

Item 1: Cover Page

Sprinkle Financial Consultants, LLC

Form ADV Part 2A

Investment Adviser Brochure

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(303) 297-2185

March 2023

This Brochure provides information about the qualifications and business practices of Sprinkle Financial Consultants, LLC (“we,” “us,” “our”). If you have any questions about the contents of this Brochure, please contact Scott K. Sprinkle, Managing Member and Chief Compliance Officer, at (303) 297-2185 or Scott@sprinklefinancial.com.

Additional information about our Firm is also available on the SEC’s website at www.adviserinfo.sec.gov. 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.

We are a registered investment adviser. Please note that use of the term “registered investment advisor” and a description of the Firm and/or our employees as “registered” does not imply a certain level of skill or training. For more information on the qualifications of the Firm and our employees who advise you, we encourage you to review this Brochure and the Brochure Supplement(s).

Item 2: Summary of Material Changes

Annual Update

In this Item of Sprinkle Financial Consultants, LLC's (SFC or the Firm) Form ADV 2, the Firm is required to discuss any material changes that have been made to Form ADV since the last Annual Amendment, dated March 30, 2022.

Material Changes since the Last Update

Since the last Annual Amendment filing, the Firm has the following Material Changes to report:

- This Form was updated to include information regarding our fiduciary role when providing services to retirement investors and retirement accounts. Please see Item 4: Advisory Business for more information.
- This Form was updated to include disclosure of our conflict of interest related to the financial incentive we have in recommending the transfer of retirement plan assets to accounts that we manage. Please see Item 5: Fees and Compensation for more information.

Full Brochure Available

SFC's Form ADV may be requested at any time, without charge by contacting Scott K. Sprinkle, Managing Member and Chief Compliance Officer, at (303) 297-2185 or Scott@sprinklefinancial.com.

Additional information about our Firm is also available on the SEC's website at www.adviserinfo.sec.gov. 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.

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Item 4: Advisory Business

Firm Description and Types of Advisory Services

Sprinkle Financial Consultants, LLC (SFC) is an investment adviser providing investment advisory services to individuals, high-net worth individuals, trusts and charitable organizations. SFC was founded in 1994.

Principal Owners

SFC is owned by three individuals, each a member of the management team; Scott K. Sprinkle, Sean G. Sprinkle and Stanley G Sprinkle.

Investment Management Services

SFC provides its clients with discretionary investment management services. SFC provides continuous advice to clients regarding investment of client assets based on the individual needs of the client. SFC collects data through personal discussions and questionnaires and reviews risk tolerance, financial goals and objectives, and time horizons. Additional meetings may include a review of additional financial information; sources of income, assets owned, existing insurance, liabilities, wills, trusts, business agreements, tax returns, investments, and personal and family obligations.

This data is used to develop client goals and objectives based upon personal circumstances. Account supervision is guided by the stated objectives of the client (i.e., maximum capital appreciation, growth, income, growth and income, etc.).

In performing its services, SFC shall not be required to verify any information received from the client or from the client's other professionals, and is expressly authorized to rely thereon. The client is free to accept or reject any recommendation made by the SFC. Moreover, each client is advised that it remains his/her/its responsibility to promptly notify SFC if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising SFC's previous recommendations and/or services.

Independent Investment Manager Search and Monitoring

SFC may perform management searches and analysis of various independent investment managers for the purposes of managing the client's portfolio assets. Based on a client's individual circumstances and needs, SFC will determine, with the client, which independent investment manager's portfolio management services are appropriate for that client. Factors considered in making this determination include total asset value, management style, risk tolerance, the opinion of each client and the investment philosophy of the independent manager. Clients should refer to the independent investment manager's disclosure document for a full description of the services offered.

Tailored Relationships

SFC tailors investment advisory services to the individual needs of the client.

Fiduciary Statement

We are fiduciaries under the Investment Advisers Act of 1940 and when we provide investment advice to you regarding your retirement plan account or individual retirement account, we are also fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act, ("ERISA") and/or the Internal Revenue Code, ("IRC"), as applicable, which are laws governing retirement accounts.

We have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. We must take into consideration each client's objectives and act in the best interests of the client. We are prohibited from engaging in any activity that is in conflict with the interests of the client. We have the following responsibilities when working with a client:

- To render impartial advice;
- To make appropriate recommendations based on the client's needs, financial circumstances, and investment objectives;
- To exercise a high degree of care and diligence to ensure that information is presented in an accurate manner and not in a way to mislead;
- To have a reasonable basis, information, and understanding of the facts in order to provide appropriate recommendations and representations;
- Disclose any material conflict of interest in writing; and
- Treat clients fairly and equitably.

Regulations prohibit us from:

- Employing any device, scheme, or artifice to defraud a client;
- Making any untrue statement of a material fact to a client or omitting to state a material fact when communicating with a client;
- Engaging in any act, practice, or course of business which operates or would operate as fraud or deceit upon a client; or
- Engaging in any manipulative act or practice with a client.

We will act with competence, dignity, integrity, and in an ethical manner, when working with clients. We will use reasonable care and exercise independent professional judgement when conducting investment analysis, making investment recommendations, trading, promoting our services, and engaging in other professional activities.

Wrap Fee Programs

SFC does not participate in a Wrap Fee Program.

Client Assets

As of December 31, 2022, SFC manages approximately \$713,396,365 million in assets; all assets are managed on a discretionary basis.

Item 5: Fees and Compensation

Compensation

SFC bases its fees on a percentage of assets under management, fixed fees and hourly charges. SFC's fees are described below.

Compensation – Investment Management Services

In the event the client desires, the client can engage SFC to provide investment management services on a fee-only basis. In the event the client determines to engage SFC on a fee-only basis, SFC shall charge an annual investment management fee based upon a percentage of the market value of the assets being managed by SFC. The investment management fee is graduated based on assets under management, and ranges from 1.50% - 0.225% as specifically set forth on the fee schedule attached to the Investment Advisory Agreement executed by the client. The investment management fee is dependent upon both objective and subjective factors, including the market value of assets under management, the specific type of investment management services to be rendered, and the overall complexity of the investment management process.

SFC's annual investment management fee shall be prorated and paid quarterly, in arrears, based upon the market value of the assets on the last day of the previous quarter.

In addition, SFC may provide investment related consulting services on a fixed fee or hourly fee basis. Fixed fees generally range from \$2,500 - \$50,000, and hourly rates range up to \$750 per hour, depending upon the professional rendering the service and the scope of the work to be provided.

Other Fees

Clients pay custodians brokerage commissions and/or transaction fees for effecting certain securities transactions (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity/debt securities transactions). The client will also incur, relative to all mutual fund purchases, charges imposed at the mutual fund level (e.g., management fees and other fund expenses).

These fees and expenses are described in each fund's or sub account's prospectus. These fees will generally include a management fee, other expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge.

A client could invest in a mutual fund or sub-account directly, without the services of SFC. In that case, the client would not receive the services provided by SFC which are designed, among other things, to assist the client in developing their overall investment plan and determining which mutual funds or sub-accounts are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds/sub-

accounts and the fees charged by SFC to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Such charges, commissions and fees are exclusive of and in addition to SFC's fee, and SFC shall not receive any portion of these commissions, fees, and costs.

Agreement Terms

The Investment Advisory Agreement between SFC and the client will continue in effect until terminated by either party by written notice. SFC's investment management fee shall be prorated through the date of termination, and any remaining balance shall be promptly refunded to the client.

Neither SFC nor the client may assign the Investment Advisory Agreement without the prior written consent of the other party. Transactions that do not result in a change of actual control or management of SFC shall not be considered an assignment.

Cash Balances

Some of your assets may be held as cash and remain uninvested. Holding a portion of your assets in cash and cash alternatives, i.e., money market fund shares, may be based on your desire to have an allocation to cash as an asset class, to support a phased market entrance strategy, to facilitate transaction execution, to have available funds for withdrawal needs or to pay fees or to provide for asset protection during periods of volatile market conditions. Your cash and cash equivalents will be subject to our investment advisory fees unless otherwise agreed upon. You may experience negative performance on the cash portion of your portfolio if the investment advisory fees charged are higher than the returns you receive from your cash.

Retirement Plan Rollover Recommendations

As part of our investment advisory services to our clients, we may recommend that clients roll assets from their employer's retirement plan, such as a 401(k), 457, or ERISA 403(b) account (collectively, a "Plan Account"), to an individual retirement account, such as a SIMPLE IRA, SEP IRA, Traditional IRA, or Roth IRA (collectively, an "IRA Account") that we will advise on the client's behalf. We may also recommend rollovers from IRA Accounts to Plan Accounts, from Plan Accounts to Plan Accounts, and from IRA Accounts to IRA Accounts.

If the client elects to roll the assets to an IRA that is subject to our advisement, we will charge the client an asset-based fee as set forth in the advisory agreement the client executed with our firm. This creates a conflict of interest because it creates a financial incentive for our firm to recommend the rollover to the client (i.e., receipt of additional fee-based compensation). Clients are under no obligation, contractually or otherwise, to complete the rollover. Moreover, if clients do complete the rollover, clients are under no obligation to have the assets in an IRA advised on by our firm. Due to the foregoing conflict of interest, when we make rollover recommendations, we operate under a special rule that requires us to act in our clients' best interests and not put our interests ahead of our clients'.

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 our clients' 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 our clients' best interests;
- charge no more than a reasonable fee for our services; and
- give clients basic information about conflicts of interest.

Many employers permit former employees to keep their retirement assets in their company plan. Also, current employees can sometimes move assets out of their company plan before they retire or change jobs. In determining whether to complete the rollover to an IRA, and to the extent the following options are available, clients should consider the costs and benefits of a rollover. Note that an employee will typically have four options in this situation:

1. leaving the funds in the employer's (former employer's) plan;
2. moving the funds to a new employer's retirement plan;
3. cashing out and taking a taxable distribution from the plan; or
4. rolling the funds into an IRA rollover account.

Each of these options has positives and negatives. Because of that, along with the importance of understanding the differences between these types of accounts, we will provide clients with a written explanation of the advantages and disadvantages of both account types and document the basis for our belief that the rollover transaction we recommend is in your best interests.

General Information on Compensation

SFC, in its sole discretion, may charge a lesser management fee based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, etc.).

Clients should note that similar advisory services may (or may not) be available from other registered investment advisers for similar or lower fees.

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

Neither SFC nor any of its Supervised Persons (employees) accepts performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

SFC does not use a performance-based fee structure because of the potential conflict of interest. Performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client.

Item 7: Types of Clients

Types of Clients

As described in Item 4, SFC's clients include individuals, high-net worth individuals, trusts, and charitable organizations.

Account Minimums

SFC requires a minimum account of \$1,000,000 for investment advisory clients, although this may be negotiable under certain circumstances. SFC may group certain related client accounts for the purposes of achieving the minimum account size.

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

Methods of Analysis

SFC employs fundamental security analysis methods, described as:

Fundamental Analysis. SFC attempts to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

Investment Strategies

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. In most cases, clients execute an Investment Policy Statement that documents their objectives and their desired investment strategy. Other strategies may include long-term purchases, short-term purchases, and margin transactions.

Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear.

All investments involve the risk of loss, including (among other things) loss of principal, a reduction in earnings (including interest, dividends and other distributions), and the loss of future earnings. Although we manage assets in a manner consistent with your investment objectives and risk tolerance, there can be no guarantee that our efforts will be successful. You should be prepared to bear the following risks of loss:

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

- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.
- **Pandemic Risk:** Large-scale outbreaks of infectious disease can greatly increase morbidity and mortality over a wide geographic area, crossing international boundaries, and causing significant economic, social, and political disruption.
- **Cybersecurity Risk:** A breach in cyber security refers to both intentional and unintentional events that may cause an account to lose proprietary information, suffer data corruption, or lose operational capacity. This in turn could cause an account to incur regulatory penalties, reputational damage, and additional compliance costs associated with corrective measures, and/or financial loss.

SFC reserves the right to advise clients on any other type of investment that it deems appropriate based on the client's stated goals and objectives. SFC may also provide advice on any type of investment held in a client's portfolio at the inception of the advisory relationship or on any investment on which the client requests advice.

Item 9: Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of SFC or the integrity of SFC's management. SFC and its management persons have never had any legal or disciplinary disclosures.

Item 10: Other Financial Industry Activities and Affiliations

Financial Industry Activities – Broker-Dealers

SFC is not registered as a broker-dealer, and none of its management persons are registered representatives of a broker-dealer.

Financial Industry Activities – Futures and Commodities

Neither SFC nor any of its management persons is registered as (or associated with) a futures commissions merchant, commodity pool operator, or a commodity trading advisor.

Financial Industry Activities – Accountant or Accounting Firm

SFC is owned by the individual members of Sprinkle & Associates, LLC (S&A), a certified public accounting firm. The individual members of S&A are certified public accountants.

SFC does not render accounting services nor tax planning services to its clients. To the extent that a client requires accounting services, SFC will refer the client to S&A. These services shall be rendered independent of SFC pursuant to a separate agreement between the client and S&A. S&A may provide financial planning services. These services may include a review of all aspects of a client's current financial situation, including the following components: cash management, risk management, insurance, education funding, goal setting, retirement planning, estate and charitable giving planning, tax planning, and capital needs planning. Clients understand that when SFC is engaged to address only certain components, the client's overall financial and investment issues may not be taken into consideration.

Other Investment Advisors

SFC may assist in the due diligence process for the selection of other investment advisers for its clients. SFC does not receive any referral fees or compensation from these outside advisers.

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

Code of Ethics

SFC employees must comply with a Code of Ethics and Statement for Insider Trading (the Code). The Code describes the Firms' high standard of business conduct, and fiduciary duty to its clients. The Code's key provisions include:

- Statement of General Principles
- Policy on reporting of Personal Securities Transactions
- A prohibition on Insider Trading
- Restrictions on the acceptance of significant gifts
- Procedures to detect and deter misconduct and violations
- Requirement to maintain confidentiality of client information

Scott K. Sprinkle, Chief Compliance Officer reviews all employee trades each quarter. His trades are reviewed by Sean G. Sprinkle. These reviews ensure that personal trading does not affect the markets, and that clients of SFC receive preferential treatment.

SFC's employees must acknowledge the terms of the Code at least annually. Any individual not in compliance with the Code may be subject to termination. Clients and prospective clients can obtain a copy of SFC's Code by contacting Scott K. Sprinkle at (303) 297-2185.

Participation or Interest in Client Transactions – Personal Securities Transactions

SFC and its employees may buy or sell securities identical to those recommended to clients for their personal accounts. SFC's Code is designed to assure that the personal securities transactions, activities and interests of the employees of SFC will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities, primarily mutual funds, have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of SFC's clients. In addition, the Code requires pre-clearance of many transactions. Nonetheless, because the Code in some circumstances would 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, and designed to reasonably prevent conflicts of interest between SFC and its clients.

Participation or Interest in Client Transactions – Financial Interest and Principal/Agency Cross

SFC and its employees do not recommend to clients, or buy or sell for client accounts, securities in which they have a material financial interest.

It is SFC's policy that the Firm will not affect any principal or agency cross securities transactions for client accounts. SFC will also not cross trades between client accounts.

Participation or Interest in Client Transactions – Aggregation

SFC and its employees may trade in the same securities with client accounts on an aggregated basis when consistent with SFC's obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. SFC will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the order.

Item 12: Brokerage Practices

Research and Other Soft Dollar Benefits

SFC does not receive formal soft dollar benefits other than execution from broker/dealers in connection with client securities transactions. See disclosure below in “Directed Brokerage – Other Economic Benefits.”

Brokerage for Client Referrals

SFC does not receive client referrals from broker/dealers.

Client Directed Brokerage

The client may direct SFC to use a particular broker-dealer (subject to the SFC’s right to decline and/or terminate the engagement) to execute some or all transactions for the client’s account. In such event, the client will negotiate terms and arrangements for the account with that broker-dealer, and SFC will not seek better execution services or prices from other broker-dealers or be able to “batch” the client’s transactions for execution through other broker-dealers with orders for other accounts managed by SFC. As a result, client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. In the event that transactions for client accounts are affected through a broker-dealer that refers investment management clients to the SFC, the potential for conflict of interest may arise.

Directed Brokerage – Other Economic Benefits

SFC may recommend that clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc. (Schwab), a FINRA registered broker-dealer, member SIPC, to maintain custody of clients’ assets and to effect trades for their accounts. Although SFC may recommend that clients establish accounts at Schwab, it is the client’s decision to custody assets with Schwab. SFC is independently owned and operated and not affiliated with Schwab.

Schwab provides SFC 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. These services are not contingent upon SFC committing to Schwab any specific amount of business (assets in custody or trading commissions). Schwab’s brokerage services include the execution of securities transactions, custody, research, 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.

For SFC client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions and other

transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Schwab also makes available to SFC other products and services that benefit SFC but may not directly benefit its clients' accounts. Many of these products and services may be used to service all or some substantial number of SFC's accounts, including accounts not maintained at Schwab.

Schwab's products and services that assist SFC in managing and administering clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of SFC's fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Schwab also offers other services intended to help SFC manage and further develop its business enterprise. These services may include: (i) compliance, legal and business consulting; (ii) publications and conferences on practice management and business succession; and (iii) access to employee benefits providers, human capital consultants and insurance providers. Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to SFC.

Schwab 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 SFC. Schwab may also provide other benefits such as educational events or occasional business entertainment of SFC personnel. In evaluating whether to recommend that clients custody their assets at Schwab, SFC may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers 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.

Other third-party service providers may provide non-cash benefits to SFC and/or its employees from time to time. These economic benefits may include, but are not limited to, waivers or reductions of conference registration fees, meals, entertainment and promotional premium items that have nominal value. SFC believes these economic benefits do not, either individually or collectively, impair SFC's independence.

Trade Aggregation

At the sole discretion of SFC, aggregate purchases or sales of the same security, instrument or obligation may be transacted on the same day for multiple accounts of one or more of SFC's clients. Although such aggregations potentially could be either advantageous or disadvantageous to any one or more particular accounts, they will be affected only when SFC believes that to do so will be in the best interest of the affected accounts. When transactions are so aggregated the actual prices applicable to the aggregation transaction will be deemed to

have purchased or sold its share of the security, instrument or obligation at the average price. If a partial execution is attained at the end of the trading day, SFC will generally allocate shares on a pro rata basis but may fill small orders entirely before applying the pro rata allocation.

Accounts for SFC or its employees may be included in a block trade with client accounts.

Item 13: Review of Accounts

Reviews

Investment management accounts are reviewed on an ongoing basis by Scott K. Sprinkle, Managing Member and Chief Compliance Officer; Sean G. Sprinkle, Managing Member; Stanley G Sprinkle, Managing Member; and Arin S. Neucks, Senior Manager. All clients are advised that it remains their responsibility to advise the SFC of any changes in their investment objectives and/or financial situation. All clients (in person or telephonically) are encouraged to review investment objectives and account performance with SFC on an annual basis.

Review Triggers

Other conditions that may trigger a review are changes in market, political or economic conditions, tax laws, new investment information, and changes in a client's own situation.

Reporting

Clients are provided with transaction confirmation notices and account statements directly from the broker-dealer/custodian for the client accounts. Those clients to whom SFC provides investment management services will also receive a quarterly report from SFC summarizing account activity and performance.

Item 14: Client Referrals and Other Compensation

Other Compensation

SFC does not receive any formal economic benefits (other than normal compensation as described in Item 12) from any firm or individual for providing investment advice.

Other Compensation – Mutual Funds, Investment Management Firms and Custodians

SFC may receive other economic benefits from mutual fund, investment management firms or custodians, including educational events or occasional business entertainment of SFC personnel. SFC does not believe these economic benefits create a material conflict of interest.

Compensation – Client Referrals

SFC does not make or accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

Item 15: Custody

Custody – Fee Debiting

Both SFC's Investment Advisory Agreement and the custodian's custodial/clearing agreement may authorize the custodian to debit the account for the amount of the SFC's investment management fee and to directly remit that management fee to SFC in accordance with required SEC procedures. Client investment assets will be held with a custodian agreed upon by the client and SFC. The custodian is advised in writing of the limitation of SFC's access to the account. The custodian sends a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of advisory fees paid directly to SFC.

Custody – First Party Money Transfers

Clients may provide SFC with written ongoing authorization to wire money between the client's accounts held with the qualified custodian directly to an outside financial institution (i.e., a client's bank account). A copy of this authorization is provided to the qualified custodian. The authorization includes the client's name and account number(s) at the outside financial institution(s) as required.

Custody – Trusteeship/Executor/Officer

Related persons act as trustees or executors for client trusts or as executors for client estates. This form of custody is offered on a limited basis. SFC complies with the SEC's Custody Rule with regard to the custody of the trust / estate assets; annually the Firm is subject to a Surprise Examination by an independent accountant.

Custody – Check Signing Authority/Bill Paying

Related persons have check signing or bill paying authority over certain client accounts only with client authority. This form of custody is offered on a very limited basis. SFC complies with the SEC's Custody Rule with regard to the check signing authority; annually the Firm is subject to a Surprise Examination by an independent accountant.

Custody – Account Statements

As described above and in Item 13, clients receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. Clients are urged to carefully review such statements and compare such official custodial records to the account statements or other reports that SFC provides. SFC statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16: Investment Discretion

Through the investment management agreement, SFC may accept limited power of attorney to act on a discretionary basis on behalf of clients. A limited power of attorney allows SFC to execute trades on behalf of clients.

When such limited powers exist between the SFC and the client, SFC has the authority to determine, without obtaining specific client consent, both the amount and type of securities to be bought to satisfy client account objectives. Additionally, SFC may accept any reasonable limitation or restriction to such authority on the account placed by the client. All limitations and restrictions placed on accounts must be presented to SFC in writing.

Item 17: Voting Client Securities

SFC does not have any authority to and does not vote proxies on behalf of clients. Clients retain the responsibility for receiving and voting proxies for securities maintained in their portfolios; clients receive proxies from directly from either custodians or transfer agents.

If requested, SFC may provide advice to clients regarding proxy votes and legal proceedings. If any conflict of interest exists, it will be disclosed to the client. Clients may contact Scott K. Sprinkle or Sean G. Sprinkle at (303) 297-2185 for information about proxy voting.

Item 18: Financial Information

SFC has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.

SFC is not required to provide a balance sheet; SFC does not require prepayment of fees of both more than \$1,200 per client, and more than six months in advance.

Sprinkle Financial Consultants, LLC
Form ADV Part 2B
Investment Adviser Brochure Supplement

1520 W. Canal Ct., Ste. 220
Littleton, CO 80120
(303) 297-2185

Scott K. Sprinkle

March 2023

This Brochure Supplement provides information about the Firm's ("we," "us," "our") employees that supplements our Brochure. You should have received a copy of that Brochure. Please contact Scott K. Sprinkle, Managing Member and Chief Compliance Officer, at (303) 297-2185 or Scott@sprinklefinancial.com if you did not receive our Brochure or if you have any questions about the contents of this Supplement.

Additional information about our employee(s) referenced above is also available on the SEC's website at www.adviserinfo.sec.gov. You may search this site using a unique identifying number, known as a CRD number for each employee.

Item 2: Educational Background and Business Experience

Education and Business Background

All individuals that give advice on behalf of SFC must have earned a college degree and/or have substantive investment-related experience. In addition, all such individuals shall have attained all required investment-related licenses and/or designations.

Supervised Person

Scott K. Sprinkle

Born 1966

CRD #: 4405486

Business Background:

Sprinkle Financial Consultants, LLC

1994 to Present

Managing Member, Financial Adviser, Investment Committee and Chief Compliance Officer

Sprinkle & Associates, LLC

1994 to Present

Managing Member

Formal Education after High School:

Arizona State University

Bachelor of Science in Accounting

Professional Designations:

Certified Public Accountant/Personal Financial Specialist (CPA/PFS)

Certified Financial Planner™ (CFP®)

Chartered Global Management Accountant (CGMA)

Professional Certifications

Our Supervised Persons maintain one or more of the following professional designations, which required the following minimum requirements:

<i>Certified Financial Planner™ (CFP®)</i>	
Issued By	Certified Financial Planner Board of Standards, Inc.
Prerequisites	Candidate must meet the following requirements:
	<ul style="list-style-type: none">• A bachelor's degree (or higher) from an accredited college or university, and• 3 years of full-time personal financial planning experience
Education Requirements	Candidate must complete a CFP®-board registered program, or hold one of the following:
	<ul style="list-style-type: none">• CPA
	<ul style="list-style-type: none">• ChFC
	<ul style="list-style-type: none">• Chartered Life Underwriter (CLU)
	<ul style="list-style-type: none">• CFA

	<ul style="list-style-type: none"> • Ph.D. in business or economics • Doctor of Business Administration • Attorney's License
Exam Type	CFP® Certification Examination
Continuing Education Requirements	30 hours every 2 years

Certified Public Accountant (CPA)

Issued By	State Boards of Accountancy Candidate must meet the following requirements:
Prerequisites	<ul style="list-style-type: none"> • Minimum experience levels (most states require at least one year of experience providing services that involve the use of accounting, attest, compilation, management advisory, financial advisory, tax or consulting skills, all of which must be achieved under the supervision of or verification by a CPA); • Successful passing of the Uniform CPA Examination
Education Requirements	At minimum, a college education (typically 150 credit hours with at least a baccalaureate degree and a concentration in accounting)
Exam Type	Uniform CPA Examination
Continuing Education Requirements	Completion of 40 hours of continuing professional education each year (or 80 hours over a two-year period) in order to maintain a CPA license

Personal Financial Specialist (PFS)

Issued By	American Institute of Certified Public Accountants (AICPA) Candidate must meet the following requirements:
Prerequisites	<ul style="list-style-type: none"> • Must hold an unrevoked CPA license; • Fulfill 3,000 hours of personal financial planning business experience; • Complete 80 hours of personal financial planning continuing professional education credits; • Pass a comprehensive financial planning exam (PFS Exam); and • Be an active member of the AICPA
Education Requirements	Must meet minimum education requirements for CPA.
Exam Type	PFS Exam
Continuing Education Requirements	Completion of 60 hours of financial planning continuing professional education credits every three years

Chartered Global Management Accountant (CGMA)

Issued By	American Institute of Certified Public Accountants / Association of International Certified Professional Accountants
Prerequisites	Certified Public Accountant / CPA
Education Requirements	<p>Candidate must complete the following:</p> <ul style="list-style-type: none"> • Demonstrate mastery of technical finance and accounting skills, business acumen and strategic leadership abilities outlined in the CGMA Competency Framework • Minimum 3 years relevant work-based experience • Adhere to the AICPA Code of Professional Conduct and the CIMA Code of Ethics for Professional Accountants
Exam Type	N/A
Continuing Education Requirements	State Board of Accountancy – varies

Item 3: Disciplinary Information

Scott K. Sprinkle has never had any legal or disciplinary disclosures.

Item 4: Other Business Activities

Disclosure on Outside Business Activities is provided in Form ADV Part 2A Item 10 – Other Financial Industry Activities and Affiliations above. These Outside Business Activities do not create a material conflict of interest with clients.

Scott K. Sprinkle is a Certified Public Accountant and is a Managing Member of Sprinkle & Associates, LLC, a certified public accounting firm.

As disclosed in Form ADV Part 2A Item 5 – Fees and Compensation, neither SFC nor any Supervised Persons receive commissions, bonuses or other compensation based on the sale of securities or other investment products.

Item 5: Additional Compensation

No Supervised Person receives any economic benefit outside of regular salaries or bonuses, or partnership revenue, related to amount of sales, client referrals or new accounts.

Item 6: Supervision

Scott K. Sprinkle is a Managing Member and Chief Compliance Officer of the Firm. Scott K. Sprinkle reports directly to the Managing Members who are responsible to overseeing the activities of the Firm. He does not have a direct individual supervisor. Scott K. Sprinkle is also a Member of the Investment Committee which oversees the Firm's investment activities. Scott K. Sprinkle supervises the other Members and Financial Advisors by holding regular staff, investment and other ad hoc meetings. In addition, Scott K. Sprinkle regularly reviews client reports, and trading, as well as employees' personal securities transaction and holdings reports. The Managing Members may be reached at (303) 297-2185.

Sprinkle Financial Consultants, LLC
Form ADV Part 2B
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Sean G. Sprinkle

March 2023

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Additional information about our employee(s) referenced above is also available on the SEC's website at www.adviserinfo.sec.gov. You may search this site using a unique identifying number, known as a CRD number for each employee.

Item 2: Educational Background and Business Experience

Education and Business Background

All individuals that give advice on behalf of SFC must have earned a college degree and/or have substantive investment-related experience. In addition, all such individuals shall have attained all required investment-related licenses and/or designations.

Supervised Person

Sean G. Sprinkle

Born 1968

CRD #: 4405490

Business Background:

Sprinkle Financial Consultants, LLC

1996 to Present

Managing Member, Financial Adviser and Investment Committee

Sprinkle & Associates, LLC

1995 to Present

Managing Member

Formal Education after High School:

University of Colorado

Bachelor of Science in Accounting

Professional Designations:

Certified Public Accountant/Personal Financial Specialist (CPA/PFS)

Chartered Global Management Accountant (CGMA)

Professional Certifications

Our Supervised Persons maintain one or more of the following professional designations, which required the following minimum requirements:

<i>Certified Public Accountant (CPA)</i>	
Issued By	State Boards of Accountancy
Prerequisites	Candidate must meet the following requirements:
	<ul style="list-style-type: none">• Minimum experience levels (most states require at least one year of experience providing services that involve the use of accounting, attest, compilation, management advisory, financial advisory, tax or consulting skills, all of which must be achieved under the supervision of or verification by a CPA);
	<ul style="list-style-type: none">• Successful passing of the Uniform CPA Examination
Education Requirements	At minimum, a college education (typically 150 credit hours with at least a baccalaureate degree and a concentration in accounting)
Exam Type	Uniform CPA Examination

Continuing Education Requirements	Completion of 40 hours of continuing professional education each year (or 80 hours over a two-year period) in order to maintain a CPA license
<i>Personal Financial Specialist (PFS)</i>	
Issued By	American Institute of Certified Public Accountants (AICPA)
Prerequisites	<p>Candidate must meet the following requirements:</p> <ul style="list-style-type: none"> • Must hold an unrevoked CPA license; • Fulfill 3,000 hours of personal financial planning business experience; • Complete 80 hours of personal financial planning continuing professional education credits; • Pass a comprehensive financial planning exam (PFS Exam); and • Be an active member of the AICPA
Education Requirements	Must meet minimum education requirements for CPA.
Exam Type	PFS Exam
Continuing Education Requirements	Completion of 60 hours of financial planning continuing professional education credits every three years

<i>Chartered Global Management Accountant (CGMA)</i>	
Issued By	American Institute of Certified Public Accountants / Association of International Certified Professional Accountants
Prerequisites	Certified Public Accountant / CPA
Education Requirements	<p>Candidate must complete the following:</p> <ul style="list-style-type: none"> • Demonstrate mastery of technical finance and accounting skills, business acumen and strategic leadership abilities outlined in the CGMA Competency Framework • Minimum 3 years relevant work-based experience • Adhere to the AICPA Code of Professional Conduct and the CIMA Code of Ethics for Professional Accountants
Exam Type	N/A
Continuing Education Requirements	State Board of Accountancy – varies

Item 3: Disciplinary Information

Sean G. Sprinkle has never had any legal or disciplinary disclosures.

Item 4: Other Business Activities

Disclosure on Outside Business Activities is provided in Form ADV Part 2A Item 10 – Other Financial Industry Activities and Affiliations above. These Outside Business Activities do not create a material conflict of interest with clients.

Sean G. Sprinkle is a Certified Public Accountant and is a Managing Member of Sprinkle & Associates, LLC, a certified public accounting firm.

As disclosed in Form ADV Part 2A Item 5 – Fees and Compensation, neither SFC nor any Supervised Persons receive commissions, bonuses or other compensation based on the sale of securities or other investment products.

Item 5: Additional Compensation

No Supervised Person receives any economic benefit outside of regular salaries or bonuses, or partnership revenue, related to amount of sales, client referrals or new accounts.

Item 6: Supervision

Sean G. Sprinkle is a Managing Member of the Firm. Sean G. Sprinkle reports directly to the Managing Members who are responsible to overseeing the activities of the Firm. Sean G. Sprinkle is also a Member of the Investment Committee which oversees the Firm's investment activities. As Chief Compliance Officer, Scott K. Sprinkle supervises the other Members and Financial Advisors by holding regular staff, investment and other ad hoc meetings. In addition, Scott K. Sprinkle regularly reviews client reports, and trading, as well as employees' personal securities transaction and holdings reports. The Managing Members may be reached at (303) 297-2185.

Sprinkle Financial Consultants, LLC
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Stanley G Sprinkle

March 2023

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Additional information about our employee(s) referenced above is also available on the SEC's website at www.adviserinfo.sec.gov. You may search this site using a unique identifying number, known as a CRD number for each employee.

Item 2: Educational Background and Business Experience

Education and Business Background

All individuals that give advice on behalf of SFC must have earned a college degree and/or have substantive investment-related experience. In addition, all such individuals shall have attained all required investment-related licenses and/or designations.

Supervised Person

Stanley G Sprinkle

Born 1942

CRD #: 4405489

Business Background:

Sprinkle Financial Consultants, LLC

1994 to Present

Managing Member, Financial Adviser and Investment Committee

Sprinkle & Associates, LLC

1994 to Present

Managing Member

Formal Education after High School:

University of Iowa

Bachelor of Arts in Accounting

Professional Designations:

Certified Public Accountant (CPA)

Chartered Global Management Accountant (CGMA)

Professional Certifications

Our Supervised Persons maintain one or more of the following professional designations, which required the following minimum requirements:

<i>Certified Public Accountant (CPA)</i>	
Issued By	State Boards of Accountancy
Prerequisites	Candidate must meet the following requirements:
	<ul style="list-style-type: none">• Minimum experience levels (most states require at least one year of experience providing services that involve the use of accounting, attest, compilation, management advisory, financial advisory, tax or consulting skills, all of which must be achieved under the supervision of or verification by a CPA);
	<ul style="list-style-type: none">• Successful passing of the Uniform CPA Examination
Education Requirements	At minimum, a college education (typically 150 credit hours with at least a baccalaureate degree and a concentration in accounting)
Exam Type	Uniform CPA Examination

Continuing Education Requirements	Completion of 40 hours of continuing professional education each year (or 80 hours over a two-year period) in order to maintain a CPA license
<i>Chartered Global Management Accountant (CGMA)</i>	
Issued By	American Institute of Certified Public Accountants / Association of International Certified Professional Accountants
Prerequisites	Certified Public Accountant / CPA
Education Requirements	<p>Candidate must complete the following:</p> <ul style="list-style-type: none"> • Demonstrate mastery of technical finance and accounting skills, business acumen and strategic leadership abilities outlined in the CGMA Competency Framework • Minimum 3 years relevant work-based experience • Adhere to the AICPA Code of Professional Conduct and the CIMA Code of Ethics for Professional Accountants
Exam Type	N/A
Continuing Education Requirements	State Board of Accountancy – varies

Item 3: Disciplinary Information

Stanley G. Sprinkle has never had any legal or disciplinary disclosures.

Item 4: Other Business Activities

Disclosure on Outside Business Activities is provided in Form ADV Part 2A Item 10 – Other Financial Industry Activities and Affiliations above. These Outside Business Activities do not create a material conflict of interest with clients.

Stanley G Sprinkle is a Certified Public Accountant and a Managing Member of Sprinkle & Associates, LLC, a certified public accounting firm.

As disclosed in Form ADV Part 2A Item 5 – Fees and Compensation, neither SFC nor any Supervised Persons receive commissions, bonuses or other compensation based on the sale of securities or other investment products.

Item 5: Additional Compensation

No Supervised Person receives any economic benefit outside of regular salaries or bonuses, or partnership revenue, related to amount of sales, client referrals or new accounts.

Item 6: Supervision

Stanley G Sprinkle is a Managing Member of the Firm. Stanley G Sprinkle reports directly to the Managing Members who are responsible to overseeing the activities of the Firm. Stanley G Sprinkle is also a Member of the Investment Committee which oversees the Firm's investment activities. As Chief Compliance Officer, Scott K. Sprinkle supervises the other Members and Financial Advisors by holding regular staff, investment and other ad hoc meetings. In addition, Scott K. Sprinkle regularly reviews client reports, and trading, as well as employees' personal securities transaction and holdings reports. The Managing Members may be reached at (303) 297-2185.

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Arin S. Neucks

March 2023

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Additional information about our employee(s) referenced above is also available on the SEC's website at www.adviserinfo.sec.gov. You may search this site using a unique identifying number, known as a CRD number for each employee.

Item 2: Educational Background and Business Experience

Education and Business Background

All individuals that give advice on behalf of SFC must have earned a college degree and/or have substantive investment-related experience. In addition, all such individuals shall have attained all required investment-related licenses and/or designations.

Supervised Person

Arin S. Neucks

Born 1975

CRD #: 4788676

Business Background:

Sprinkle Financial Consultants, LLC

2020 to Present

Senior Manager, Financial Advisor and Investment Committee

Sprinkle & Associates, LLC

2016 to Present

Senior Manager

1st Global Insurance Services, Inc.

2007 to 2016

Insurance Agent

1st Global Capital Corp.

2007 to 2016

Financial Advisor

1st Global Advisors, Inc.

2007 to 2016

Investment Advisor Representative

Ferris, Busscher & Zwiers P.C.

2001 to 2016

Partner

Ernst & Young

1997 to 2001

Senior Associate

Formal Education after High School:

Grand Valley State University

Master of Science in Taxation

Hope College

Bachelor of Arts in Accounting and Economics

Professional Designations:

Certified Financial Planner™ (CFP®)

Certified Public Accountant (CPA)

Professional Certifications

Our Supervised Persons maintain one or more of the following professional designations, which required the following minimum requirements:

Certified Financial Planner™ (CFP®)

Issued By	Certified Financial Planner Board of Standards, Inc.
Prerequisites	Candidate must meet the following requirements: <ul style="list-style-type: none">• A bachelor's degree (or higher) from an accredited college or university, and• 3 years of full-time personal financial planning experience
Education Requirements	Candidate must complete a CFP®-board registered program, or hold one of the following: <ul style="list-style-type: none">• CPA• ChFC• Chartered Life Underwriter (CLU)• CFA• Ph.D. in business or economics• Doctor of Business Administration• Attorney's License
Exam Type	CFP® Certification Examination
Continuing Education Requirements	30 hours every 2 years

Certified Public Accountant (CPA)

Issued By	State Boards of Accountancy
Prerequisites	Candidate must meet the following requirements: <ul style="list-style-type: none">• Minimum experience levels (most states require at least one year of experience providing services that involve the use of accounting, attest, compilation, management advisory, financial advisory, tax or consulting skills, all of which must be achieved under the supervision of or verification by a CPA);• Successful passing of the Uniform CPA Examination
Education Requirements	At minimum, a college education (typically 150 credit hours with at least a baccalaureate degree and a concentration in accounting)
Exam Type	Uniform CPA Examination
Continuing Education Requirements	Completion of 40 hours of continuing professional education each year (or 80 hours over a two-year period) in order to maintain a CPA license

Item 3: Disciplinary Information

Arin S. Neucks has never had any legal or disciplinary disclosures.

Item 4: Other Business Activities

Disclosure on Outside Business Activities is provided in Form ADV Part 2A Item 10 – Other Financial Industry Activities and Affiliations above. These Outside Business Activities do not create a material conflict of interest with clients.

Arin S. Neucks is a Certified Public Accountant and a Senior Manager of Sprinkle & Associates, LLC.

As disclosed in Form ADV Part 2A Item 5 – Fees and Compensation, neither SFC nor any Supervised Persons receive commissions, bonuses or other compensation based on the sale of securities or other investment products.

Item 5: Additional Compensation

No Supervised Person receives any economic benefit outside of regular salaries or bonuses related to amount of sales, client referrals or new accounts.

Item 6: Supervision

Arin S. Neucks is a Senior Manager of the Firm. Arin S. Neucks reports directly to the Managing Members who are responsible to overseeing the activities of the Firm. Arin S. Neucks is also a Member of the Investment Committee which oversees the Firm's investment activities. As Chief Compliance Officer, Scott K. Sprinkle supervises the other Members and Financial Advisors by holding regular staff, investment and other ad hoc meetings. In addition, Scott K. Sprinkle regularly reviews client reports, and trading, as well as employees' personal securities transaction and holdings reports. The Managing Members may be reached at (303) 297-2185.