

Part 2B of Form ADV: *Brochure Supplement*

Stephen P. Wetzel
Thomas J. Schneberger
Nicholas M. Wetzel

Prometheus Capital Management Corp.

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This brochure supplement provides information about the individual(s) listed above that supplements the Prometheus Capital Management Corp. Part 2A of Form ADV brochure. You should have received a copy of that brochure. Please contact Stephen P. Wetzel, CFP® if you did not receive Prometheus Capital Management Corp.'s brochure or if you have any questions about the contents of this supplement.

Additional information about the individual(s) listed above is available on the SEC's website at www.adviserinfo.sec.gov.

Item 1 and 2 Educational, Background and Business Experience

Full Legal Name: Stephen P. Wetzel **Born:** 1959

Education

- State University of New York; BA Magna Cum Laude, Honors Economics; 1981
- New York University; MBA, Cum Laude, Finance and International Business; 1983

Business Experience

- Prometheus Capital Management Corp.; President; 1994 to Present
- The Investment Center, Inc.; Registered Representative; 2011 to Present
- Hornor Townsend & Kent Inc; Registered Representative; 1994 to 2011
- New York University School of Professional Studies; Adjunct Faculty Member; 1991 to Present
- New York University School of Professional Studies; Professor of Financial Management; 2002 to Present
- New York University School of Professional Studies; Program Director - Financial Planning Program; 2002 to 2017

Designations

Stephen P. Wetzel has earned the following designation(s) and is in good standing with the granting authority:

- CERTIFIED FINANCIAL PLANNER™ Practitioner; CFP Board of Standards; 1988

The program is administered by the Certified Financial Planner Board of Standards, Inc. Those with the CFP® designation have demonstrated competency in all areas of finance related to financial planning. Candidates complete studies on over 72 topics, including stocks, bonds, taxes, insurance, retirement and estate planning. This designation requires a bachelor's degree. In addition, the candidate must take five to seven required college-level courses (varies depending on the program) that focus on various areas of personal financial planning. The program represents 300 to 400 hours of study time and requires five to seven (varies depending on the program) closed-book, proctored exams. Candidates must also take and pass an arduous and comprehensive CFP certification exam. Additionally, candidates must complete three years (3) of full-time relevant personal financial planning experience and adhere to the CFP Board's code of ethics, professional responsibility and financial planning standards.

Item 3 Disciplinary Information

Stephen P. Wetzel has no reportable disciplinary history.

Item 4 Other Business Activities

Prometheus Capital Management Corp. is an SEC Registered Investment Advisor. The primary business function is to assist individuals and businesses in meeting their life and financial goals and objectives through proper financial and estate planning, and using appropriate life goal strategies and risk management techniques (including, but not limited to, insurance).

To do so, the CERTIFIED FINANCIAL PLANNER™ practitioners at Prometheus Capital Management Corp, generally meet with people, gather quantitative and qualitative data including goals and objectives, and build a comprehensive plan to assist individuals in meeting goals and objectives.

When this process has been accomplished for financial planning clients, we work with clients to assist implementing goals and objectives. This includes clients investing in securities, purchasing insurance or modifying current investment strategies to better accomplish their goals.

Since Prometheus Capital Management Corp. also offers investment advisory services for an asset management fee, there is an inherent conflict of interest in our role as financial planners who recommend clients invest in securities and/or insurance; and then offer these services. This is like a doctor recommending a blood test to a patient and then charging a fee to do the blood test for the patient. If the blood test is needed, then there is a conflict of interest, but managed by allowing the patient to obtain it at the doctor's office or at an independent lab.

Given that this inherent conflict of interest could exist, Prometheus Capital Management Corp. has taken the following steps to put client's interest first when offering financial planning services:

1. Before accepting a client, we discuss this potential conflict of interest with the client.
2. We make clear the client may implement recommendations with anyone they wish any other broker-dealer, insurance agent/broker, or discount broker whom they prefer to work.
3. Our financial planning recommendations are specific in terms of asset allocations or types of insurance, including features to look for in an insurance product or security (ex: income producing). However, we do not recommend specific insurance companies, products, funds or securities as part of our financial planning recommendations. We do make specific recommendations on what to hold or sell on existing investments or insurance. However, reallocation recommendations are not specific as to exact investments that only we offer. We believe there are many ways to achieve one's goals and objectives and clients should be given the option of how to implement our recommendations.
4. We encourage our clients to implement our recommendations wherever they see fit. Many choose us as the manager of their investments because of our relationships with them and their trust in us. However, they can implement our recommendations wherever, and with whomever, they want. Our recommendations can be implemented by clients themselves or with other professionals. This gives the option to choose the best way to meet financial goals and objectives. We often encourage clients to seek other suggestions on how to implement their goals and objectives, and only help implement our recommendations if requested.

5. As CERTIFIED FINANCIAL PLANNER™ practitioners, we are bound by the CFP® Board's Code of Ethics, which clearly states that a CFP® professional must:
 - a. Act with honest, integrity, competence and diligence.
 - b. Act in the client's best interests.
 - c. Exercise due care.
 - d. Avoid or disclose conflicts of interest.
 - e. Maintain the confidentiality and protect the privacy of client information.
 - f. Act in a manner that reflects positively on the financial planning profession and CFP® certification.
6. These principles help guide us to put the client's interests first and address any potential conflicts of interest that might occur during our working relationships with our clients.
7. Some choose to only use our financial planning services. They either implement our recommendations on their own or with others. However, some choose to implement our recommendations through Prometheus Capital Management Corp., or request our investment advisory services without using our financial planning services. We do not require Financial Advisory Clients to use our Investment Advisory Services or our Investment Advisory Clients to use our Financial Advisory Services.
8. If a client requests us to implement their investment recommendations, we offer two types of services so the client has the choice of what service makes most sense and best suits their needs. Prometheus Capital Management Corp. will offer Investment Advisory Services through an Asset Management Fee arrangement primarily using services of Charles Schwab & Co, Inc. or Capital Group (for 529 plans). However, if the client wishes to work with some of the investment advisor representatives as registered representatives instead, the client may work with Stephen P. Wetzel as a registered representative with The Investment Center, Inc. (a FINRA Broker-dealer). In this business relationship, clients pay a commission to the broker-dealer, some is then used to compensate Stephen P. Wetzel for assisting or monitoring investments clients have purchased.
9. Clients DO NOT pay both Investment Advisory Fees and Brokerage Commissions on the same assets, at the same time, to Prometheus Capital Management Corp or its associated persons. The client has a choice between the two investment implementation options, so they can choose between options if they choose us for investment implementations. All fees and commissions are disclosed up-front and clients are made aware of benefits and drawbacks of working with Stephen P. Wetzel as an Investment Advisor Representative or Registered Representative. Our goal is to provide quality investment options to our clients and let them choose the method of how to compensate us based on what makes most sense for them. This allows us to manage inherent conflicts of interest to benefit our clients.
10. Sometimes clients ask us to implement insurance strategies for them. If asked to do so, Stephen P. Wetzel will review products from many insurance companies (sometimes as many as a dozen companies, depending on the insurance need) and choose one or two of the most appropriate products. By retaining his independence and numerous insurance company and brokerage relationships, Stephen P. Wetzel can choose the best product.

A. Investment-Related Activities

Stephen P. Wetzel is also engaged in the following investment-related activities:

- Registered representative of a broker-dealer

Stephen P. Wetzel is a registered representative of The Investment Center, Inc. (TIC) a FINRA Broker-dealer. These services are provided for separate and typical compensation. Some transactions may provide commissions to Stephen P. Wetzel, while others have no sales charge. Clients are not obligated to transact through The Investment Center, Inc. or engage Stephen P. Wetzel when implementing recommendations. Clients shall have total freedom to execute transactions with any company. Full disclosure will be given when Stephen P. Wetzel is acting as a registered representative in a securities transaction on a commissioned or noncommissioned basis.

Investment Advisory Services are only offered through Prometheus Capital Management Corp., which is independent of TIC.

In evaluating whether to recommend or require clients use TIC for brokerage transactions, we may consider the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors we consider and not solely on the nature of cost or quality of custody and brokerage services provided by TIC, which may create a potential conflict of interest.

Stephen P. Wetzel receives commissions, bonuses or other compensation on the sale of securities or other investment products.

Securities commissions are fully disclosed via security's prospectus sales charge schedule (where applicable) or the broker-dealer trade confirmation.

Clients have the freedom to execute securities transactions or purchase investment products with any company and not obligated to purchase from Stephen P. Wetzel.

- Insurance company or agency

Stephen P. Wetzel is an agent for numerous insurance companies including but not limited to: John Hancock, Genworth, Banner Life, Penn Mutual, Prudential, and MetLife, etc. Stephen P. Wetzel may sell insurance products and may receive commissions on the sale of such products. These services are provided by Stephen P. Wetzel for separate and typical compensation. Clients have total freedom to execute insurance transactions with any company as part of the plan implementation process.

Typically, if a client prefers to maintain a relationship with the existing insurance agent, we may advise on insurance needs as part of the financial planning or consulting fee. If the client desires an insurance agent, Stephen P. Wetzel can work in that capacity.

Full disclosure will be given when Stephen P. Wetzel will be acting as an agent in an insurance transaction on a commissioned or noncommissioned basis. Stephen P. Wetzel is not a captive agent for any insurance company and clients have the freedom to choose any insurance company for their insurance needs.

Prometheus Capital Management Corp., is independent from the above listed insurance companies.

B. Non-Investment-Related Activities

Stephen P. Wetzel teaches and coordinates the Certificate in Financial Planning program at

NYU School of Professional Studies and occasionally gives speeches and seminars; and writes articles and essays about financial planning and investments which constitutes 10% of his time.

Item 5 Additional Compensation

Stephen P. Wetzel does not receive economic benefit from a non-advisory client for providing advisory services.

Item 6 Supervision

Supervisor: Stephen P. Wetzel

Title: President

Phone Number: 215-321-9312

Prometheus Capital Management Corp. requires all those involved in determining or giving investment advice to adhere to the Prometheus Capital Management Corp. Code of Ethics as well as the Certified Financial Planner Board of Standards Inc.'s Ethics Principles. The Code of Ethics Principles expresses the recognition of the advisor representative's responsibility to the public, to clients, to colleagues and to employers. The CFP® Board's Code of Ethics states that a CFP® professional must:

1. Act with honest, integrity, competence and diligence.
2. Act in the client's best interests.
3. Exercise due care.
4. Avoid or disclose conflicts of interest.
5. Maintain the confidentiality and protect the privacy of client information.
6. Act in a manner that reflects positively on the financial planning profession and CFP® certification.

A copy of the Code of Ethics and Supervisory practices is in our Investment Adviser Policy & Procedures Manual available to current and prospective clients upon request.

Prometheus Capital Management Corp. has adopted various procedures to implement the firm's policy, reviews and internal controls to monitor and ensure the firm's supervision policy is observed, implemented properly and amended or updated, as appropriate which includes the following:

- Designation of a Chief Compliance Officer to implement and monitor the firm's compliance policies and procedures.
- Annual Compliance Meeting with on-going targeted compliance training.
- Procedures for screening potential and new employee background.
- Initial new hire training on the firm's compliance policies.
- Adoption of these written policies and procedures with statements of policy, designated persons responsible for the policy and procedures designed to implement and monitor the firm's policy.
- Annual compliance officer and senior management review of the firm's policies and procedures.
- Periodic reviews of employee's activities, e.g., personal trading.

- Annual employee attestation to understand and abide by the firm's policies.
- Supervisory reviews and sanctions for violations of the firm's policies or regulatory requirements.

Stephen P. Wetzel, as Compliance Officer, has the overall responsibility for administering, monitoring and testing compliance with Prometheus Capital Management Corp.'s policies and procedures. Possible violations of these policies or procedures will be documented and reported to the appropriate department manager for remedial action. Repeated violations or violations the Compliance Officer deems to be of serious nature, will be reported by the Compliance Officer directly to the President, or a similarly designated officer, and/or the Board of Directors for remedial action.

Item 1 and 2 Educational, Background and Business Experience

Full Legal Name: Thomas J. Schneberger

Born: 1947

Education

- Saint Joseph's University; MS, Financial Services; 2008
- Montclair State University; BA, Accounting; 1973

Business Experience

- Prometheus Capital Management Corp; CERTIFIED FINANCIAL PLANNER™ Practitioner; 2011 to Present
- TJS Financial Services; Owner; Accounting Consulting; 2008 to 2011
- Wyeth Pharmaceuticals; Assistant Vice President - Accounting & Budgets; 2002 to 2007

Designations

Thomas J. Schneberger has earned the following designation(s) and is in good standing with the granting authority:

- CERTIFIED FINANCIAL PLANNER™ Practitioner; CFP Board of Standards, Inc.; 2009

The program is administered by the Certified Financial Planner Board of Standards Inc. Those with the CFP® designation have demonstrated competency in all areas of finance related to financial planning. Candidates complete studies on over 72 topics, including stocks, bonds, taxes, insurance, retirement planning and estate planning. This designation requires a bachelor's degree. Also, the candidate has to take five to seven required college-level courses (varies depending on the program) that focus on various areas of personal financial planning. The program represents 300 to 400 hours of study time and requires five to seven (varies depending on the program) closed-book, proctored exams. Candidates must also take and pass an arduous and comprehensive CFP® certification exam. Additionally, candidates must complete three years (3) of full-time relevant personal financial planning experience and agree to adhere to the CFP Board's code of ethics and professional responsibility and financial planning standards.

- Certified Public Accountant (CPA®); State Board of Accountancy; 1976

The CPA® designation is awarded by the State Board of Accountancy. To obtain the CPA® designation, most states require 150 semester hours of education. This typically involves at least a bachelors degree in a related discipline. In addition to passing the CPA® certification exam, candidates must typically complete qualifying work experience of at least 2 years and agree to the State Board of Accountancy's Code of Professional Conduct.

- Personal Financial Specialist (PFS®); American Institute of Certified Public Accountants®; 2010

The PFS designation is awarded by the American Institute of Certified Public Accountants (AICPA) to those who have taken additional training and already have a CFP® designation. Every PFS credential

holder is a licensed CPA® and a member in good standing in the AICPA; has met strict education and eligible business experience requirements, including two (2) years of full-time business or teaching experience in personal financial planning and has agreed to the AICPA Code of Professional Conduct.

Item 3 Disciplinary Information

Thomas J. Schneberger has no reportable disciplinary history.

Item 4 Other Business Activities

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To do so, the CERTIFIED FINANCIAL PLANNER™ practitioners at Prometheus Capital Management Corp, generally meet with people, gather quantitative and qualitative data including goals and objectives, and build a comprehensive plan to assist individuals in meeting goals and objectives.

When this process has been accomplished for financial planning clients, we work with clients to assist implementing goals and objectives. This includes clients investing in securities, purchasing insurance or modifying current investment strategies to better accomplish their goals.

Since Prometheus Capital Management Corp. also offers investment advisory services for an asset management fee, there is an inherent conflict of interest in our role as financial planners who recommend clients invest in securities and/or insurance; and then offer these services. This is like a doctor recommending a blood test to a patient and then charging a fee to do the blood test for the patient. If the blood test is needed, then there is a conflict of interest, but managed by allowing the patient to obtain it at the doctor's office or at an independent lab.

Given that this inherent conflict of interest could exist, Prometheus Capital Management Corp. has taken the following steps to put client's interest first when offering financial planning services:

1. Before accepting a financial planning client, we discuss this potential conflict of interest with the client.
2. We make it clear that the client may implement the recommendations with anyone that they wish to, and with any other broker-dealer, insurance agent or broker, or discount broker that they would prefer to work with.
3. Our financial planning recommendations are specific in terms of asset allocations or types of insurance, including what features to look for in an insurance product or type of security (such as income producing). However, we do not recommend specific insurance companies,

products, or funds or securities as part of our financial planning recommendations. We do make specific recommendations on what to hold, or sell on a client's existing investments or insurance. However, reallocation recommendations are not specific as to exact investments that only we offer. We believe that there are many ways to achieve one's goals and objectives and the clients should be given the option of how to implement our recommendations.

4. We encourage our clients to implement our recommendations wherever they see fit to. Many clients do choose us as the manager of their investments because of our relationships with them and their trust in us. However, they can implement our recommendations wherever, and with whomever, they want to. Our recommendations can be implemented by the clients themselves, or with other professionals. This gives the client the option to choose the best way to meet their financial goals and objectives. We often encourage clients to seek other suggestions on how to implement their goals and objectives, and only help them implement our recommendations if requested to.
5. CERTIFIED FINANCIAL PLANNER™ Practitioners, we are bound by the CFP® Board's Code of Ethics, which clearly states that a CFP® professional must:
 - a. Act with honest, integrity, competence and diligence.
 - b. Act in the client's best interests.
 - c. Exercise due care.
 - d. Avoid or disclose conflicts of interest.
 - e. Maintain the confidentiality and protect the privacy of client information.
 - f. Act in a manner that reflects positively on the financial planning profession and CFP® certification.
6. These principles help guide us to put the client's interests first and to address any potential conflicts of interest that might occur during our working relationships with our clients.
7. Some choose to only use our financial planning services. They either implement our recommendations on their own, or with others. However, some clients choose to implement our recommendations through Prometheus Capital Management, or perhaps only request our investment advisory services without having used our financial planning services. We do not require Financial Advisory Clients to use our Investment Advisory Services or our Investment Advisory Clients to use our Financial Advisory Services.
8. If a client does want to have us help implement their investment recommendations, Prometheus Capital Management Corp. will offer Investment Advisory Services through an Asset management Fee arrangement primarily using the services of Charles Schwab & Co, Inc or Capital Group (for 529 Plans).
 - a. Investment-Related Activities
9. Thomas J. Schneberger is not engaged in any other investment-related activities.
10. Thomas J. Schneberger does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.
 - a. Non-Investment-Related Activities
 - b. Thomas J. Schneberger is not engaged in any other business or occupation that

provides substantial compensation or involves a substantial amount of his time.

Item 5 Additional Compensation

Thomas J. Schneberger does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Item 6 Supervision

Supervisor: Stephen P. Wetzel

Title: President

Phone Number: 215-321-9312

Prometheus Capital Management Corp requires that all those involved in determining or giving investment advice must adhere to the Prometheus Capital Management Corp. Code of Ethics as well as the Certified Financial Planner Board of Standards Inc. Ethics Principles. The Code of Ethics Principles expresses the recognition of the Advisor representative's responsibility to the public, to clients, to colleagues and to employers. The CFP® Board's Code of Ethics states that a CFP® Professional must:

1. Act with honest, integrity, competence and diligence.
2. Act in the client's best interests.
3. Exercise due care.
4. Avoid or disclose conflicts of interest.
5. Maintain the confidentiality and protect the privacy of client information.
6. Act in a manner that reflects positively on the financial planning profession and CFP® certification.

A copy of the Code of Ethics and Supervisory practices is in our Investment Adviser Policy & Procedures Manual which is available to current and prospective clients upon request.

Prometheus Capital Management Corp. has adopted various procedures to implement the firm's policy, reviews and internal controls to monitor and ensure the firm's supervision policy is observed, implemented properly and amended or updated, as appropriate which includes the following:

- Designation of a Chief Compliance Officer as responsible for implementing and monitoring the firm's compliance policies and procedures.
- Annual Compliance Meeting with on-going targeted compliance training.
- Procedures for screening potential and new employee's background.
- Initial new hire training on the firm's compliance policies.
- Adoption of these written policies and procedures with statements of policy, designated persons responsible for the policy and procedures designed to implement and monitor the firm's policy.
- Annual compliance officer and senior management review of the firm's policies and procedures.

- Periodic reviews of employee's activities, e.g., personal trading.
- Annual employee attestation to understand and abide by the firm's policies.
- Supervisory reviews and sanctions for violations of the firm's policies or regulatory requirements.

Stephen P. Wetzel, as Compliance Officer, has the overall responsibility for administering, monitoring and testing compliance with Prometheus Capital Management Corp.'s policies and procedures. Possible violations of these policies or procedures will be documented and reported to the appropriate department manager for remedial action. Repeated violations or violations the Compliance Officer deems to be of serious nature, will be reported by the Compliance Officer directly to the President, or a similarly designated officer, and/or the Board of Directors for remedial action.

Item 1 and 2 Educational, Background and Business Experience

Full Legal Name: Nicholas McGlynn Wetzel **Born:** 1997

Education

- Fordham University, B.S.; Summa Cum Laude, Finance, Value Investing Concentration; 2019
 - Gabelli School of Business New Alumni Award Recipient (2019)
 - *Recognizes a handful of new Alumni who, in the last academic year, have given meritorious service to advance business education at the Gabelli School of Business at Fordham University*

Business Experience

- Prometheus Capital Management Corp; Associate; 2021 to Present
- The Investment Center Inc; Registered Representative; 2021 to Present
- Goldman Sachs & Co.; Investment Banking Analyst, Associate: 2019 to 2021

Designations

Nicholas M. Wetzel has earned the following designation(s) and is in good standing with the granting authority:

- CERTIFIED FINANCIAL PLANNER™ Practitioner; CFP Board of Standards; 2022

The program is administered by the Certified Financial Planner Board of Standards, Inc. Those with the CFP® designation have demonstrated competency in all areas of finance related to financial planning. Candidates complete studies on over 72 topics, including stocks, bonds, taxes, insurance, retirement planning and estate planning. This designation requires a bachelor's degree. Also, the candidate has to take five to seven required college-level courses (varies depending on the program) that focus on various areas of personal financial planning. The program represents 300 to 400 hours of study time and requires five to seven (varies depending on the program) closed-book, proctored exams. Candidates must also take and pass an arduous and comprehensive CFP® certification exam. Additionally, candidates must complete three years (3) of full-time relevant personal financial planning experience and agree to adhere to the CFP Board's code of ethics and professional responsibility and financial planning standards.

Item 3 Disciplinary Information

Nicholas M. Wetzel has no reportable disciplinary history.

Item 4 Other Business Activities

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When this process has been accomplished for financial planning clients, we work with clients to assist implementing goals and objectives. This includes clients investing in securities, purchasing insurance or modifying current investment strategies to better accomplish their goals.

Since Prometheus Capital Management Corp. also offers investment advisory services for an asset management fee, there is an inherent conflict of interest in our role as financial planners who recommend clients invest in securities and/or insurance; and then offer these services. This is like a doctor recommending a blood test to a patient and then charging a fee to do the blood test for the patient. If the blood test is needed, then there is a conflict of interest, but managed by allowing the patient to obtain it at the doctor's office or at an independent lab.

Given that this inherent conflict of interest could exist, Prometheus Capital Management Corp. has taken the following steps to put client's interest first when offering financial planning services:

1. Before accepting a financial planning client, we discuss this potential conflict of interest with the client.
2. We make it clear that the client may implement the recommendations with anyone that they wish to, and with any other broker-dealer, insurance agent or broker, or discount broker that they would prefer to work with.
3. Our financial planning recommendations are specific in terms of asset allocations or types of insurance, including what features to look for in an insurance product or type of security (such as income producing). However, we do not recommend specific insurance companies, products, or funds or securities as part of our financial planning recommendations. We do make specific recommendations on what to hold, or sell on a client's existing investments or insurance. However, reallocation recommendations are not specific as to exact investments that only we offer. We believe that there are many ways to achieve one's goals and objectives and the clients should be given the option of how to implement our recommendations.
4. We encourage our clients to implement our recommendations wherever they see fit to. Many clients do choose us as the manager of their investments because of our relationships with them and their trust in us. However, they can implement our recommendations wherever, and with whomever, they want to. Our recommendations can be implemented by the clients themselves, or with other professionals. This gives the client the option to choose the best way to meet their financial goals and objectives. We often encourage clients to seek other

suggestions on how to implement their goals and objectives, and only help them implement our recommendations if requested to.

5. CERTIFIED FINANCIAL PLANNER™ Practitioners, we are bound by the Certified Financial Planner's Code of Ethics, which states that a CFP® professional must:
 - a. Act with honest, integrity, competence and diligence.
 - b. Act in the client's best interests.
 - c. Exercise due care.
 - d. Avoid or disclose conflicts of interest.
 - e. Maintain the confidentiality and protect the privacy of client information.
 - f. Act in a manner that reflects positively on the financial planning profession and CFP® certification.
6. These principles help guide us to put the client's interests first and to address any potential conflicts of interest that might occur during our working relationships with our clients.
7. Some choose to only use our financial planning services. They either implement our recommendations on their own, or with others. However, some clients choose to implement our recommendations through Prometheus Capital Management, or perhaps only request our investment advisory services without having used our financial planning services. We do not require Financial Advisory Clients to use our Investment Advisory Services or our Investment Advisory Clients to use our Financial Advisory Services.
8. If a client requests us help them implement their investment recommendations, we offer two types of services so the client has the choice of what service makes most sense and best suits their needs. Prometheus Capital Management Corp will offer Investment Advisory Services through an Asset Management Fee arrangement primarily using the services of Charles Schwab or Capital Group (for 529 plans). However, if the client wishes to work with some of the investment advisor representatives as registered representatives instead, the client may work with Nicholas M. Wetzel in his role as a Registered Representative with The Investment Center (A FINRA Broker-dealer). These clients pay a commission to the broker-dealer, some of which is then used to compensate Nicholas M. Wetzel assisting or monitoring investments clients have purchased this way.
9. Clients DO NOT pay both Investment Advisory Fees and Brokerage Commissions on the same assets, at the same time, to Prometheus Capital Management Corp or its associated persons. The client has a choice between the two investment implementation options, so they can choose which option makes sense if they do choose us for investment implementations. All fees and commissions are disclosed up-front and clients are made aware of the benefits and drawbacks of working with Nicholas M. Wetzel as an Investment Advisory Representative or Registered Representative. Our goal is to provide quality investment options to our clients and let them choose the method of how to compensate us based on what makes most sense for them. This allows us to manage inherent conflicts of interest to benefit our clients.
10. Sometimes clients ask us to implement insurance strategies (including life, long-term-care, property & casualty, etc.) for them. If asked to do so, Nicholas M. Wetzel will review products from many insurance companies (sometimes as many as a dozen companies, depending on the insurance need) and choose one or two of the most appropriate products. By retaining his independence and numerous insurance company and brokerage relationships, Nicholas M. Wetzel can choose the best product. On the property and casualty side, Nick Wetzel may work with independent property and casualty insurance agencies to provide clients with a variety of

different insurance options, if requested by the client, as part of comprehensive financial and risk planning.

A. Investment-Related Activities

Nicholas M. Wetzel is also engaged in the following investment-related activities:

- Registered representative of a broker-dealer

Nicholas M. Wetzel is a registered representative of The Investment Center, Inc. ("TIC"), a FINRA Broker-dealer. These services are provided for separate and typical compensation. Some transactions may provide commissions to Nicholas M. Wetzel, while others have no sales charge. Clients are not obligated to transact through The Investment Center, Inc. or engage Nicholas M. Wetzel when implementing recommendations. Clients shall have total freedom to execute securities transactions with any company. Full disclosure will be given when Nicholas M. Wetzel is acting as a registered representative in a securities transaction on a commissioned or noncommissioned basis.

Investment Advisory Services are only offered through Prometheus Capital Management Corp., which is independent of The Investment Center, Inc.

In evaluating whether to recommend or require that clients use TIC for brokerage transactions, we may consider the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors we consider and not solely on the nature of cost or quality of custody and brokerage services provided by TIC, which may create a potential conflict of interest.

Nicholas M. Wetzel receives commissions, bonuses or other compensation on the sale of securities or other investment products.

Securities commissions are fully disclosed via security's prospectus sales charge schedule (where applicable) or on the broker-dealer trade confirmation.

Clients have the freedom to execute securities transactions or purchase investment products with any company and not obligated to purchase from Nicholas M. Wetzel.

- Insurance company or agency

Nicholas M. Wetzel is currently (and/or reserves the future right) to serve as an agent for insurance companies including but not limited to Penn Mutual, and may offer to sell insurance products and may receive commission on the sale of such products. These services are provided by Nicholas M. Wetzel for separate and typical compensation. Clients shall have total freedom to execute insurance transactions with any company of their choice as part of the plan implementation process. In the normal course of work in developing risk-management focused financial planning recommendations as part of a comprehensive financial planning engagement with clients, Nicholas M. Wetzel reserves the right to partner with independent insurance agencies and serve in an "agent" capacity (upon request and with the client permission) to provide analysis of insurance options available to clients and help clients compare pricing and coverage options, and receive separate and typical compensation for these services if a client opted to use any of the options Nicholas M. Wetzel provided.

Nicholas M. Wetzel may also work with independent property and casualty insurance agencies

(independent insurance agency which are not captive agents for any one insurance company but can offer insurance options from a wide variety of carriers) and sell property and casualty insurance products and receive a commission on the sale of such products. These services are provided exclusively by Nicholas M. Wetzel for separate and typical compensation. Clients shall have total freedom to execute insurance transactions with any property & insurance company of their choice as part of the plan implementation process.

Typically, if a client does wish to maintain relationships with their existing insurance agent, we may still advise the client for their insurance needs as part of the financial planning or consulting fee. If the client desires an insurance agent Nicholas M. Wetzel can work in that capacity.

Full disclosure will be given when Nicholas M. Wetzel will be acting as an agent in an insurance transaction on a commissioned or noncommissioned basis. Nicholas M. Wetzel is not a captive agent for any insurance company and client have the freedom to choose any insurance company for their insurance needs.

Prometheus Capital Management Corp., is independent from the above listed insurance companies.

B. Non-Investment-Related Activities

Nicholas M. Wetzel is also a volunteer at The South Jersey Real Estate Investors Association ("SJREIA"), is a sub-chapter of the National Real Estate Investors Association, a 501(c)6 Trade Association who represents local investor associations, property owner associations, apartment associations, and landlord associations and provides members with education and networking opportunities. Nicholas M. Wetzel dedicates 5% or less of his time to support SJREIA in a non-compensated volunteer capacity by helping coordinate meetings, networking events and panelist discussions. Nicholas M. Wetzel and SJREIA do not provide investment advice and Nicholas M. Wetzel does not solicit any current or prospective clients on real estate investments, his involvement in SJREIA is strictly personal and volunteer in nature. Nicholas M. Wetzel does reserve the right to occasionally present high-level educational seminars on financial planning in the context of real estate investing, strictly with prior pre-approval and pre-authorization from The Investment Center, Inc. and Prometheus Capital Management Corp. The primary purpose of this organization is to support networking and learning opportunities for independent and local investors and landlords in The South Jersey Region, and Nicholas M. Wetzel volunteers his time in a non-solicitation capacity (but does reserve the right to provide his business card if asked).

Item 5 Additional Compensation

Nicholas M. Wetzel does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Item 6 Supervision

Supervisor: Stephen P. Wetzel

Title: President

Phone Number: 215-321-9312

Prometheus Capital Management Corp requires that all those involved in determining or giving investment advice must adhere to the Prometheus Capital Management Corp. Code of Ethics as well as the Certified Financial Planner Board of Standards Inc.'s Ethics Principles. The Code of Ethics Principles expresses the recognition of the Advisor representative's responsibility to the public, to clients, to colleagues and to employers. The CFP® Board's Code of Ethics states that a CFP® professional must:

- a. Act with honest, integrity, competence and diligence.
- b. Act in the client's best interests.
- c. Exercise due care.
- d. Avoid or disclose conflicts of interest.
- e. Maintain the confidentiality and protect the privacy of client information.
- f. Act in a manner that reflects positively on the financial planning profession and CFP® certification.

A copy of the Code of Ethics and Supervisory practices is in our Investment Adviser Policy & Procedures Manual available to current and prospective clients upon request.

Prometheus Capital Management Corp. has adopted various procedures to implement the firm's policy, reviews and internal controls to monitor and ensure the firm's supervision policy is observed, implemented properly and amended or updated, as appropriate which includes the following:

- Designation of a Chief Compliance Officer as responsible for implementing and monitoring the firm's compliance policies and procedures.
- An Annual Compliance Meeting and on-going and targeted compliance training.
- Procedures for screening the background of potential new employees.
- Initial training of newly hired employees about the firm's compliance policies.
- Adoption of these written policies and procedures with statements of policy, designated persons responsible for the policy and procedures designed to implement and monitor the firm's policy.
- Annual review of the firm's policies and procedures by the Compliance Officer and senior management.
- Periodic reviews of employee's activities, e.g., personal trading.
- Annual written representations by employees as to understanding and abiding by the firm's policies.
- Supervisory reviews and sanctions for violations of the firm's policies or regulatory requirements.

Stephen P. Wetzel, as Compliance Officer, has the overall responsibility for administering, monitoring and testing compliance with Prometheus Capital Management Corp.'s policies and procedures. Possible violations of these policies or procedures will be documented and reported to the appropriate department manager for remedial action. Repeated violations or violations the Compliance Officer deems to be of serious nature, will be reported by the Compliance Officer directly to the President, or a similarly designated officer, and/or the Board of Directors for remedial action.