

Form ADV Part 2A - Appendix 1: Wrap Fee Program Brochure
Item 1: Cover Page
September 9, 2022



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This brochure provides information about the qualifications and business practices of Measured Wealth Private Client Group, LLC. If you have any questions about the contents of this brochure, please contact us by telephone at (603) 431-1444 or email ebenway@measuredwealth.net. 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 Measured Wealth Private Client Group, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Please note that the use of the term "registered investment adviser" and description of Measured Wealth Private Client Group, LLC and/or our associates as "registered" does not imply a certain level of skill or training. You are encouraged to review this Brochure and Brochure Supplements for our firm's associates who advise you for more information on the qualifications of our firm and our employees.

Item 2 Material Changes

Measured Wealth Private Client Group, LLC is required to advise you of any material changes to the Wrap Fee Program Brochure ("Brochure") from our last annual update.

Since our last annual updating amendment dated March 31, 2021, we have the following material changes to report:

- Edward Miller has been hired as the Chief Investment Officer for the firm.
- Under the *Services, Fees & Compensation* section, we have added several disclosures as described below:
 - We added a disclosure related to rollover recommendations for purposes of complying with the DOL's Prohibited Transaction Exemption 2020-02. Please see the Rollover Recommendation subsection for additional information.
 - We added a disclosure to address the changes in the custodian's transaction costs and the impact on our wrap fee program. Current business practices of the broker-dealer/custodian(s) we use has led to the reduction or elimination of many transaction charges (commissions). Therefore, our commission costs for trading in certain types of securities within the wrap fee program have been reduced or eliminated which means we retain a larger portion of the advisory fee we charge you, depending on the types of securities transacted in your account. This presents a conflict of interest as we have not reduced our fees to you in conjunction with these savings. We have no way of predicting how the custodian will assess transaction costs in the future, and trading costs may be higher or lower. We believe our wrap fee is fair and reasonable based on the services we provide and the advice we deliver.
 - We added that cash balances and cash equivalents are included in the billing calculation for clarification purposes.
- Under the *Additional Information* section, we have added several disclosures as described below:
 - We have added Charles Schwab as a recommended custodian and participate in the Schwab Advisor Network®. Please refer to the Client Referrals & Other Compensation subsections for additional information, including information related to economic benefits we receive from Schwab and our participation in the client referral program. Additionally, we have removed disclosures related to the TD Ameritrade AdvisorDirect referral program which has been discontinued as of March 31, 2022.
 - We have added an affiliated insurance company, Measure Wealth Risk Management, LLC. Please see the *Additional Information* section for additional disclosures related to our affiliate and the potential conflicts of interest.

We no longer offer the wrap fee programs described in this Brochure; however, we do have clients participating wrap fee programs. While we don't anticipate making material changes to this Brochure in the future, this Brochure will be kept current, and a current version will be made available via the SEC's Investment Adviser Public Disclosure website until the firm no longer has clients participating in a wrap fee program. Please see the ADV 2A Brochure for additional disclosure updates related to our non-wrap program.

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Item 4 Services, Fees & Compensation

We no longer offer the wrap fee programs as described in this Wrap Fee Program Brochure. This brochure is provided to wrap fee program clients only.

Our wrap fee accounts are managed on an individualized basis according to the client's investment objectives, financial goals, risk tolerance, etc.

A wrap fee program allows our clients to pay a specified fee for investment advisory services and the execution of transactions. The advisory services may include portfolio management, and the fee is not based directly upon transactions in your account. Your fee is bundled with our costs for executing transactions in your account(s). We do not charge our clients higher advisory fees based on their trading activity, but you should be aware that we may have an incentive to limit our trading activities in your account(s) because we are charged for executed trades. By participating in a wrap fee program, you may end up paying more or less than you would through a non-wrap fee program where a lower advisory fee is charged, but trade execution costs are passed directly through to you by the executing broker.

Our Wrap Advisory Services

Wrap Asset Management:

We emphasize continuous and regular account supervision. As part of our asset management service, we generally create a portfolio consisting of individual stocks or bonds, exchange traded funds ("ETFs"), options, mutual funds and other public and private securities or investments. The client's individual investment strategy is tailored to their specific needs and may include some or all of the previously mentioned securities. Each portfolio will be initially designed to meet a particular investment goal, which we determine to be suitable to the client's circumstances. Once the appropriate portfolio has been determined, we review the portfolio at least quarterly and if necessary, rebalance the portfolio based upon the client's individual needs, stated goals, and objectives. Each client has the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio.

Due to the additional complexity and time associated with managing an option strategy, if an option strategy is employed, an additional .25% may be added to the fee schedule below for the account(s) being managed under this strategy.

We may utilize Independent Money Managers, where we may design an investment portfolio and provide ongoing corresponding asset management services on a fee-only basis for a percentage of assets in conjunction with another investment advisory firm. Before selecting other advisers, we conduct due diligence on the firm, reviewing their performance history, strategy, compliance program and licensing and registrations.

Assets Under Management	Annual Percentage
On The First \$1,000,000	1.70%
On The Next \$2,000,000	1.45%
On The Next \$4,000,000	1.20%
On The Next \$3,000,000	1.00%
On The Balance	Negotiable

Our current fee schedule is shown above. Our firm's fees are billed on a pro-rata annualized basis quarterly in advance based on the value of your account on the last day of the previous quarter. Cash balances are included in the billing calculation. Our fees are negotiable, at the firm's discretion. Fees will be automatically deducted from your managed account. We do not offer direct billing as an option to our Asset Management clients. As part of this process, you understand and acknowledge the following:

- Your independent custodian sends statements to you on at least a quarterly basis showing the market values for each security included in the Assets and all disbursements in your account including the amount of the advisory fees paid to us;
- You provide authorization permitting us to be paid directly from the managed account held by the independent custodian;
- Our firm sends an electronic request to the custodian indicating the amount of the fee to be paid from the client's managed account; and
- Our invoice includes a notice that urges the client to compare information provided in their statements with those from the qualified custodian in account opening notices and subsequent statements.

When utilized, we pay compensation to Independent Managers for services rendered by these firms to our clients and our firm. This compensation is typically equal to a percentage of the overall investment advisory fee charged by our firm or an agreed upon fixed fee. We usually pay twenty-five (25) to fifty-percent (50%) of the overall advisory fee to Independent Managers for their services.

Other Fees:

You may pay custodial fees, charges imposed directly by a mutual fund, index fund, or exchange traded fund which shall be disclosed in the fund's prospectus (i.e., fund management fees and other fund expenses), wire transfer fees and other non-transaction-based fees and taxes on brokerage accounts and securities transactions. These fees are not included within the wrap-fee you are charged by our firm.

We do not recommend or offer the wrap program services of other providers. Our investment advisory representatives receive a portion of the advisory fee that you pay us, either directly as a percentage of your overall fee or as their salary from our firm. In cases where our investment advisory representatives are paid a percentage of your overall advisory fee, this may create an incentive to recommend that you participate in a wrap fee program rather than a non-wrap fee program (where you would pay for trade execution costs) or brokerage account where commissions are charged. This is because, in some cases, we may stand to earn more compensation from advisory fees paid to us through a wrap fee program arrangement if your account is not actively traded.

Current business practices of the broker-dealer/custodian(s) we use has led to the reduction or elimination of many transaction charges (commissions). Therefore, our commission costs for trading in certain types of securities within the wrap fee program have been reduced or eliminated which means we retain a larger portion of the advisory fee we charge you, depending on the types of securities transacted in your account. This presents a conflict of interest as we have not reduced our fees to you in conjunction with these savings. We have no way of predicting how the custodian will assess transaction costs in the future, and trading costs may be higher or lower. We believe our wrap fee is fair and reasonable based on the services we provide and the advice we deliver.

Rollover Recommendations

Effective December 20, 2021 (or such later date as the US Department of Labor ("DOL") Field Assistance Bulletin 2018-02 ceases to be in effect), for purposes of complying with the DOL's Prohibited Transaction Exemption 2020-02 ("PTE 2020-02") where applicable, we are providing the following acknowledgment to you. When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Under this special rule's provisions, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

We benefit financially from the rollover of your assets from an ERISA account to an account that we manage or provide investment advice, because the assets increase our assets under management and our advisory fees. In contrast, we receive less or no compensation if assets remain in the current plan or are rolled over to another Company plan in which you may participate.

Item 5 Account Requirements & Types of Clients

Our services are recommended for accounts with balances of \$250,000 or more, though we may allow for a lower account balance at our discretion.

Types of clients we typically manage wrap fee accounts on behalf of include:

- Individuals and High Net Worth Individuals;
- Trusts, Estates or Charitable Organizations;
- Pension and Profit Sharing Plans;
- Corporations, Limited Liability Companies and/or Other Business Types.

Item 6 Portfolio Manager Selection & Evaluation

Our firm selects and reviews outside portfolio managers based on the following factors:

- past performance;
- investment philosophy;
- market outlook;
- experience of portfolio managers and executive team;
- disciplinary, legal and regulatory histories of the firm and its associates; and
- whether established compliance procedures are in place to address at a minimum, insider trading, conflicts of interest, anti-money laundering.

In our review of client accounts, we rely upon the performance figures based on client's monthly or quarterly statements or reports provided to us by third party portfolio managers.

Advisory Business:

See Item 4 for information about our wrap fee advisory program. We offer individualized investment advice to all of our clients.

Each client has the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio. Restrictions on investments in certain securities or types of securities may not be possible due to the level of difficulty this would entail in managing the account. Restrictions would be limited to our Wrap Asset Management service.

Participation in Wrap Fee Programs:

Our wrap fee and non-wrap fee accounts are managed on an individualized basis according to the client's investment objectives, financial goals, risk tolerance, etc. We do not manage wrap fee accounts in a different fashion than non-wrap fee accounts. As noted in Item 4, we receive a portion of the wrap fee for our services.

Performance-Based Fees & Side-By-Side Management:

We do not charge performance fees to our clients.

Methods of Analysis, Investment Strategies & Risk of Loss:

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

- Quantitative;
- Cyclical;
- Fundamental; and
- Qualitative.

We use the following strategies in managing client accounts, provided that such strategies are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

- Long Term Purchases (Securities Held At Least a Year);
- Short Term Purchases (Securities Sold Within a Year);
- Trading (Securities Sold Within 30 Days);
- Short Sales;
- Margin Transactions; and
- Option Writing, including Covered Options, Uncovered Options or Spreading Strategies;
- Futures.

Please Note: Investing in securities involves risk of loss that clients should be prepared to bear. While the stock market may increase and your account(s) could enjoy a gain, it is also possible that the stock market may decrease and your account(s) could suffer a loss. It is important that you understand the risks associated with investing in the stock market, are appropriately diversified in your investments, and ask us any questions you may have.

Voting Client Securities:

We do not and will not accept the proxy authority to vote client securities. Clients will receive proxies or other solicitations directly from their custodian or a transfer agent. In the event that proxies are sent to our firm, we will forward them on to you and ask the party who sent them to mail them directly to you in the future. Clients may call, write or email us to discuss questions they may have about particular proxy votes or other solicitations.

Third party money managers selected or recommended by our firm may vote proxies for clients. Therefore, except in the event a third party money manager votes proxies, clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets. Therefore (except for proxies that may be voted by a third party money manager), our firm and/or you shall instruct your qualified custodian to forward to you copies of all proxies and shareholder communications relating to your investment assets.

Item 7 Client Information Provided to Portfolio Manager(s)

We are required to describe the information about you that we communicate to your portfolio manager(s), and how often or under what circumstances we provide updated information. Our firm communicates with your portfolio manager(s) on a regular basis as needed (daily, weekly, monthly, etc) to ensure your most current investment goals and objectives are understood by your portfolio manager(s). In most cases, we will communicate such information as part of our regular investment management duties. Nevertheless, we will also communicate information to your portfolio manager(s) when you ask us to, when market or economic conditions make it prudent to do so, etc.

Item 8 Client Contact with Portfolio Manager(s)

Clients are always free to directly contact their portfolio manager(s) with any questions or concerns they have about their portfolios or other matters.

Item 9 Additional Information

Disciplinary Information

There are no legal or disciplinary events that are material to the evaluation of our advisory business or the integrity of our management.

Financial Industry Activities & Affiliations

Arrangements with Affiliated Entities

We are affiliated with Measured Wealth Risk Management, LLC through common control and ownership. Therefore, persons providing investment advice on behalf of our firm may be licensed as insurance agents. These persons will earn commission-based compensation for selling insurance products, including insurance products they sell to you. Insurance commissions earned by these persons are separate from our advisory fees. This affiliated firm is otherwise regulated by the professional organizations to which it belongs and must comply with the rules of those organizations. These rules may prohibit paying or receiving referral fees to or from investment advisers that are not members of the same organization.

Referral arrangements with an affiliated entity present a conflict of interest for us because we may have a direct or indirect financial incentive to recommend an affiliated firm's services. While we believe that compensation charged by an affiliated firm is competitive, such compensation may be higher than fees charged by other firms providing the same or similar services. You are under no obligation to use the services of any firm we recommend, whether affiliated or otherwise, and may obtain comparable services and/or lower fees through other firms.

Our firm and its representatives have a fiduciary duty to only recommend securities, insurance and other investment products when such recommendations are deemed to be in the client's best interest, based on the client's individual needs, objectives and circumstances.

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

We recognize that the personal investment transactions of members and employees of our firm demand the application of a high Code of Ethics and require that all such transactions be carried out in a way that does not endanger the interest of any client. At the same time, we believe that if investment goals are similar for clients and for members and employees of our firm, it is logical and even desirable that there be common ownership of some securities.

Therefore, in order to prevent conflicts of interest, we have in place a set of procedures (including a pre-clearing procedure) with respect to transactions effected by our members, officers and employees for their personal accounts¹. In order to monitor compliance with our personal trading policy, we have a quarterly securities transaction reporting system for all of our associates. Furthermore, our firm has established a Code of Ethics which applies to all of our associated persons. An investment adviser is considered a fiduciary. As a fiduciary, it is an investment adviser's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of our clients at all times. We have a fiduciary duty to all clients. Our fiduciary duty is considered the core underlying principle for our Code of Ethics which also includes Insider Trading and Personal Securities Transactions Policies and Procedures. We require all of our supervised persons to conduct business with the highest level of ethical standards and to comply with all federal and state securities laws at all times. Upon employment or affiliation and at least annually thereafter, all supervised persons will sign an acknowledgement that they have read, understand, and agree to comply with our Code of Ethics.

[1] For purposes of the policy, our associate's personal account generally includes any account (a) in the name of our associate, his/her spouse, his/her minor children or other dependents residing in the same household, (b) for which our associate is a trustee or executor, or (c) which our associate controls, including our client accounts which our associate controls and/or a member of his/her household has a direct or indirect beneficial interest in.

Our firm and supervised persons must conduct business in an honest, ethical, and fair manner and avoid all circumstances that might negatively affect or appear to affect our duty of complete loyalty to all clients. This disclosure is provided to give all clients a summary of our Code of Ethics. However, if a client or a potential client wishes to review our Code of Ethics in its entirety, a copy will be provided promptly upon request.

Neither our firm nor a related person recommends to clients, or buys or sells for client accounts, securities in which our firm or a related person has a material financial interest.

Related persons of our firm may buy or sell securities and other investments that are also recommended to clients. In order to minimize this conflict of interest, whenever a related person wishes to buy or sell a security that is also being bought or sold for one or more clients, our related persons' trade will be aggregated with such client orders or will be placed 24 hours or more after placing the trade for clients.

A copy of our firms' Code of Ethics is available upon request.

Review of Accounts

Our portfolio investment models are reviewed on an ongoing basis. We review our client's investment objectives against these models no less than quarterly. The nature of these reviews is to learn whether clients' accounts are in line with their investment objectives, appropriately positioned based on market conditions, and investment policies, if applicable. We review client investment objectives at least annually.

We review accounts on at least a quarterly basis for our clients subscribing to our Asset Management service. We do not provide written reports to clients, unless asked to do so. Verbal reports to clients take place on at least an annual basis when we contact clients who subscribe to our Asset Management service. Only Edward Benway will conduct reviews.

We may review client accounts more frequently than described above. Among the factors which may trigger an off-cycle review are major market or economic events, the client's life events, requests by the client, etc.

Client Referrals & Other Compensation

We participate in the TD Ameritrade Institutional program. TD Ameritrade Institutional is a division of TD Ameritrade, Inc. ("TD Ameritrade"), member FINRA/SIPC. TD Ameritrade is an independent SEC-registered broker-dealer. TD Ameritrade offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. We receive some benefits from TD Ameritrade through our participation in the program.

We participate in TD Ameritrade's institutional customer program and we recommend TD Ameritrade to clients for custody and brokerage services. There is no direct link between our firm's participation in the program and the investment advice we give to our clients, although we receive economic benefits through our participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving our firm's participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to us by third party vendors.

TD Ameritrade also pays for business consulting and professional services received by our firm's related persons. Some of the products and services made available by TD Ameritrade through the program benefit our firm but may not directly benefit our client accounts. These products or services assist us in managing and administering client accounts, including accounts not maintained at TD Ameritrade.

Other services made available by TD Ameritrade are intended to help us manage and further develop our business enterprise. The benefits received by our firm or our personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of our fiduciary duties to our clients, we endeavor at all times to put the interests of our clients first. Clients should be aware, however, that the receipt of economic benefits by our firm or our related persons in and of itself creates a potential conflict of interest and indirectly influences our firm's choice of TD Ameritrade for custody and brokerage services.

Schwab Advisor Network®

Our firm receives client referrals from Charles Schwab & Co., Inc. ("Schwab") through our participation in Schwab Advisor Network® ("the Service"). The Service is designed to help investors find an independent investment advisor. Schwab is a broker-dealer independent of and unaffiliated with our firm. Schwab does not supervise Advisor and has no responsibility for our management of clients' portfolios or our other advice or services. We pay Schwab fees to receive client referrals through the Service. Our participation in the Service raises potential conflicts of interest described below.

We pay Schwab a Participation Fee on all referred clients' accounts that are maintained in custody at Schwab and a separate one-time Transfer Fee on all accounts that are transferred to another custodian. The Transfer Fee creates a conflict of interest that encourages our firm to recommend that client accounts be held in custody at Schwab. The Participation Fee paid by our firm is a percentage of the value of the assets in the client's account. Our firm pays Schwab the Participation Fee for so long as the referred client's account remains in custody at Schwab. The Participation Fee is paid by our firm and not by the client. We have agreed not to charge clients referred through the Service fees or costs greater than the fees or costs our firm charges clients with similar portfolios who were not referred through the Service.

The Participation and Transfer Fees are based on assets in accounts of our firm's clients who were referred by Schwab and those referred clients' family members living in the same household. Thus, our firm will have incentives to recommend that client accounts and household members of clients referred through the Service maintain custody of their accounts at Schwab.

SmartAsset

We utilize a referral program for investment professionals offered through the SmartAsset Advisors, LLC (hereinafter, "SmartAsset") for client referrals within a specific geographic region. We pay a monthly fee for leads made available through the SmartAsset's website. The monthly fee is not contingent on a referral becoming a client. SmartAsset provides prospective clients with a survey that will be utilized to match the potential client with up to three advisors based on certain criteria. SmartAsset's role is limited to facilitating a match between the prospective clients and our firm. SmartAsset does not provide prospective clients with an assessment of the merits or shortcomings of any particular investment professional or their investment strategies. SmartAsset's is a lead generation service and does not provide investment advice. You will not pay additional fees because of this referral arrangement.

Other Referral Arrangements

We also have a solicitor arrangement with bank, who refers bank clients to our firm for advisory services. At the time of referral, the bank must provide the referred client with a copy of this brochure, as well as a solicitors disclosure statement describing the terms of our arrangement. If the referred bank client engages us for services, we share a portion of the referred client's advisory fee with the bank.

Financial Information

We are not required to provide financial information in this Brochure because:

- We do not require the prepayment of more than \$1,200 in fees and six or more months in advance.
- We do not have a financial condition or commitment that impairs our ability to meet contractual and fiduciary obligations to clients.
- We have never been the subject of a bankruptcy proceeding.