may terminate the Financial Planning Agreement with 10 days' written notice.

Clients may terminate the Financial Planning Agreement without penalty, for full refund of NGPW's fees, within five business days of signing. Thereafter, clients may terminate the Financial Planning Agreement generally upon written notice.

B. Payment of Fees

Payment of Portfolio Management

Portfolio management fees are paid via check, cash, or wire, quarterly in arrears.

C. Client Responsibility for Third Party Fees

Clients are responsible for the payment of all third party fees (i.e. custodian fees, brokerage fees,

mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by NGPW. Please see Item 12 of this brochure regarding broker-dealer/custodian.

A. Prepayment of Fees

NGPW collects its fees in arrears. It does not collect fees in advance.

B. Outside Compensation For the Sale of Securities to Clients

C. Neither NGPW nor its supervised persons accept any compensation for the sale of investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

NGPW does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client. As such, our Firm is not subject to protocols related to side-by-side-management.

Item 7: Types of Clients

NGPW generally provides advisory services to the following types of clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals
- ❖ Charitable Organizations
- ❖ Registered Investment Advisors

There is no account minimum for any of NGPW's services.

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

A. Methods of Analysis and Investment Strategies

Methods of Analysis

NGPW's methods of analysis include Charting analysis, Cyclical analysis, Fundamental analysis, Quantitative analysis and Technical analysis.

Charting analysis involves the use of patterns in performance charts. NGPW uses this technique to search for patterns used to help predict favorable conditions for buying and/or selling a security.

Cyclical analysis involves the analysis of business cycles to find favorable conditions for buying and/or selling a security.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

Quantitative analysis deals with measurable factors as distinguished from qualitative considerations such as the character of management or the state of employee morale, such as the value of assets, the cost of capital, historical projections of sales, and so on.

Technical analysis involves the analysis of past market data; primarily price and volume.

Investment Strategies

NGPW uses long term trading, short term trading, short sales, margin transactions and options trading (including covered options, uncovered options, or spreading strategies).

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

B. Material Risks Involved

Methods of Analysis

Charting analysis strategy involves using and comparing various charts to predict long and short term performance or market trends. The risk involved in using this method is that only past performance data is considered without using other methods to

crosscheck data. Using charting analysis without other methods of analysis would be making the assumption that past performance will be indicative of future performance. This may not be the case.

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

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Quantitative analysis Investment strategies using quantitative models may perform differently than expected as a result of, among other things, the factors used in the models, the weight placed on each factor, changes from the factors' historical trends, and technical issues in the construction and implementation of the models.

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

Investment Strategies

NGPW's use of short sales, margin transactions and options trading generally holds greater risk, and clients should be aware that there is a material risk of loss using any of those strategies.

Long term trading is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

Margin transactions use leverage that is borrowed from a brokerage firm as collateral. When losses occur, the value of the margin account may fall below the brokerage firm's threshold thereby triggering a margin call. This may force the account holder to either allocate more funds to the account or sell assets on a shorter time frame than desired.

Options transactions involve a contract to purchase a security at a given price, not necessarily at market value, depending on the market. This strategy includes the risk that an option may expire out of the money resulting in minimal or no value, as well as the possibility of leveraged loss of trading capital due to the leveraged nature of stock options.

Short sales entail the possibility of infinite loss. An increase in the applicable securities' prices will result in a loss and, over time, the market has historically trended upward.

Short term trading risks include liquidity, economic stability, and inflation, in addition to the long term trading risks listed above. Frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

C. Risks of Specific Securities Utilized

NGPW's use of short sales, margin transactions and options trading generally holds greater risk of capital loss. Clients should be aware that there is a material risk of loss using any investment strategy. The investment types listed below (leaving aside Treasury Inflation Protected/Inflation Linked Bonds) are not guaranteed or insured by the FDIC or any other government agency.

Mutual Funds: Investing in mutual funds carries the risk of capital loss and thus you may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. The funds can be of bond "fixed income" nature (lower risk) or stock "equity" nature.

Equity investment generally refers to buying shares of stocks in return for receiving a future payment of dividends and/or capital gains if the value of the stock increases. The value of equity securities may fluctuate in response to specific situations for each company, industry conditions and the general economic environments.

Fixed income investments generally pay a return on a fixed schedule, though the amount of the payments can vary. This type of investment can include corporate and government debt securities, leveraged loans, high yield, and investment grade debt and structured products, such as mortgage and other asset-backed securities, although individual bonds may be the best known type of fixed income security. In general, the fixed income market is volatile and fixed income securities carry interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities.) Fixed income securities also carry inflation risk, liquidity risk, call risk, and credit and default risks for both issuers and counterparties. The risk of default on treasury inflation protected/inflation linked bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal. Risks of investing in foreign fixed income securities also include the general risk of non-U.S. investing described below.

Exchange Traded Funds (ETFs): An ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance. Precious Metal ETFs (e.g., Gold, Silver, or Palladium Bullion backed "electronic shares" not physical metal) specifically may be negatively impacted by several unique factors, among them (1) large sales by the

official sector which own a significant portion of aggregate world holdings in gold and other precious metals, (2) a significant increase in hedging activities by producers of gold or other precious metals, (3) a significant change in the attitude of speculators and investors.

Real estate funds (including REITs) face several kinds of risk that are inherent in the real estate sector, which historically has experienced significant fluctuations and cycles in performance. Revenues and cash flows may be adversely affected by: changes in local real estate market conditions due to changes in national or local economic conditions or changes in local property market characteristics; competition from other properties offering the same or similar services; changes in interest rates and in the state of the debt and equity credit markets; the ongoing need for capital improvements; changes in real estate tax rates and other operating expenses; adverse changes in governmental rules and fiscal policies; adverse changes in zoning laws; the impact of present or future environmental legislation and compliance with environmental laws.

Annuities are a retirement product for those who may have the ability to pay a premium now and want to guarantee they receive certain monthly payments or a return on investment later 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. Variable annuities are designed to be long-term investments, to meet retirement and other long-range goals. Variable 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.

Hedge funds often engage in leveraging and other speculative investment practices that may increase the risk of loss; can be highly illiquid; are not required to provide periodic pricing or valuation information to investors; May involve complex tax structures and delays in distributing important tax information; are not subject to the same regulatory requirements as mutual funds; and often charge high fees. In addition, hedge funds may invest in risky securities and engage in risky strategies.

Private equity funds carry certain risks. Capital calls will be made on short notice, and the failure to meet capital calls can result in significant adverse consequences, including but not limited to a total loss of investment.

Private placements carry a substantial risk as they are subject to less regulation than are publicly offered securities, the market to resell these assets under applicable securities laws may be illiquid, due to restrictions, and the liquidation may be taken at a substantial discount to the underlying value or result in the entire loss of the value of such assets.

Venture capital funds invest in start-up companies at an early stage of development in the interest of generating a return through an eventual realization event; the risk is high as a result of the uncertainty involved at that stage of development.

Commodities are tangible assets used to manufacture and produce goods or services. Commodity prices are affected by different risk factors, such as disease, storage capacity, supply, demand, delivery constraints and weather. Because of those risk factors, even a

well-diversified investment in commodities can be uncertain.

Options are contracts to purchase a security at a given price, risking that an option may expire out of the money resulting in minimal or no value. An uncovered option is a type of options contract that is not backed by an offsetting position that would help mitigate risk. The risk for a “naked” or uncovered put is not unlimited, whereas the potential loss for an uncovered call option is limitless. Spread option positions entail buying and selling multiple options on the same underlying security, but with different strike prices or expiration dates, which helps limit the risk of other option trading strategies. Option transactions also involve risks including but not limited to economic risk, market risk, sector risk, idiosyncratic risk, political/regulatory risk, inflation (purchasing power) risk and interest rate risk.

Non-U.S. securities present certain risks such as currency fluctuation, political and economic change, social unrest, changes in government regulation, differences in accounting and the lesser degree of accurate public information available.

Quantitative Tools Risk. NGPW’s investment techniques may incorporate, or rely upon, quantitative models. There is no guarantee that these models will generate accurate forecasts, reduce risks or otherwise produce the intended results.

Cybersecurity Risk. The computer systems, networks and devices used by a Fund and its service providers to carry out routine business operations employ a variety of protections designed to prevent damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches. Despite the various protections utilized by a Fund and their service providers, systems, networks, or devices potentially can be breached. Each Fund and its shareholders could be negatively impacted as a result of a cybersecurity breach. Cybersecurity breaches can include unauthorized access to systems, networks, or devices; infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow, or otherwise disrupt operations, business processes, or website access or functionality. Cybersecurity breaches may cause disruptions and impact a Fund’s business operations, potentially resulting in financial losses; interference with a Fund’s ability to calculate its NAV; impediments to trading; the inability of a Fund, the Adviser, and other service providers to transact business; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs; as well as the inadvertent release of confidential information. Similar adverse consequences could result from cybersecurity breaches affecting issuers of securities in which a Fund invests; counterparties with which a Fund engages in transactions; governmental and other regulatory authorities; exchange and other financial market operators, banks, brokers, dealers, insurance companies, and other financial institutions (including financial intermediaries and service providers for a Fund’s shareholders); and other parties. In addition, substantial costs may be incurred by these entities in order to prevent any cybersecurity breaches in the future.

Key Man Risk. NGPW is a small firm led by Sean Puckett, who is responsible for performing and overseeing several key functions including: (i) development of investment strategies and new product offerings; (ii) business development and client engagement; (iii) supervision of personnel; (iv) trading and research; and (v) operational

risk assessments and service provider selection/monitoring. This fact of course leads to “key man risk,” or the risk that something could happen to Mr. Puckett that negatively affects your portfolio and, in more severe situations, disrupt the continuation of firm services. To address key man risk, the Firm has undertaken succession planning yet investors should also consider that the composition of personnel within an organization may change over time or a firm may cease operations due to loss of key personnel (or “Key Person Event”). When a Key Person Event occurs, there is a risk that new personnel or a successor organization may achieve less success than their predecessors.

Pandemic Risk. The recent COVID-19 pandemic has caused and continues to cause disruptions in economies and individual companies and volatility in financial markets throughout the world, including those in which MCM prospective investors or existing customers (collectively, “Clients”) invest. The impact of the pandemic and resulting economic disruptions may negatively impact the Clients and the performance of their portfolios due to, among other things, (i) interruption of business operations resulting from travel restrictions, reduced consumer spending, and quarantines of employees, customers and suppliers in areas affected by the outbreak, (ii) closures of manufacturing facilities, warehouses and logistics supply chains, and (iii) uncertainty about the duration of the virus’ impact on global financial markets. Governments and central banks throughout the world have responded to the pandemic and resulting economic disruptions with a variety of fiscal and monetary policy changes, including direct capital infusions into companies and other issuers, new monetary policy tools and lower interest rates, but the ultimate impact of these efforts is uncertain. It is not possible to determine the duration or severity of the disruption in financial markets or the long-term economic impact of the COVID-19 pandemic, or other future epidemics or pandemics, which may adversely affect the Clients’ performance and investment strategies and significantly reduce available investment opportunities.

Legal or Legislative Risk. Legislative changes or court rulings may impact the value of investments or the securities’ claim on the issuer’s assets and finances.

Item 9: Disciplinary Information

A. Criminal or Civil Actions

There are no criminal or civil actions to report.

B. Administrative Proceedings

There are no administrative proceedings to report.

C. Self-regulatory Organization (SRO) Proceedings

There are no self-regulatory organization proceedings to report.

Item 10: Other Financial Industry Activities and Affiliations

A. Registration As a Broker/Dealer or Broker/Dealer Representative

Neither NGPW nor its representatives are registered as, or have pending applications to become, a broker/dealer or a representative of a broker/dealer.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither NGPW nor its representatives are registered as or have pending applications to become either a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor or an associated person of the foregoing entities.

C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

NextGen Private Wealth LLC is a related adviser to Next Gen ETFs LLC. As Mr. Puckett is a principal owner of both of these registered investment advisers, his duties and obligations to both organizations create a conflict of interest. To mitigate this risk, Mr. Puckett's business partner with NGE, Chuck Brokop, supports Mr. Puckett in regard performing certain responsibilities for NGE including matters involving portfolio management, compliance and operations.

D. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections

NGPW does not utilize nor select third-party investment advisers.

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

A. Code of Ethics

NGPW has a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. NGPW's Code of Ethics is available free upon request to any client or prospective client.

B. Recommendations Involving Material Financial Interests

NGPW does not recommend that clients buy or sell any security in which a related person to NGPW or NGPW has a material financial interest.

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of NGPW may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of NGPW to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. NGPW will always document any transactions that could be construed as conflicts of interest and will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.

D. Trading Securities At/Around the Same Time as Clients' Securities

From time to time, representatives of NGPW may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of NGPW to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest; however, NGPW will never engage in trading that operates to the client's disadvantage if representatives of NGPW buy or sell securities at or around the same time as clients.

Item 12: Brokerage Practices

A. Factors Used to Select Custodians and/or Broker/Dealers

Custodians/broker-dealers will be recommended based on NGPW's duty to seek "best execution," which is the obligation to seek execution of securities transactions for a client on the most favorable terms for the client under the circumstances. Clients will not necessarily pay the lowest commission or commission equivalent, and NGPW may also consider the market expertise and research access provided by the broker-dealer/custodian, including but not limited to access to written research, oral communication with analysts, admittance to research conferences and other resources provided by the brokers that may aid in NGPW's research efforts. NGPW will never charge a premium or commission on transactions, beyond the actual cost imposed by the broker-dealer/custodian.

NGPW recommends Interactive Brokers and TD Ameritrade Institutional (a division of Charles Schwab and formerly TD Ameritrade, Inc.), Members FINRA.

1. Research and Other Soft-Dollar Benefits

While NGPW has no formal soft dollars program in which soft dollars are used to pay for third party services, NGPW may receive research, products, or other services from custodians and broker-dealers in connection with client securities transactions ("soft dollar benefits"). NGPW may enter into soft-dollar arrangements consistent with (and not outside of) the safe harbor contained in Section 28(e) of the Securities Exchange Act of 1934, as amended. There can be no assurance that any particular client will benefit from soft dollar research, whether or not the client's transactions paid for it, and NGPW does not seek to allocate benefits to client accounts proportionate to any soft dollar credits generated by the accounts. NGPW benefits by not having to produce or pay for the research, products or services, and NGPW will have an incentive to recommend a broker-dealer based on receiving research or services. Clients should be aware that NGPW's acceptance of soft dollar benefits may result in higher commissions charged to the client.

2. Brokerage for Client Referrals

NGPW receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

3. Clients Directing Which Broker/Dealer/Custodian to Use

NGPW may permit clients to direct it to execute transactions through a specified broker-dealer. If a client directs brokerage, then the client will be required to

acknowledge in writing that the client's direction with respect to the use of brokers supersedes any authority granted to NGPW to select brokers; this direction may result in higher commissions, which may result in a disparity between free and directed accounts; the client may be unable to participate in block trades (unless NGPW is able to engage in "step outs"); and trades for the client and other directed accounts may be executed after trades for free accounts, which may result in less favorable prices, particularly for illiquid securities or during volatile market conditions. Not all investment advisers allow their clients to direct brokerage.

B. Aggregating (Block) Trading for Multiple Client Accounts

If NGPW buys or sells the same securities on behalf of more than one client, then it may (but would be under no obligation to) aggregate or bunch such securities in a single transaction for multiple clients in order to seek more favorable prices, lower brokerage commissions, or more efficient execution. In such case, NGPW would place an aggregate order with the broker on behalf of all such clients in order to ensure fairness for all clients; provided, however, that trades would be reviewed periodically to ensure that accounts are not systematically disadvantaged by this policy. NGPW would determine the appropriate number of shares and select the appropriate brokers consistent with its duty to seek best execution, except for those accounts with specific brokerage direction (if any).

Item 13: Review of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

All client accounts for NGPW's advisory services provided on an ongoing basis are reviewed at least quarterly by Sean Puckett, Chief Compliance Officer, with regard to clients' respective investment policies and risk tolerance levels. All accounts at NGPW are assigned to this reviewer.

All financial planning accounts are reviewed upon financial plan creation and plan delivery by Sean Puckett, Chief Compliance Officer, NGPW. Financial planning clients are provided a one-time financial plan concerning their financial situation. After the presentation of the plan, there are no further reports. Clients may request additional plans or reports for a fee.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews may 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).

With respect to financial plans, NGPW's services will generally conclude upon delivery of the financial plan.

C. Content and Frequency of Regular Reports Provided to Clients

Each client of NGPW's advisory services provided on an ongoing basis will receive a quarterly report detailing the client's account, including assets held, asset value, and calculation of fees. This written report will come from the custodian. Clients will also receive statements from NGPW and are urged to compare the account statements they received from custodian with those they received from NGPW.

Each financial planning client will receive the financial plan upon completion.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

NGPW does not receive any economic benefit, directly or indirectly from any third party for advice rendered to NGPW clients.

Compensation to Non – Advisory Personnel for Client Referrals

NGPW does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

Item 15: Custody

When advisory fees are deducted directly from client accounts at client's custodian, NGPW will be deemed to have limited custody of client's assets and must have written authorization from the client to do so. This constructive custody status is not subject to the surprise audit examination mandated by the SEC for investment advisers who maintain custody of client assets. Clients will receive all account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy.

Item 16: Investment Discretion

NGPW provides discretionary and non-discretionary investment advisory services to clients. The advisory contract established with each client sets forth the discretionary authority for trading. Where investment discretion has been granted, NGPW generally manages the client's account and makes investment decisions without consultation with the client as to when the

securities are to be bought or sold for the account, the total amount of the securities to be bought/sold, what securities to buy or sell, or the price per share. In some instances, NGPW's discretionary authority in making these determinations may be limited by conditions imposed by a client (in investment guidelines or objectives, or client instructions otherwise provided to NGPW).

Item 17: Voting Client Securities (Proxy Voting)

NGPW will not request, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

Item 18: Financial Information

A. Balance Sheet

NGPW neither requires nor solicits prepayment of more than \$500 (per Montana) and \$1,200 (per SEC) in fees per client, six months or more in advance, and therefore is not required to include a balance sheet with this brochure.

B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither NGPW nor its management has any financial condition that is likely to reasonably impair NGPW's ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

NGPW has not been the subject of a bankruptcy petition in the last ten years.