

Item 1 – Cover Page

InterPrime Advisors, LLC

**Form ADV Part 2A
Wrap Fee Program Brochure**

September 7, 2022

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Tel: 888-407-8139**

This Wrap Fee Program Brochure provides information about the qualifications and business practices of InterPrime Advisors, LLC (“InterPrime Advisors”). If you have any questions about the contents of this Brochure, please contact InterPrime Advisors at **888-407-8139**. 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 InterPrime Advisors is also available on the SEC’s website at www.advisorinfo.sec.gov.

Item 2 – Material Changes

The material changes in this brochure from the last annual updating amendment of InterPrime Advisors, LLC 02/21/22 are described below. Material changes relate to InterPrime Advisors, LLC's policies, practices or conflicts of interests.

- InterPrime Advisors, LLC has updated Item 4.
- InterPrime Advisors, LLC has updated their assets under management (Item 4).

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Item 4 – Services, Fees and Compensation

General Description of Advisory Firm

InterPrime Advisors, LLC (“InterPrime Advisors”), is a Delaware limited liability company that was founded in 2018 and is a wholly owned subsidiary of InterPrime Technologies, Inc. The principal owner of InterPrime Technologies, Inc is Kanishka Maheshwari. InterPrime Advisors is registered with the SEC as an internet only adviser, which means that it may only provide investment advice to its clients through an interactive website. As of July 2022, InterPrime Advisors manages approximately \$ 118,410,523.00 of Client assets on a discretionary basis.

The technology assets owned by the parent company of InterPrime Advisors LLC (InterPrime Technologies Inc.) have been acquired by Under Technologies Inc. DBA Rho. The InterPrime Advisors LLC RIA is still independent and operating as such, until we complete the transfer of customers in the next several months.

General Description of Wrap Fee Services and Fees

InterPrime Advisors offers the following wrap fee program (“Program”) whereby InterPrime Advisors charges a single asset-based fee for advisory services, which includes the cost of portfolio management services and the execution of securities transactions, including brokerage commissions, account opening fees, transactions fees, custodian fees, investment adviser fees and other related costs and expenses. Costs that are unrelated to the ongoing management of the Client account will be borne by the Client.

The fees not included in the advisory fee for our wrap services are 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), fees for trades executed away from the custodian, mark-ups and mark-downs, spreads paid to market makers, wire transfer fees and other fees and taxes on brokerage accounts and securities transactions.

The Program has been designed by InterPrime Advisors to permit Clients to invest in securities based on their cash flow and liquidity needs. The automated system collects investment objectives, risk tolerance, cash flows, liquidity needs and other information from Clients. The Program is implemented in an automated fashion and Client portfolios are deployed and rebalanced automatically as applicable. InterPrime Advisors does review trades proposed by the system prior to execution.

The annual fee for the Program is billed monthly in arrears on the last business day of the month. Fees will be assessed pro rata in the event the portfolio management agreement is executed at any time other than the first business day of a calendar quarter.

Fees are negotiable and may vary, but generally will be based on an annual percentage rate of 25 basis points (0.25%) of assets under management. The overall cost you will incur if you participate in our Program may be higher or lower than you might incur by separately purchasing the types of securities available in the program due to varying commission rates, custodial fees, and other factors.

As InterPrime Advisors absorbs certain transaction costs in wrap fee accounts, it may have a financial incentive not to place transaction orders in those accounts since doing so increases its transaction costs. Thus, an incentive exists to place trades less frequently in a wrap fee arrangement. Nonetheless, InterPrime Advisors is committed to placing transactions in Client accounts when it believes such transactions are appropriate. InterPrime Advisors does not receive compensation from any third-party for placing Clients in the Program.

Item 5 – Account Requirements and Types of Clients

The minimum investment required to open and maintain an account is \$20,000.

Clients are generally small business entities, individuals, and charitable organizations. Clients are not required to have a certain amount of investment experience, personal wealth, or sophistication.

InterPrime Advisors may require that clients establish brokerage accounts with Interactive Brokers, LLC a registered broker-dealer, to maintain custody of clients' assets and to effect trades for their accounts. InterPrime Advisors is independently owned and operated and not affiliated with Interactive Brokers, LLC. Interactive Brokers, LLC provide InterPrime Advisors with access to brokerage services that are related to the execution of securities transactions, custody, analyses and reports.

InterPrime may require that clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. The final decision to custody assets with Schwab is at the discretion of the client. InterPrime independently owned and operated and not affiliated with Schwab. Schwab provides InterPrime with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's clients' assets are maintained in accounts at Schwab Advisor Services. Schwab's services include brokerage services that are related to the execution of securities transactions, custody, research, including that in the form of advice, analyses and reports, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

Schwab also makes available other products and services that benefit InterPrime but may not benefit its clients' accounts. These benefits may include national, regional or specific educational events organized and/or sponsored by Schwab Advisor Services. Other potential benefits may include occasional business entertainment of personnel of InterPrime by Schwab Advisor Services personnel. Other of these products and services assist InterPrime in managing and administering clients' accounts. Many of these services generally may be used to service all or some substantial number of InterPrime's accounts, including accounts not maintained at Schwab Advisor Services.

Schwab Advisor Services also makes available to InterPrime other services intended to help InterPrime manage and further develop its business enterprise. These services may include professional compliance, legal and business consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, employee benefits providers, human capital consultants, insurance and marketing. In addition, Schwab may make available, arrange and/or pay vendors for these types of services rendered to InterPrime by independent third parties. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to InterPrime. While, as a fiduciary, InterPrime endeavors to act in its clients' best interests, InterPrime's requirement that clients maintain their assets in accounts at Schwab may be based in part on the benefit to InterPrime of the availability of some of the foregoing products and services and other arrangements and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

Schwab has eliminated commissions for online trades of equities, ETFs and options (subject to \$0.65 per contract fee). This means that, in most cases, when we buy and sell these types of securities, we will not have to pay any commissions to Schwab. We encourage you to review Schwab's pricing to compare the total costs of entering into a wrap fee arrangement versus a non-wrap fee arrangement. If you choose to enter into a wrap fee arrangement, your total cost to invest could exceed the cost of paying for brokerage and advisory services separately. To see what you would pay for transactions in a non-wrap account please refer to Schwab's most recent pricing schedules available at [schwab.com/aspricingguide](https://www.schwab.com/aspricingguide).

Item 6 – Portfolio Manager Selection and Evaluation

All InterPrime Advisors Clients receive automated investment advice directly through the website and as such, they are not assigned individual portfolio managers. Since portfolio management is performed digitally and internally, InterPrime Advisors is required to disclose the following information about A) Investment Strategies and Methods of Analysis, B) Risk Factors, and C) Proxy Voting.

Investment Strategies and Methods of Analysis

InterPrime Advisors uses software to address client liquidity and cash management needs. InterPrime investments are made in U.S. treasury securities, certificates of deposit and corporate bonds. InterPrime develops bond ladders based on information obtained from client bank account statements and information gathered from clients. InterPrime's target investments are in very low duration instruments to minimize duration risk and these instruments are generally held to maturity unless otherwise directed by the client.

U.S. Treasury Securities:

U.S. Treasury securities include direct obligations to the US, Treasury, such as Treasury bills, notes and bonds, The U.S. government guarantees the payment of principal and interest, resulting in the highest possible credit quality. Fluctuations in interest rates subject these securities to variations in market value. However, they are paid in full when held to maturity.

Certificate of Deposit (CDs):

InterPrime may recommend the purchase of CDs when clients are seeking a relatively low-risk investment. A CD is a type of deposit account with a bank with a set maturity date and typically offers a higher interest rate than a traditional savings account.

Corporate Bonds:

A corporate bond is a type of debt instrument that is issued by a firm. The issuer pays investors periodic interest and repay the amount borrowed either periodically during the life of the security and/or at maturity. The backing of the bond is generally the ability if the company repay which depends on the future revenues and profitability. The market price of the debt securities fluctuates depending on such factors as interest rates, credit quality, and maturity.

Risk Factors

The following are some of the primary, but not all, risks that Clients may face when investing with InterPrime Advisors.

Principal Investment Risks:

Investing in securities involves risk of loss that clients should be prepared to bear. InterPrime Advisors cannot guarantee that it will achieve a Client's investment objective. Clients' returns will fluctuate, and you may lose money by investing in securities. Below are some more specific risks of investing with InterPrime Advisors:

- **U.S. Government Securities Risk:**
Clients may invest in U.S. government securities. U.S. government securities include securities issued by the U.S. Treasury and by U.S. government agencies and instrumentalities. U.S. government securities may be supported by the full faith and credit of the United States.
 - **Interest Rate Risk:**
The current interest rate could affect the value of your investment in a government security if you have to sell it before maturity.
 - **Inflation Risk**
There is a risk that the return you earn on your investment in a government security does not keep pace with inflation.
 - **Market Risk**
There is a risk that the entire market declines and the prices of government securities will fall. If you need to sell your security before maturity date, you may have an economic loss.
- **Fixed Income Risk:**
Clients may invest in commercial paper or other fixed income securities. The issuer of a fixed income security may not be able to make interest and principal payments when due. Generally, the lower the credit rating of a security, the greater the risk that the issuer will default on its obligation. If a rating agency gives a debt security a lower rating, the value of the debt security may decline because investors demand a higher rate of return. As nominal interest rates rise, the value of fixed income securities is likely to decrease. A nominal interest rate is the sum of a real interest rate and an expected inflation rate.

InterPrime Advisors-Specific Risks:

- **Internet-Only Adviser:**
InterPrime Advisors is currently registered with the SEC as an "Internet-Only Adviser", meaning that it is permitted solely to offer investment to Clients by means of an interactive website. As such, InterPrime Advisors may only communicate with Clients directly about issues related to troubleshooting user experience on the website or other clerical/administrative tasks. Clients will not receive any investment advice directly from humans on behalf of InterPrime Advisors, which may be difficult for some Clients. All InterPrime Advisors Clients are expected to have a certain degree of digital literacy necessary to navigate the platform and review the services offered therethrough. InterPrime Advisors services may not be suitable for Clients who are not comfortable using the Internet or making decisions based on information that they have not been able to review with a person. InterPrime Advisors strongly urges all prospective Clients to consider these factors before signing up for service.
- **Management Risk:**
InterPrime Advisors's investment approach may fail to produce the intended results. If our perception of the performance of a specific asset class or fund is not realized in the expected time frame, the overall performance of Clients' portfolios may suffer.
- **Market Data:**

InterPrime Advisors relies on third parties for the provision of market statistics, performance, and related information and although these parties are generally reliable and reputable, there may be inaccuracies or discrepancies in the information that is beyond InterPrime Advisors's control.

- **Client Information:**
InterPrime Advisors bases its recommendations solely on information provided by Clients and relies on the Client to provide accurate information. If the Client provides inaccurate information, this will impact the quality and relevance of InterPrime Advisors's recommendations. Further, Clients are required to keep such information as up to date as possible so that InterPrime Advisors can continue to provide relevant recommendations.
- **Proprietary Software:**
InterPrime Advisors provides recommendations to Clients based on proprietary software that utilizes various quantitative and qualitative models. Such computer-generated recommendations, like all investment recommendations, may be subject to system error. No guarantee or representation is made that the investment recommendations will be successful. InterPrime Advisors may simply fail to identify favorable investment opportunities or to evaluate those investments recommendations accurately that it does make to Clients. Further, as market dynamics (for example, due to changed market conditions and participants) shift over time, a previously highly successful model may become outdated or inaccurate, perhaps without the computer software system recognizing the change before further recommendations are made. As such, Clients are urged to verify any recommendations generated by the InterPrime Advisors software platform with their own legal, financial, tax and economic advisors and to conduct their own due diligence on recommended Securities before following any recommendation.
- **Account Rebalancing:**
Client accounts may be rebalanced from time to time for reasons including, but not limited to, updates to the parent model portfolios, market performance, cash inflows/outflows, or Client adjustment of cash flow or liquidity needs. Account rebalancing may occur at any time and without notice to Clients. Typically, accounts will be rebalanced a maximum of once per month, or more often as conditions dictate. All rebalancing is automated by InterPrime Advisors's proprietary software and is therefore subject to potential automation errors.

Proxy Voting

We do not vote Client proxies. Therefore, Clients maintain exclusive responsibility for: (1) voting proxies, and (2) acting on corporate actions pertaining to the Client's investment assets. The Client shall instruct the Client's qualified custodian to forward to the Client copies of all proxies and shareholder communications relating to the Client's investment assets.

Item 7 – Client Information Provided to Portfolio Managers

InterPrime Advisors, as the sponsor and portfolio manager of the Program, will not provide Client information to other portfolio managers.

For a copy of InterPrime Advisors Privacy Policy, please contact us at 888-407-8139.

Item 8 – Client Contact with Portfolio Managers

As noted in Item 6 above, InterPrime Advisors is an internet-only adviser, meaning that Clients may not be able to communicate with InterPrime Advisors staff regarding investment advice. Please consider the risks of using an internet-only adviser, as outlined above, and your personal investment style before signing up for an account with InterPrime Advisors.

Item 9 – Additional Information

Disciplinary Information

InterPrime Advisors has no material events to disclose.

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

InterPrime Advisors has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct and fiduciary duty to its clients. The Code of Ethics (the “Code”) includes provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts, the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things.

InterPrime Advisors requires all supervised persons to acknowledge the terms of the Code of Ethics annually, or as amended.

InterPrime Advisors anticipates that in certain circumstances, it may recommend the purchase or sale of securities, consistent with the client’s investment objectives, in a security in which InterPrime Advisors, its affiliates and/or clients, directly or indirectly, have a position of interest.

InterPrime Advisors’s employees and associated persons are required to follow its Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of InterPrime Advisors and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for Clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of InterPrime Advisors will not interfere with:

- Making decisions in the best interest of advisory clients
- Implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

The Code imposes a preapproval requirement on employee trading, restricting employees from buying or selling a security on the same day before InterPrime Advisors trades that security for a Client. However, because the Code of Ethics does permit employees to invest in the same securities as Clients, there is a possibility that employees might benefit from market activity by a Client in a security held by an employee.

Employee trading is continually monitored under the Code of Ethics to reasonably prevent conflicts of

interest between InterPrime Advisors and its Clients.

InterPrime Advisors Clients or prospective clients may request a copy of the firm's Code of Ethics by contacting us at 888-407-8139.

Securities Recommendations

Neither InterPrime Advisors, nor any of its related persons, recommends to Clients, or buys or sells for Client accounts, securities in which InterPrime Advisors has a direct material financial interest. InterPrime Advisors associated persons may purchase securities for their own accounts, which may, in certain instances, be the same Securities as those recommended to Clients.

Registrant's Code of Ethics governs personal trading of Registrant's related persons and requires all related persons to place the interests of Clients over their own or those of InterPrime Advisors.

InterPrime Advisors Code also maintains policies and procedures to prevent insider trading that are designed to prevent the misuse of material, non-public information. InterPrime Advisors personnel are required to certify their compliance with the Code annually.

Review of Client Accounts

InterPrime Advisors periodically reviews accounts to ensure that they are in-line with the expected portfolio output based on Client inputs. Additionally, InterPrime Advisors reviews trades proposed by its software prior to trade execution. More frequent account reviews may be triggered in the event of a change in the Client's financial situation, goals or risk tolerance.

InterPrime Advisors sends periodic account summary reports to Clients, which include information regarding the Client's portfolio, including performance. Such information is also available by logging on to InterPrime Advisors website.

Client Referrals and Other Compensation

InterPrime Advisors may enter into third-party solicitor arrangements whereby it pays a referral fee for client referrals. Any such arrangements are consistent with Rule 206(4)-3 of the Advisers Act. Under no circumstances is any Client disadvantaged by the payment of such fees. Clients of InterPrime Advisors whose accounts involve third-party solicitor arrangements are advised of the arrangement in writing and do not pay higher fees as a result of the arrangement.

InterPrime may run a client referral promotional program in which current Clients can invite family, friends and others to open an account with InterPrime. These referral promotional programs may include additional account services, more favorable fee arrangements and/or a reduced or waived advisory fees for both the referring Client and the referred Client. These arrangements may create an incentive for an existing Client to refer prospective Clients, even if they would otherwise not make the referral. These arrangements may also create a conflict of interest for a Client to maintain a certain level of assets managed by InterPrime if doing so would result in eligibility to receive an incentive.

Financial Information

InterPrime Advisors has never been the subject of a bankruptcy filing and is not currently aware of any financial condition that is reasonable likely to impair its ability to meet contractual commitments to its Clients.